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

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

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Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

**PROPOSED ADJUSTMENT TO THE INVESTMENT BUSINESS PLAN
FOR THE YEAR 2023
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023
AND
NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING**

A letter from the Board of the Company is set out on pages 3 to 5 of this circular.

The EGM and the H Share Class Meeting will be held in sequence by the Company at 10:00 a.m. on Thursday, 28 December 2023 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC. The notice of the EGM is set out on pages 75 to 76 of this circular and the notice of the H Share Class Meeting is set out on pages 77 to 78 of this circular. A proxy form for use at the EGM and a proxy form for use at the H Share Class Meeting are enclosed with this circular and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the EGM and/or the H Share Class Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM and/or the H Share Class Meeting (i.e., no later than 10:00 a.m. on Wednesday, 27 December 2023) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting at the EGM and/or the H Share Class Meeting should you so wish.

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

11 December 2023

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Class Meetings”	the H Share Class Meeting and the class meeting for holders of Domestic Shares to be convened on Thursday, 28 December 2023 immediately after the conclusion or adjournment of the H Share Class Meeting
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“EGM”	the second extraordinary general meeting of 2023 of the Company to be held at 10:00 a.m. on Thursday, 28 December 2023 at Meeting Room 802, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC
“H Share Class Meeting”	the 2023 second H Share class meeting to be convened on Thursday, 28 December 2023 immediately after the conclusion or adjournment of the EGM
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (《到境外上市公司章程必備條款》)

DEFINITIONS

“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Domestic Share(s) and H Share(s) of the Company
“Special Provisions”	The Special Provisions of State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

Executive Directors

Mr. ZHANG Fengyang (*Chairman*)
Mr. CHEN Dayu (*General Manager*)
Mr. ZHANG Wei
Mr. LI Minghui

Registered Office

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Non-executive Directors

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Principal Place of Business in Hong Kong

31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Independent non-executive Directors

Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

11 December 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED ADJUSTMENT TO THE INVESTMENT BUSINESS PLAN
FOR THE YEAR 2023
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023
AND
NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING**

INTRODUCTION

The purpose of this circular is to set out the notice of the EGM and the notice of the H Share Class Meeting and to provide you with details regarding, among other things, the proposed adjustment to the investment business of the Company for the year 2023 and the proposed amendments to the Articles of Association so

LETTER FROM THE BOARD

as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM and/or the H Share Class Meeting.

PROPOSED ADJUSTMENT TO THE INVESTMENT BUSINESS PLAN FOR THE YEAR 2023

The Board resolved to adjust the investment business plan of the Company for the year 2023 on 5 December 2023, subject to the approval of the Shareholders at the EGM by way of an ordinary resolution.

The proposed adjustment to the investment business plan of the Company for the year 2023 was made in accordance with the actual progress of project development and construction. The total amount of the original plan was RMB11.95 billion and was increased by approximately RMB864 million to RMB12.814 billion. The investment business plan is divided into the fixed asset investments plan and the equity investments plan. The total amount of the fixed asset investments plan was increased by approximately RMB96 million as compared to the original plan, while the total amount of the equity investments plan was increased by approximately RMB767 million. These adjustments were made to better monitor and manage the progress of investment projects and to achieve annual investment targets of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 5 December 2023 in relation to the proposed amendments to the Articles of Association. The Board resolved to amend certain provisions of the Articles of Association on 5 December 2023, subject to the approval of the Shareholders at the EGM and Class Meetings by way of a special resolution.

In accordance with the abolition of the Special Provisions and Mandatory Provisions, the corresponding amendments to the Listing Rules as well as proposals from Shareholders, the Company proposed to amend the Articles of Association in conjunction with the practical management of the Company, for the purpose of complying with the changes in the corresponding laws and rules, and under the premise of compliance, simplifying the governance procedures of the Company and improving the governance efficiency.

Please refer to Appendix to this circular for details of the proposed amendments to the Articles of Association.

THE EGM AND CLASS MEETINGS

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Thursday, 28 December 2023 at 10:00 a.m. is set out on pages 75 to 76 of this circular and the notice convening the H Share Class Meeting is set out on pages 77 to 78 of this circular, which have been despatched to the Shareholders on 11 December 2023. A proxy form for use at the EGM and a proxy form for use at the H Share Class Meeting have been despatched to the Shareholders on 11 December 2023 together with this circular and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

LETTER FROM THE BOARD

Holders of H shares of the Company whose names appear on the register of members of the Company on the close of business on Wednesday, 20 December 2023 are entitled to attend the EGM and the H Share Class Meeting and vote at the EGM and the H Share Class Meeting. The share register for H shares of the Company will be closed from Thursday, 21 December 2023 to Thursday, 28 December 2023 (both days inclusive), during which period no share transfer of H shares of the Company will be registered.

Whether or not you are able to attend the EGM and/or the H Share Class Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM and/or the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and/or the H Share Class Meeting and voting in person if you so wish.

VOTES TO BE TAKEN BY POLL

The resolutions to be proposed at the EGM and the H Share Class Meeting will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM and/or the H Share Class Meeting.

RECOMMENDATIONS

The Directors (including the independent non-executive Directors) believe that the proposed adjustment to the investment business plan for the year 2023 and the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of relevant resolutions to be proposed at the EGM and the H Share Class Meeting.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 1</p> <p>To adapt to the requirements of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant provisions.</p>	<p>Article 1</p> <p>To adapt to the requirements of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>the “Hong Kong Listing Rules”</u>), and other relevant provisions.</p>
<p>Article 2</p> <p>The Company is a joint stock limited company duly incorporated in accordance with the Company Law, the Securities Law, the Special Provisions, and other relevant state laws and regulations.</p> <p>.....</p>	<p>Article 2</p> <p>The Company is a joint stock limited company duly incorporated in accordance with the Company Law, the Securities Law, the Special Provisions, and other relevant state laws and regulations.</p> <p>.....</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 8</p> <p>Approved through a resolution at the general meeting, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in The Stock Exchange of Hong Kong Limited with the approval from relevant departments and regulatory authorities of the PRC. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the company registration authority.</p>	<p>Article 8</p> <p>Approved through a resolution at the general meeting, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in The Stock Exchange of Hong Kong Limited with the approval from relevant departments and regulatory authorities of the PRC. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the company registration authority.</p>
<p>Article 9</p> <p>.....</p> <p>Without prejudice to the provisions of Article 250, and according to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Company’s directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers.</p> <p>For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>.....</p>	<p>Article 9</p> <p>.....</p> <p>Without prejudice to the provisions of Article 250, and aAccording to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Company’s directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers.</p> <p>For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>.....</p>
<p>Article 15</p> <p>The Company shall have ordinary shares at all times. It may have other kinds of shares as needed, upon approval by the authorities that are authorized by the State Council.</p>	<p>Article 15</p> <p>The Company shall have ordinary shares at all times. It may have other kinds of shares as needed, upon approval by the authorities that are authorized by the State Councilupon fulfilling the</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
	<u>registration or filing procedures with the securities regulatory authority of the State Council in accordance with the law.</u>
<p>Article 18</p> <p>The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval of the State Council authorities in charge of securities.</p> <p>.....</p>	<p>Article 187</p> <p>The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of</u> the State Council authorities in charge of securities <u>in accordance with the law.</u></p> <p>.....</p>
<p>Article 19</p> <p>.....</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon approval of the State Council or agencies authorized by the State Council, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares.</p> <p>Approved by securities regulatory authority of the State Council, shareholders of the Company's domestic investment shares may transfer his shares to an investor outside the PRC for listing and trading. The listing and trading of such shares overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets and a resolution in a class meeting is not necessary in such circumstances.</p>	<p>Article 198</p> <p>.....</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of</u> the State Council <u>in accordance with the law</u>, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares.</p> <p>Approved by<u>Upon fulfilling the registration or filing procedures with the</u> securities regulatory authority of the State Council <u>in accordance with the law</u>, shareholders of the Company's domestic investment shares may transfer his shares to an investor outside the PRC for listing and trading. The listing and trading of such shares overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
	foreign security markets and a resolution in a class meeting is not necessary in such circumstances.
<p>Article 21</p> <p>.....</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, of which:</p> <p>Beijing Energy Holding Co., Ltd, holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>Beijing International Electric Engineering Co., Ltd., holds 92,654,249 domestic investment shares, representing 1.124% in the Company’s total share capital;</p> <p>Beijing State-owned Capital Operation and Management Limited holds 224,348,291 domestic investment shares, representing 2.721% in the Company’s total share capital;</p> <p>Beijing District Heating (Group) Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the Company’s total share capital;</p> <p>Shareholders of overseas listed shares (H shares) hold 2,829,676,800 shares, representing 34.322% in the Company’s total share capital.</p>	<p>Article 240</p> <p>.....</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, of which:</p> <p>Beijing Energy Holding Co., Ltd, holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>Beijing International Electric Engineering Co., Ltd., holds 92,654,249 domestic investment shares, representing 1.124% in the Company’s total share capital;</p> <p>Beijing State-owned Capital Operation and Management Limited holds 224,348,291 domestic investment shares, representing 2.721% in the Company’s total share capital;</p> <p>Beijing District Heating (Group) Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the Company’s total share capital;</p> <p>Shareholders of overseas listed shares (H shares) hold 2,829,676,800 shares, representing 34.322% in the Company’s total share capital.</p>
<p>Article 23</p> <p>After the plans for issuing overseas listed shares and domestic investment shares have been approved by the State Council authorities in</p>	<p>Article 23</p> <p>After the plans for issuing overseas listed shares and domestic investment shares have been approved by the State Council authorities in</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>charge of securities, the Company’s board of directors may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company’s plan for issuance of overseas listed shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the State Council authorities in charge of securities.</p>	<p>charge of securities, the Company’s board of directors may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company’s plan for issuance of overseas listed shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the State Council authorities in charge of securities.</p>
<p>Article 24</p> <p>Where the Company issues overseas listed shares and domestic investment shares separately at the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in several stages, subject to the approval of the State Council authorities in charge of securities.</p>	<p>Article 24</p> <p>Where the Company issues overseas listed shares and domestic investment shares separately at the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in several stages, subject to the approval of the State Council authorities in charge of securities.</p>
<p>Article 29</p> <p>If a director, supervisor or senior officer of the Company, or a shareholder holding 5% or more of the shares of the Company sells the shares of the Company within six months upon buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the board of directors of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six month restriction.</p> <p>If the board of directors of the Company does not comply with the foregoing paragraph, the shareholders can request the board to do so</p>	<p>Article 29</p> <p>If a director, supervisor or senior officer of the Company, or a shareholder holding 5% or more of the shares of the Company sells the shares of the Company within six months upon buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the board of directors of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six month restriction.</p> <p><u>The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>within 30 days. If the board does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>.....</p>	<p><u>referred to in the preceding paragraph, include those held by their spouses, parents and children and those held using the accounts of others.</u></p> <p>If the board of directors of the Company does not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>.....</p>
<p>Article 34</p> <p>With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners according to the requirements of relevant laws, administrative regulations, the listing rules of the places where the Company’s shares are listed and this Articles of Association:</p> <p>(1) Making of a repurchase offer in the same proportion to all shareholders;</p> <p>(2) Repurchase through open transactions on a securities exchange;</p> <p>(3) Repurchase by an agreement outside a securities exchange;</p> <p>(4) Other methods recognized by relevant regulatory authority.</p>	<p><u>Article 341</u></p> <p>With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners according to the requirements of relevant laws, administrative regulations, the listing rules of the places where the Company’s shares are listed and this Articles of Association:</p> <p>(1) Making of a repurchase offer in the same proportion to all shareholders;</p> <p>(2) Repurchase through open transactions on a securities exchange;</p> <p>(3) Repurchase by an agreement outside a securities exchange;</p> <p>(4) Other methods recognized by relevant regulatory authority.</p> <p><u>The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
	<u>Regulatory Commission. If the share purchase is made under the circumstances stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.</u>
<p>Article 35</p> <p>.....</p> <p>The price per share for repurchasing the Company’s own redeemable shares proposed to be made otherwise than by tender or in the market shall be set at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>	<p>Article 352</p> <p>.....</p> <p>The price per share for repurchasing the Company’s own redeemable shares proposed to be made otherwise than by tender or in the market shall be set at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>
<p>Article 36</p> <p>Repurchase of the Company’s shares in accordance with Article 33 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company’s shares in accordance with Article 33 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company’s shares are listed, after the Company has repurchased its shares in accordance with Article 33 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6),</p>	<p>Article 363</p> <p>Repurchase of the Company’s shares in accordance with Article 330 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company’s shares in accordance with Article 330 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company’s shares are listed, after the Company has repurchased its shares in accordance with Article 330 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6),</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>the total number of the Company’s shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</p>	<p>the total number of the Company’s shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</p>
<p>Article 38</p> <p>Unless the Company has already entered into the liquidation stage, it must comply with the following provisions in buying back its issued and outstanding shares:</p> <p>(I) Where the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares;</p> <p>(II) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:</p> <p>(1) Where the shares bought back were issued at their par value, the amount shall be deducted from the book balance of distributable profits;</p> <p>(2) Where the shares bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; however, the amount deducted from the proceeds of the new shares issuance shall not exceed the total premium obtained at the time of issuance of the old shares so repurchased nor exceed the</p>	<p>Article 38</p> <p>Unless the Company has already entered into the liquidation stage, it must comply with the following provisions in buying back its issued and outstanding shares:</p> <p>(I) Where the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares;</p> <p>(II) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:</p> <p>(1) Where the shares bought back were issued at their par value, the amount shall be deducted from the book balance of distributable profits;</p> <p>(2) Where the shares bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; however, the amount deducted from the proceeds of the new shares issuance shall not exceed the total premium obtained at the time of issuance of the old shares so repurchased nor exceed the</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>amount in the Company’s premium account or capital common reserve account (including the premiums from the new shares issuance) at the time of repurchase;</p> <p>(III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company’s distributable profits:</p> <p>(1) Acquisition of the right to buy back its own shares;;</p> <p>(2) Amendments to any contract for repurchase of its own shares;</p> <p>(3) Release from any of its obligations under any repurchase contract.</p> <p>(IV) After the par value of the annulled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profits and used to buy back shares at the par value of the bought back shares shall be included in the Company’s premium account (or capital common reserve account).</p>	<p>amount in the Company’s premium account or capital common reserve account (including the premiums from the new shares issuance) at the time of repurchase;</p> <p>(III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company’s distributable profits:</p> <p>(1) Acquisition of the right to buy back its own shares;;</p> <p>(2) Amendments to any contract for repurchase of its own shares;</p> <p>(3) Release from any of its obligations under any repurchase contract.</p> <p>(IV) After the par value of the annulled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profits and used to buy back shares at the par value of the bought back shares shall be included in the Company’s premium account (or capital common reserve account).</p>
<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Purchasers of shares in the Company as referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the Company.</p>	<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Purchasers of shares in the Company as referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the Company.</p>

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Original articles	Revised articles after the proposed amendments
<p>The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to the above obligators in order to reduce or discharge their obligations.</p> <p>The provisions of this Article shall not apply to the circumstances described in Article 39 of this Chapter.</p>	<p>The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to the above obligators in order to reduce or discharge their obligations.</p> <p>The provisions of this Article shall not apply to the circumstances described in Article 39 of this Chapter.</p>
<p>Article 40</p> <p>For the purposes of this Chapter, the term “financial assistance” shall include (but not limited to) the financial assistance in the forms set out below:</p> <p>(1) Gift;</p> <p>(2) Guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the Company’s own fault) and release or waiver of rights;</p> <p>(3) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</p> <p>(4) Financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company’s net assets.</p>	<p>Article 40</p> <p>For the purposes of this Chapter, the term “financial assistance” shall include (but not limited to) the financial assistance in the forms set out below:</p> <p>(1) Gift;</p> <p>(2) Guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the Company’s own fault) and release or waiver of rights;</p> <p>(3) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</p> <p>(4) Financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company’s net assets.</p>

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Original articles	Revised articles after the proposed amendments
<p>For the purposes of this Chapter, the term “undertake obligations” shall include the undertaking of an obligation by the obligator by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligator individually or jointly with any other person) or by changing its financial position in any other way.</p>	<p>For the purposes of this Chapter, the term “undertake obligations” shall include the undertaking of an obligation by the obligator by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligator individually or jointly with any other person) or by changing its financial position in any other way.</p>
<p>Article 41</p> <p>The acts listed below shall not be regarded as the acts prohibited under Article 37 of this Chapter:</p> <p>(1) Where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;</p> <p>(2) Lawful distribution of the Company’s property in the form of dividends;</p> <p>(3) Distribution of dividends in the form of its assets;</p> <p>(4) Reduction of registered capital, repurchase of shares, shareholding structuring, etc., in accordance with the Articles of Association of the Company;</p> <p>(5) Provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits);</p>	<p>Article 41</p> <p>The acts listed below shall not be regarded as the acts prohibited under Article 37 of this Chapter:</p> <p>(1) Where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;</p> <p>(2) Lawful distribution of the Company’s property in the form of dividends;</p> <p>(3) Distribution of dividends in the form of its assets;</p> <p>(4) Reduction of registered capital, repurchase of shares, shareholding structuring, etc., in accordance with the Articles of Association of the Company;</p> <p>(5) Provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits);</p>

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Original articles	Revised articles after the proposed amendments
<p>(6) The contribution by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits).</p>	<p>(6) The contribution by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits).</p>
<p>Article 44</p> <p>The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), profession or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder; and</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p>	<p>Article 44<u>37</u></p> <p>The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), profession or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder; and</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p>

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Original articles	Revised articles after the proposed amendments
<p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company shares, unless otherwise with opposite evidence.</p>	<p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company shares, unless otherwise with opposite evidence.</p> <p><u>The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</u></p>
<p>Article 45</p> <p>The Company may, pursuant to an understanding or agreement reached between the State Council authorities in charge of securities and a securities regulatory organization outside the PRC, keep outside the PRC its register of holders of overseas listed shares, and entrust the administration thereof to an agent outside the PRC. The original register of shareholder of the H shares shall be kept in Hong Kong.</p>	<p>Article 45</p> <p>The Company may, pursuant to an understanding or agreement reached between the State Council authorities in charge of securities and a securities regulatory organization outside the PRC, keep outside the PRC its register of holders of overseas listed shares, and entrust the administration thereof to an agent outside the PRC. The original register of shareholder of the H shares shall be kept in Hong Kong.</p>

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Original articles	Revised articles after the proposed amendments
<p>The Company shall keep at its domicile a duplicate of the register of holders of overseas listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas listed shares and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overseas listed shares are inconsistent, the original shall prevail.</p>	<p>The Company shall keep at its domicile a duplicate of the register of holders of overseas listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas listed shares and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overseas listed shares are inconsistent, the original shall prevail.</p>
<p>Article 46</p> <p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(1) A register kept at the Company's domicile other than those specified in Items (2) and (3) of this article;</p> <p>(2) The register(s) of holders of overseas listed shares kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed;</p> <p>(3) Registers of shareholders kept in such other places as the board of directors may decide necessary for listing purposes.</p>	<p>Article 46</p> <p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(1) A register kept at the Company's domicile other than those specified in Items (2) and (3) of this article;</p> <p>(2) The register(s) of holders of overseas listed shares kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed;</p> <p>(3) Registers of shareholders kept in such other places as the board of directors may decide necessary for listing purposes.</p>
<p>Article 47</p> <p>The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.</p>	<p>Article 47</p> <p>The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.</p>

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Original articles	Revised articles after the proposed amendments
Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the law of the places where each part is kept.	Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the law of the places where each part is kept.
<p>Article 48</p> <p>All paid H shares are freely transferable according to this Articles of Association. Unless meeting the following conditions, or the Board may decline to recognize any instrument of transfer without giving a reason:</p> <p>(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and relevant fee not exceeding the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time shall be paid to the Company for such registration;</p> <p>(2) The transfer instrument only relates to H shares listed in Hong Kong;</p> <p>(3) The due stamp duty for transfer instrument has already been paid;</p> <p>(4) Relevant share certificate and such other evidence as the directors may reasonably require to prove the transferor’s right to transfer are lodged;</p> <p>(5) Transfer of any share to no more than four joint holders;</p> <p>(6) The shares concerned are free of any lien in favor of the Company;</p> <p>(7) Any share shall not be transferred to an infant or to a person of unsound mind or under other legal disability.</p>	<p>Article 48</p> <p>All paid H shares are freely transferable according to this Articles of Association. Unless meeting the following conditions, or the Board may decline to recognize any instrument of transfer without giving a reason:</p> <p>(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and relevant fee not exceeding the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time shall be paid to the Company for such registration;</p> <p>(2) The transfer instrument only relates to H shares listed in Hong Kong;</p> <p>(3) The due stamp duty for transfer instrument has already been paid;</p> <p>(4) Relevant share certificate and such other evidence as the directors may reasonably require to prove the transferor’s right to transfer are lodged;</p> <p>(5) Transfer of any share to no more than four joint holders;</p> <p>(6) The shares concerned are free of any lien in favor of the Company;</p> <p>(7) Any share shall not be transferred to an infant or to a person of unsound mind or under other legal disability.</p>

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<p>Shareholder of any foreign investment shares may transfer all or part of his shares through an instrument in the usual writing form in the relevant territory of such shares' listing place or in such other form as the directors may accept. The transfer of H shares may adopt the standard transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s) defined by Hong Kong Securities and Futures Ordinance, a handwritten or machine imprinted signature shall be acceptable.</p>	<p>Shareholder of any foreign investment shares may transfer all or part of his shares through an instrument in the usual writing form in the relevant territory of such shares' listing place or in such other form as the directors may accept. The transfer of H shares may adopt the standard transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s) defined by Hong Kong Securities and Futures Ordinance, a handwritten or machine imprinted signature shall be acceptable.</p>
<p>Article 51</p> <p>Any person that challenges the register of shareholders and requires his name to be entered into or removed from the register may apply to a competent court for correction of the register.</p>	<p>Article 51</p> <p>Any person that challenges the register of shareholders and requires his name to be entered into or removed from the register may apply to a competent court for correction of the register.</p>
<p>Article 52</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Share Certificate”) is lost.</p> <p>Applications for the replacement of domestic investment share certificates shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>Applications for the replacement of overseas listed share certificates shall be dealt with in accordance with the law, securities exchange regulations and other relevant regulations of the place where the original register of holders of overseas listed shares is kept.</p>	<p>Article 52</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Share Certificate”) is lost.</p> <p>Applications for the replacement of domestic investment share certificates shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>Applications for the replacement of overseas listed share certificates shall be dealt with in accordance with the law, securities exchange regulations and other relevant regulations of the place where the original register of holders of overseas listed shares is kept.</p>

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<p>Where holders of H shares apply for replacement of lost certificates, such replacement shall comply with the following requirements:</p> <p>(1) The applicant shall submit the application in the form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may require registration as a shareholder in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration requiring registration as a shareholder in respect of the shares from any person other than the applicant before it decides that a replacement share certificate shall be issued.</p> <p>(3) If the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention in the newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The newspapers designated by the board of directors shall be the Chinese and English newspaper recognized by the Hong Kong Stock Exchange (at least one for each).</p> <p>(4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the securities exchange where it is listed and may proceed with the publication upon receipt of a reply from the securities exchange confirming that the</p>	<p>Where holders of H shares apply for replacement of lost certificates, such replacement shall comply with the following requirements:</p> <p>(1) The applicant shall submit the application in the form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may require registration as a shareholder in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration requiring registration as a shareholder in respect of the shares from any person other than the applicant before it decides that a replacement share certificate shall be issued.</p> <p>(3) If the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention in the newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The newspapers designated by the board of directors shall be the Chinese and English newspaper recognized by the Hong Kong Stock Exchange (at least one for each).</p> <p>(4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the securities exchange where it is listed and may proceed with the publication upon receipt of a reply from the securities exchange confirming that the</p>

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<p>announcement has been displayed in the securities exchange. The public announcement shall be displayed in the securities exchange for a period of 90 days.</p> <p>If the application for issuance of a replacement share certificate was made without consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish.</p> <p>(5) Upon expiry of the 90-day period specified in Items (3) and (4) hereof, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.</p> <p>(6) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders.</p> <p>(7) All expenses for the cancellation of the original share certificate and issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until reasonable guarantee is obtained from the applicant.</p>	<p>announcement has been displayed in the securities exchange. The public announcement shall be displayed in the securities exchange for a period of 90 days.</p> <p>If the application for issuance of a replacement share certificate was made without consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish.</p> <p>(5) Upon expiry of the 90 day period specified in Items (3) and (4) hereof, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.</p> <p>(6) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders.</p> <p>(7) All expenses for the cancellation of the original share certificate and issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until reasonable guarantee is obtained from the applicant.</p>
<p>Article 53</p> <p>After the Company has issued a replacement share certificate in accordance with this Articles of Association, it shall not delete from the register of shareholders the name of a bona fide purchaser</p>	<p>Article 53</p> <p>After the Company has issued a replacement share certificate in accordance with this Articles of Association, it shall not delete from the register of shareholders the name of a bona fide purchaser</p>

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Original articles	Revised articles after the proposed amendments
of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).	of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).
<p>Article 54</p> <p>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the Company.</p>	<p>Article 54</p> <p>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the Company.</p>
	<p><u>Article 40</u></p> <p><u>The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who acquires or intends to acquire shares of the Company.</u></p>
<p>Article 56</p> <p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and other profit distributions on the basis of the number of shares held by them;</p> <p>(2) To request, convene, hold, participate or send proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company’s operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules in the</p>	<p>Article 56<u>42</u></p> <p>Holders of ordinary shares<u>Shareholders</u> of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and other profit distributions on the basis of the number of shares held by them;</p> <p>(2) To request, convene, hold, participate or send proxy to attend general meeting <u>and speak</u> and exercise corresponding voting rights <u>at the general meeting</u> in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company’s operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules in the</p>

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<p>territory where the Company’s shares are listed, as well as provisions of this Articles of Association;</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>1. To obtain the Articles of Association of the Company after payment of a charge to cover the costs;</p> <p>2. Being entitled to access and, after payment of reasonable charges, to make a copy, of:</p> <p>(i) copies of all parts of the register of shareholders;</p> <p>(ii) personal information of the directors, supervisors and senior officers of the Company, including:</p> <p>a. current and previous names and aliases;</p> <p>b. main address (domicile);</p> <p>c. nationality;</p> <p>d. full-time and all other part-time occupations and duties;</p> <p>e. identification credentials and their numbers.</p> <p>(iii) the status of the Company’s issued share capital;</p> <p>(iv) reports of the aggregate par value, number of shares and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;</p>	<p>territory where the Company’s shares are listed, as well as provisions of this Articles of Association;</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>1. To obtain the Articles of Association of the Company after payment of a charge to cover the costs;</p> <p>2. Being entitled to access and, after payment of reasonable charges, to make a copy, of:</p> <p>(i) copies of all parts of the register of shareholders;</p> <p>(ii) personal information of the directors, supervisors and senior officers of the Company, including:</p> <p>a. current and previous names and aliases;</p> <p>b. main address (domicile);</p> <p>e. nationality;</p> <p>d. full time and all other part time occupations and duties;</p> <p>e. identification credentials and their numbers.</p> <p>(iii) the status of the Company’s issued share capital;</p> <p>(iv) reports of the aggregate par value, number of shares and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;</p>

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<p>(v) bonds stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, financial reports;</p> <p>(vi) the Company's most recent audited financial statements, and report of the board of directors, auditors and the board of supervisors;</p> <p>(vii) copy of the latest annual report which has been filed with the company registration authority or other competent authorities for record;</p> <p>Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company's domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may, after payment of reasonable charges, make copy of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).</p> <p>(6) When the Company terminates or liquidates, receive its share of remaining assets of the Company according to the shares held;</p> <p>(7) If a shareholder opposes the merger or division of the Company at a general meeting, he may request the Company to buy back his shares;</p> <p>(8) Other rights under the law, administrative regulations, departmental regulations and this Articles of Association.</p>	<p>(v) bonds stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, financial reports;</p> <p>(vi) the Company's most recent audited financial statements, and report of the board of directors, auditors and the board of supervisors;</p> <p>(vii) copy of the latest annual report which has been filed with the company registration authority or other competent authorities for record;</p> <p>Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company's domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may, after payment of reasonable charges, make copy of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).</p> <p><u>(5) To inspect the Articles of Association, register of shareholders, bond stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, and financial and accounting reports;</u></p> <p>(6) When the Company terminates or liquidates, receive its share of remaining assets of the Company according to the shares held;</p>

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<p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares merely out of such reason.</p>	<p>(7) If a shareholder opposes the merger or division of the Company at a general meeting, he may request the Company to buy back his shares;</p> <p>(8) Other rights under the law, administrative regulations, departmental regulations and this Articles of Association.</p> <p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares merely out of such reason.</p>
<p>Article 61</p> <p>Holders of ordinary shares of the Company shall have the following obligations:</p> <p>.....</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to as a subscriber of the relevant shares on subscription.</p>	<p>Article 61<u>47</u></p> <p>Holders of ordinary sharesShareholders of the Company shall have the following obligations:</p> <p>.....</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to as a subscriber of the relevant shares on subscription.</p>
<p>Article 62</p> <p>.....</p> <p>In addition to the obligations under the law, administrative regulations or the listing rules of the securities exchange(s) on which the shares of the Company are listed, controlling shareholders may not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p>	<p>Article 62<u>48</u></p> <p>.....</p> <p>In addition to the obligations under the law, administrative regulations or the listing rules of the securities exchange(s) on which the shares of the Company are listed, controlling shareholders may not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p>

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Original articles	Revised articles after the proposed amendments
<p>(1) Relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for his own or another person’s benefit) to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for his own or another person’s benefit) to deprive other shareholders of their rights or interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and adopted at the shareholders general meeting in accordance with the Articles of Association of the Company.</p>	<p>(1) Relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for his own or another person’s benefit) to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for his own or another person’s benefit) to deprive other shareholders of their rights or interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and adopted at the shareholders general meeting in accordance with the Articles of Association of the Company.</p>
<p>Article 63</p> <p>The term “controlling shareholder” mentioned in the preceding Article refers to a person that satisfies any one of the following conditions:</p> <p>(1) He, acting alone or in concert with others, has the power to elect more than half of the directors;</p> <p>(2) He, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the Company’s voting rights;</p> <p>(3) He, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(4) He, acting alone or in concert with others, actually controls the Company in any other manner.</p>	<p>Article 63</p> <p>The term “controlling shareholder” mentioned in the preceding Article refers to a person that satisfies any one of the following conditions:</p> <p>(1) He, acting alone or in concert with others, has the power to elect more than half of the directors;</p> <p>(2) He, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the Company’s voting rights;</p> <p>(3) He, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(4) He, acting alone or in concert with others, actually controls the Company in any other manner.</p>

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Original articles	Revised articles after the proposed amendments
<p>Article 65</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(3) Review and approve the reports of the board of directors;</p> <p>.....</p> <p>(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in article 64 of this Articles of Association;</p> <p>.....</p> <p>(15) Review share incentive plans;</p> <p>.....</p> <p>(17) Review other matters to be approved at the general meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company’s shares are listed or this Articles of Association.</p>	<p>Article 65<u>0</u></p> <p>The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(3) Review and approve the reports of the board of directors;</p> <p>.....</p> <p>(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in article 64<u>51</u> of this Articles of Association;</p> <p>.....</p> <p>(15) Review share incentive plans <u>and employee stock ownership plan</u>;</p> <p>.....</p> <p><u>(17) Review the Company’s external donations and sponsorships whose single amount reaches 0.1% or more of the Company’s latest audited net assets and are included in profit or loss for the current period;</u></p> <p>(17<u>8</u>) Review other matters to be approved at the general meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company’s shares are listed or this Articles of Association.</p>

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Original articles	Revised articles after the proposed amendments
<p>Article 66</p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) Any external guarantee by the Company and any subsequent guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p> <p>(3) To provide guarantee to entities with more than 70% debt equity ratio;</p> <p>(4) A single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5) To provide guarantee for shareholders, actual controller and its associates;</p> <p>(6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p> <p>The term “external guarantee” in this Article refers to the guarantee provided by the Company to others, excluding the guarantees provided by the Company to its subsidiaries.</p>	<p>Article 6651</p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent external guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) Any external guarantee by the Company and any subsequent external guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p> <p><u>(3) Any external guarantee by the Company within one year whose amount is equal to or more than 30% of the Company's latest audited total assets for the most recent period;</u></p> <p>(34) To provide external guarantee to entities with more than 70% debt equity ratio;</p> <p>(45) A single external guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(56) To provide guarantee for shareholders, actual controller and its associates;</p> <p>(67) Other external guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p> <p>The term “external guarantee” in this Article refers to the guarantee provided by the Company to others, excluding the guarantees provided by the Company to its subsidiaries.</p>

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Original articles	Revised articles after the proposed amendments
<p>Article 73</p> <p>Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures.</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting or class meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors to hold an extraordinary general meeting or class meeting in writing.</p>	<p>Article 7358</p> <p>Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures.</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting or class meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors to hold an extraordinary general meeting or class meeting in writing.</p>

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Original articles	Revised articles after the proposed amendments
<p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>.....</p>	<p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>.....</p>
<p>Article 76</p> <p>.....</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73 herein, no voting for decision should be held at the general meeting.</p>	<p>Article 76<u>61</u></p> <p>.....</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73<u>60</u> herein, no voting for decision should be held at the general meeting.</p>
<p>Article 78</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(1) it shall be made in writing;</p> <p>(2) it shall specify the place, date and time of the meeting;</p> <p>(3) it shall specify the matters to be discussed at the meeting;</p> <p>(4) Specify the shareholding record date for shareholders who are entitled to attend the meeting;</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific</p>	<p>Article 78<u>63</u></p> <p>The notice of a general meeting shall meet the following requirements <u>include the followings</u>:</p> <p>(1) it shall be made in writing;</p> <p>(2) it shall specify the place, date and time of the meeting;</p> <p>(3) it shall specify the matters to be discussed at the meeting;</p> <p>(4) Specify the shareholding record date for shareholders who are entitled to attend the meeting;</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific</p>

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<p>conditions and contract (if any) of the proposed transaction and properly explain the reasons and effects of the same;</p> <p>(6) Any director, supervisor, manager or other senior management members who have material conflicts of interests in any matters subject to discussion shall disclose the nature and extent of such material conflict of interests. If the effect of proposed matters on such director, supervisor, manager or other senior management members in their capacity as shareholder is different from that of other shareholders of the same class, the differences shall also be specified;</p> <p>(7) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(8) It shall contain a clear statement that a shareholder who has right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder;</p> <p>(9) It shall state the time and place for the delivery of the proxy forms for the meeting;</p> <p>(10) It shall state the name and telephone number of the contact persons who handles the meeting affairs.</p>	<p>conditions and contract (if any) of the proposed transaction and properly explain the reasons and effects of the same;</p> <p>(6) Any director, supervisor, manager or other senior management members who have material conflicts of interests in any matters subject to discussion shall disclose the nature and extent of such material conflict of interests. If the effect of proposed matters on such director, supervisor, manager or other senior management members in their capacity as shareholder is different from that of other shareholders of the same class, the differences shall also be specified;</p> <p>(7) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(8) It shall contain a clear statement that a shareholder who has right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder;</p> <p>(9) It shall state the time and place for the delivery of the proxy forms for the meeting;</p> <p>(10) It shall state the name and telephone number of the contact persons who handles the meeting affairs.</p> <p><u>(1) time, venue and duration of the meeting;</u></p> <p><u>(2) the matters and proposals to be submitted for consideration at the meeting;</u></p> <p><u>(3) a conspicuous statement that all ordinary shareholders (including shareholders of preferred shares with restored voting rights) are entitled to attend at the general meeting,</u></p>

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	<p><u>and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</u></p> <p><u>(4) the record date for shareholders who are entitled to attend the general meeting;</u></p> <p><u>(5) name and telephone number of the contact person for the meeting;</u></p> <p><u>(6) time and procedures of the voting through network or by any other means;</u></p> <p><u>(7) other contents stipulated in laws, administrative regulations, competent departmental rules, regulatory rules of the place where the Company's shares are listed and this Articles of Association.</u></p>
<p>Article 84</p> <p>.....</p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization.</p>	<p>Article 8469</p> <p>.....</p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization. <u>If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.</u></p> <p><u>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of</u></p>

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Original articles	Revised articles after the proposed amendments
	<u>the recognized clearing house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</u>
<p>Article 86</p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>	<p>Article 86<u>71</u></p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>
<p>Article 87</p> <p>Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her own discretion.</p>	<p>Article 87<u>72</u></p> <p>Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that if the shareholder does not give specific instructions, <u>whether</u> the proxy shall vote at his/her own discretion.</p>

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<p>Article 88</p> <p>Where the entrusting party has deceased, incapacitated to act, withdrawn the signed appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of the event before commencement of the relevant meeting.</p>	<p>Article 88</p> <p>Where the entrusting party has deceased, incapacitated to act, withdrawn the signed appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of the event before commencement of the relevant meeting.</p>
<p>Article 94</p> <p>In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.</p>	<p>Article 9478</p> <p>In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report. <u>which shall include the performance of independent non-executive directors.</u></p>
<p>Article 101</p> <p>.....</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company’s shares are listed, the board of directors, independent directors and other shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders.</p> <p>When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company’s shares are listed. His shares held with voting rights will not be counted within the total number of valid votes. The public</p>	<p>Article 10185</p> <p>.....</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company’s shares are listed, the board of directors, independent directors and other shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders. <u>shareholders holding more than 1% of the shares with voting rights, or investor protection institutions established in accordance with laws, regulations, and provisions of the China Securities Regulatory Commission may solicit for the voting rights from shareholders. When soliciting shareholder’s voting rights, specific voting</u></p>

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<p>announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p> <p>.....</p>	<p><u>intentions and other information must be fully disclosed to the persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company’s shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</u></p> <p>When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company’s shares are listed. His shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p> <p>.....</p>
<p>Article 103</p> <p>When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.</p>	<p>Article 103</p> <p>When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.</p>

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<p>Article 104</p> <p>When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p>	<p>Article 104</p> <p>When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p>
<p>Article 105</p> <p>As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14) and (17) in Article 63 or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.</p>	<p>Article 105<u>87</u></p> <p>As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14), and (17) and (18) in Article 63<u>50</u> or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.</p>
<p>Article 106</p> <p>As for the powers to be exercised by the general meeting of shareholders, such items as set out paragraphs (7), (8) (9), (11), (13) and (15) in Article 63 or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general meeting by ordinary resolutions to be of significant impact to the Company and thereby shall be passed by special resolutions, shall be passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder’s proposals.</p>	<p>Article 106<u>88</u></p> <p>As for the powers to be exercised by the general meeting of shareholders, such items as set out paragraphs (7), (8) (9), (11), (13) and (15) in Article 63<u>50</u> or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general meeting by ordinary resolutions to be of significant impact to the Company and thereby shall be passed by special resolutions, shall be passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder’s proposals.</p>
<p>Article 107</p> <p>The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been</p>	<p>Article 107<u>89</u></p> <p>The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been</p>

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<p>passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p> <p><u>The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</u></p>
<p>Article 109</p> <p>If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendants signed by the attendant shareholders and proxies shall be kept at the Company's domicile for a period no less than 10 years.</p>	<p>Article 109</p> <p>If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendants signed by the attendant shareholders and proxies shall be kept at the Company's domicile for a period no less than 10 years.</p>
<p>Article 110</p> <p>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within seven days upon receipt of payment of reasonable charges.</p>	<p>Article 110</p> <p>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within seven days upon receipt of payment of reasonable charges.</p>
<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholders who hold different classes of shares shall be shareholders of different classes.</p>	<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholders who hold different classes of shares shall be shareholders of different classes.</p>

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<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting shares” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p> <p>The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 114 to 118.</p> <p>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p>	<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non voting shares” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p> <p>The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 114 to 118.</p> <p>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p>
<p>Article 112</p> <p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>	<p>Article 112</p> <p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>

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Original articles	Revised articles after the proposed amendments
<p>Article 113</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1. an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; 2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change; 3. a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class; 4. a reduction or removal of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class; 5. an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class; 6. a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class; 7. a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class; 	<p>Article 113</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1. an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; 2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change; 3. a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class; 4. a reduction or removal of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class; 5. an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class; 6. a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class; 7. a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;

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<p>8. an imposition of restrictions or additional restrictions on the transfer of ownership of shares of such class;</p> <p>9. an issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>10. an increase in the rights and privileges of shares of another class;</p> <p>11. restructuring of the Company which causes shareholders of different classes to bear liability to different extents during the restructuring; and</p> <p>12. any amendment or cancellation of the provisions of this section.</p>	<p>8. an imposition of restrictions or additional restrictions on the transfer of ownership of shares of such class;</p> <p>9. an issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>10. an increase in the rights and privileges of shares of another class;</p> <p>11. restructuring of the Company which causes shareholders of different classes to bear liability to different extents during the restructuring; and</p> <p>12. any amendment or cancellation of the provisions of this section.</p>
<p>Article 114</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at general meeting, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (2) to (8) and (11) to (12) in Article 113, except that interested shareholders shall not vote at class meetings.</p> <p>The term “interested shareholders” in the preceding paragraph shall have the following meanings:</p> <p>1. if the Company has made a tender offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a securities exchange in accordance with Article 32 hereof, the controlling shareholders as defined in this Articles of Association shall be “interested shareholders”;</p>	<p>Article 114</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at general meeting, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (2) to (8) and (11) to (12) in Article 113, except that interested shareholders shall not vote at class meetings.</p> <p>The term “interested shareholders” in the preceding paragraph shall have the following meanings:</p> <p>1. if the Company has made a tender offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a securities exchange in accordance with Article 32 hereof, the controlling shareholders as defined in this Articles of Association shall be “interested shareholders”;</p>

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<p>2. if the Company has bought back its own shares by an agreement outside a securities exchange in accordance with Article 32 hereof, holders of share in relation to such agreement shall be “interested shareholders”; or</p> <p>3. under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be “interested shareholders”.</p>	<p>2. if the Company has bought back its own shares by an agreement outside a securities exchange in accordance with Article 32 hereof, holders of share in relation to such agreement shall be “interested shareholders”; or</p> <p>3. under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be “interested shareholders”.</p>
<p>Article 115</p> <p>Resolutions of a meeting of shareholders of different classes may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.</p>	<p>Article 115</p> <p>Resolutions of a meeting of shareholders of different classes may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.</p>
<p>Article 116</p> <p>When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of this Articles of Association shall apply.</p> <p>If there is any special requirement by the listing rules of the place where the Company’s shares are listed, such requirements shall prevail.</p>	<p>Article 116</p> <p>When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of this Articles of Association shall apply.</p> <p>If there is any special requirement by the listing rules of the place where the Company’s shares are listed, such requirements shall prevail.</p>

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<p>Article 117</p> <p>The notice of class meeting of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p> <p>The procedure of a class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Unless otherwise specified in this section, provisions of the Articles of Association of the Company relevant to procedure for the holding of a general meeting shall be applicable to a class meeting.</p>	<p>Article 117</p> <p>The notice of class meeting of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p> <p>The procedure of a class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Unless otherwise specified in this section, provisions of the Articles of Association of the Company relevant to procedure for the holding of a general meeting shall be applicable to a class meeting.</p>
<p>Article 118</p> <p>In addition to holders of other classes of shares, holders of domestic-invested shares and overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special procedure for voting in class meeting shall not apply to the following circumstances:</p> <p>(1) Where the Company issues domestic-invested shares and overseas listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic-invested shares and overseas listed foreign shares of the Company;</p> <p>(2) Where the Company’s plan to issue domestic-invested shares and overseas listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council; or</p>	<p>Article 118</p> <p>In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special procedure for voting in class meeting shall not apply to the following circumstances:</p> <p>(1) Where the Company issues domestic invested shares and overseas listed foreign shares, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of the existing issued domestic-invested shares and overseas listed foreign shares of the Company;</p> <p>(2) Where the Company’s plan to issue domestic-invested shares and overseas listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council; or</p>

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<p>(3) Where with the approval by the securities regulatory authority of the State Council the domestic shareholders transfer their shareholding to the foreign investors for overseas listing and trading, or convert all or part of their domestic shares into overseas listed shares for listing and trading on overseas stock exchange(s).</p>	<p>(3) Where with the approval by the securities regulatory authority of the State Council the domestic shareholders transfer their shareholding to the foreign investors for overseas listing and trading, or convert all or part of their domestic shares into overseas listed shares for listing and trading on overseas stock exchange(s).</p>
<p>Article 120</p> <p>.....</p> <p>(1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployment made by the Party Central Committee, the Party Committee of the Municipal Party Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energy Holding Co., Ltd throughout the Company.</p> <p>.....</p>	<p>Article 120<u>92</u></p> <p>.....</p> <p>(1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployment made by the Party Central Committee, the Party Committee of the Municipal Party Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energy Holding Co., Ltd throughout the Company.</p> <p>.....</p>
<p>Article 124</p> <p>The directors, both collectively and individually, are expected to fulfill fiduciary duties and duties of skill, care and diligence to a standard at least in compliance with the standard established by the laws of Hong Kong. This means that every director must, in the performance of his duties as a director:</p> <p>(a) act honestly and in good faith in the interests of the company as a whole;</p> <p>(b) act for proper purpose;</p> <p>(c) be responsible to the issuer for the application or misapplication of its assets;</p>	<p>Article 124<u>96</u></p> <p>The directors, both collectively and individually, are expected to fulfill fiduciary duties and duties of skill, care and diligence to a standard at least in compliance with the standard established by the laws of Hong Kong. This means that every director must, in the performance of his duties as a director:</p> <p>(a) act honestly and in good faith in the interests of the company as a whole;</p> <p>(b) act for proper purpose;</p> <p>(c) be responsible to the issuer for the application or misapplication of its assets;</p>

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<p>(d) avoid actual and potential conflicts of interest and conflicts in duty;</p> <p>(e) disclose fully and fairly his interests in contracts with the issuer; and</p> <p>(f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding a directorship in a listed company.</p>	<p>(d) avoid actual and potential conflicts of interest and conflicts in duty;</p> <p>(e) disclose fully and fairly his interests in contracts with the issuer; and</p> <p>(f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding a directorship in a listed company.</p>
<p>Article 125</p> <p>The intention to nominate a candidate as director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the no later than 7 days prior to the date appointed for such general meeting.</p> <p>.....</p>	<p>Article 125<u>97</u></p> <p>The intention to nominate a candidate as director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the no later than 7 days prior to the date appointed for such general meeting.</p> <p>.....</p>
<p>Article 127</p> <p>.....</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. If the board of directors, as permitted by applicable laws and regulations, appoints a new director to fill the casual vacancy in the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the places where the Company’s shares are listed, the director</p>	<p>Article 127<u>99</u></p> <p>.....</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. If the board of directors, as permitted by applicable laws and regulations, appoints a new director to fill the casual vacancy in the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the places where the Company’s shares are listed, the</p>

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<p>so appointed shall serve a term until the next general meeting of the Company and be eligible for re-election.</p> <p>.....</p>	<p>director so appointed shall serve a term until the next general meeting of the Company and be eligible for re election.</p> <p>.....</p>
<p>Article 138</p> <p>The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(15) to formulate the stock option incentive plan of the Company;</p> <p>(16) to manage information disclosure of the Company;</p> <p>(17) to propose to the board of directors on the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(18) to listen to work reports of the general manager and review his/her work;</p> <p>(19) to appoint or replace the directors or supervisors (other than the employee representative directors or supervisors) in the Company’s wholly owned subsidiaries; nominate candidate directors or supervisors (other than the employee representative directors or supervisors) in the consolidated subsidiaries and associates of the Company; and recommend candidates for senior management in wholly owned subsidiaries and consolidated subsidiaries;</p> <p>(20) to review and approve the matters on the Company’s external guarantee which are not covered by Article 64 for review and consideration at a general meeting;</p>	<p>Article 13810</p> <p>The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(15) to formulate the stock option incentive plan <u>and the employee stock ownership plan</u> of the Company;</p> <p><u>(16) to consider the Company’s external donations and sponsorships with a single amount of RMB3 million or more and less than 0.1% of the latest audited net assets included in the current period’s profit and loss;</u></p> <p>(16) to manage information disclosure of the Company;</p> <p>(17) to propose to the board of directors on the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(18) to listen to work reports of the general manager and review his/her work;</p> <p>(19) to appoint or replace the directors or supervisors (other than the employee representative directors or supervisors) in the Company’s wholly owned subsidiaries; nominate candidate directors or supervisors (other than the employee representative directors or supervisors) in the consolidated subsidiaries and associates of the Company; and recommend candidates for senior</p>

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<p>(21) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company’s shares are listed, this Articles of Associations and the general meetings.</p> <p>(22) in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>Except for the board resolutions in respect of the matters specified in paragraphs (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the board resolutions in respect of all other matters may be passed by more than one half of the directors.</p>	<p>management in wholly owned subsidiaries and consolidated subsidiaries;</p> <p>(201) to review and approve the matters on the Company’s external guarantee which are not covered by Article 64<u>51</u> for review and consideration at a general meeting;</p> <p>(2+<u>2</u>) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company’s shares are listed, this Articles of Associations and the general meetings.</p>

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Original articles	Revised articles after the proposed amendments
	<p>(22) In determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>Except for the board resolutions in respect of the matters specified in paragraphs (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the board resolutions in respect of all other matters may be passed by more than one half of the directors. <u>Matters authorized by the board of directors to the management by the board shall be passed by more than two-thirds of the directors.</u></p>
<p>Article 140</p> <p>.....</p> <p>Each specialized committee is responsible to the board of directors, and its members are consisted of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualification as required by the main board listing rules, or appropriate accounting or related financial management expertise. The board of directors may also set up additional specialized committee or adjust the existing committees if necessary. The board of directors shall separately formulate the scope of responsibilities and rules of procedures for each specialized committees under the board of directors.</p>	<p>Article 14012</p> <p>.....</p> <p>Each specialized committee is responsible to the board of directors, and its members are consisted of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualification as required by the main board listing rules<u>Hong Kong Listing Rules</u>, or appropriate accounting or related financial management expertise. The board of directors may also set up additional specialized committee or adjust the existing committees if necessary. The board of directors shall separately formulate the scope of responsibilities and rules of procedures for each specialized committees under the board of directors.</p>

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<p>Article 141</p> <p>In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.</p> <p>The term “fixed assets disposal” referred to in this Article refers to (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets.</p> <p>The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.</p>	<p>Article 141</p> <p>In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.</p> <p>The term “fixed assets disposal” referred to in this Article refers to (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets.</p> <p>The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.</p>
<p>Article 144</p> <p>.....</p> <p>The Party Committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph 3 of</p>	<p>Article 14415</p> <p>.....</p> <p>The Party Committee, chairman, <u>specialized committee of the board of directors</u>, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph <u>34</u> of</p>

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<p>this Article, given that a proper notice shall be given to directors, supervisors and general manager.</p>	<p>this Article, given that a proper notice shall be given to directors, supervisors and general manager.</p>
<p>Article 145</p> <p>The notice of board meetings may be delivered in the manners as set out in Article 246 of the Articles of Association.</p> <p>.....</p>	<p>Article 14516</p> <p>The notice of board meetings may be delivered in the manners as set out in Article 24603 of the Articles of Association.</p> <p>.....</p>
<p>Article 148</p> <p>Except for the consideration on the related party transactions by the board of directors as set out in Article 150, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>	<p>Article 14819</p> <p>Except for the consideration on the related party transactions by the board of directors as set out in Article 15021, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>
<p>Article 170</p> <p>A supervisor shall ensure that the information disclosure of the Company is true, accurate and complete.</p>	<p>Article 17041</p> <p>A supervisor shall ensure that the information disclosure of the Company is true, accurate and complete, <u>and sign the written confirmation in respect of periodic reports.</u></p>
<p>Article 175</p> <p>.....</p> <p>The appointment and dismissal of the chairman of the board of supervisors shall be passed by at least two- thirds (including two-thirds) of its members.</p>	<p>Article 17546</p> <p>.....</p> <p>The appointment and dismissal of the chairman of the board of supervisors shall be passed by at least two- thirds (including two thirds) <u>more than one half</u> of its members.</p>

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<p>Article 180</p> <p>.....</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.</p>	<p>Article 18051</p> <p>.....</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes <u>more than one half of the supervisors.</u></p>
<p>Article 186</p> <p>The validity of an act of a director or senior officer on behalf of the Company towards a vis-a-vis bona fide third party shall not be affected by any irregularity in his current office, election or any defect in his qualification.</p>	<p>Article 186</p> <p>The validity of an act of a director or senior officer on behalf of the Company towards a vis a vis bona fide third party shall not be affected by any irregularity in his current office, election or any defect in his qualification.</p>
<p>Article 187</p> <p>In addition to the obligations imposed by laws, administrative regulations or listing rules of the securities exchange(s) on which shares of the Company are listed, the Company's directors, supervisors, manager and other senior management owes a duty to each Shareholder, in the exercise of the functions and powers of the Company entrusted to them:</p> <ol style="list-style-type: none"> 1. not cause the Company to exceed the scope of business stipulated in its business licence; 2. act honestly in the best interests of the Company; 3. not expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; and 4. not deprive the shareholders of their individual rights or interests, including (without limitation) rights to distribution and voting rights, save 	<p>Article 187</p> <p>In addition to the obligations imposed by laws, administrative regulations or listing rules of the securities exchange(s) on which shares of the Company are listed, the Company's directors, supervisors, manager and other senior management owes a duty to each Shareholder, in the exercise of the functions and powers of the Company entrusted to them:</p> <ol style="list-style-type: none"> 1. not cause the Company to exceed the scope of business stipulated in its business licence; 2. act honestly in the best interests of the Company; 3. not expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; and 4. not deprive the shareholders of their individual rights or interests, including (without limitation) rights to distribution and voting rights, save

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pursuant to a restructuring of the Company submitted to Shareholders for approval in accordance with this Articles of Association.	pursuant to a restructuring of the Company submitted to Shareholders for approval in accordance with this Articles of Association.
<p>Article 188</p> <p>Each of the Company’s Directors, supervisors, general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article 188</p> <p>Each of the Company’s Directors, supervisors, general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>
<p>Article 189</p> <p>The Company’s directors, supervisors, and senior management must, in the exercise of their duties, abide by the principles of good faith and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <ol style="list-style-type: none"> 1. to act honestly in the best interests of the Company; 2. to exercise powers within the scope of their functions and powers and not to exceed such powers; 3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by the law and administrative regulations or with the informed consent of the general meeting; 4. to treat Shareholders of the same class equally and to treat Shareholders of different classes fairly; 	<p>Article 189⁵⁷</p> <p>The Company’s directors, supervisors, and senior management must, in the exercise of their duties, abide by the principles of good faith and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <ol style="list-style-type: none"> 1. to act honestly in the best interests of the Company; 2. to exercise powers within the scope of their functions and powers and not to exceed such powers; 3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by the law and administrative regulations or with the informed consent of the general meeting; 4. to treat Shareholders of the same class equally and to treat Shareholders of different classes fairly;

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<p>5. not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in this Articles of Association of the Company or with the informed consent of the general meeting;</p>	<p>5. not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in this Articles of Association of the Company or with the informed consent of the general meeting;</p>
<p>6. not to use the Company property for his own benefit in any way without the informed consent of the general meeting;</p>	<p>6. not to use the Company property for his own benefit in any way without the informed consent of the general meeting;</p>
<p>7. not to exploit his position to accept bribes or other illegal income, misappropriate the Company’s funds or expropriate the Company’s property by any means, including (without limitation) opportunities advantageous to the Company;</p>	<p>7. not to exploit his position to accept bribes or other illegal income, misappropriate the Company’s funds or expropriate the Company’s property by any means, including (without limitation) opportunities advantageous to the Company;</p>
<p>8. not to accept commissions in connection with Company’s transactions without the informed consent of the general meeting;</p>	<p>8. not to accept commissions in connection with Company’s transactions without the informed consent of the general meeting;</p>
<p>9. to abide by the Articles of Association of the Company, perform his duties faithfully, and protect the interests of the Company and not to exploit his position and power in the Company to advance his own private interests;</p>	<p>9. to abide by the Articles of Association of the Company, perform his duties faithfully, and protect the interests of the Company and not to exploit his position and power in the Company to advance his own private interests;</p>
<p>10. not to seek for himself/herself or others the business opportunities originally belong to the Company, operate for himself or others business similar to the Company’s and compete with the Company in any way without the informed consent of the general meeting;</p>	<p>10. not to seek for himself/herself or others the business opportunities originally belong to the Company, operate for himself or others business similar to the Company’s and compete with the Company in any way without the informed consent of the general meeting;</p>
<p>11. not to misappropriate Company funds or deposit the Company funds or assets in an account under his own or other’s name;</p>	<p>11. not to misappropriate Company funds or deposit the Company funds or assets in an account under his own or other’s name;</p>
<p>12. not to, in violation of the provisions of this Articles of Association, lend funds to any other person or provide security for the Company’s</p>	<p>12. not to, in violation of the provisions of this Articles of Association, lend funds to any other person or provide security for the Company’s</p>

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<p>shareholders or other person with any properties of the Company, without the consent of the general meeting or board of directors;</p> <p>13. not to harm the interests of the Company through use of his connected relationship;</p> <p>14. not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities in any of the following circumstances:</p> <p>(1) provided by law;</p> <p>(2) required in the public interest; or</p> <p>(3) required in the interest of such director, supervisor or senior officer of the Company.</p> <p>The income gained in violation of the provisions of this Article by the persons mentioned herein shall belong to the Company; and for any losses caused to the Company as a result of such violation, the violating person shall be liable for compensation.</p>	<p>shareholders or other person with any properties of the Company, without the consent of the general meeting or board of directors;</p> <p>13. not to harm the interests of the Company through use of his connected relationship;</p> <p>14. not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities in any of the following circumstances:</p> <p>(1) provided by law;</p> <p>(2) required in the public interest; or</p> <p>(3) required in the interest of such director, supervisor or senior officer of the Company.</p> <p>The income gained in violation of the provisions of this Article by the persons mentioned herein shall belong to the Company; and for any losses caused to the Company as a result of such violation, the violating person shall be liable for compensation.</p> <p><u>Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:</u></p> <p><u>1. shall not exploit his position to accept bribes or other illegal income, misappropriate the Company’s property;</u></p>

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Original articles	Revised articles after the proposed amendments
	<p><u>2. shall not misappropriate the Company's funds;</u></p> <p><u>3. shall not deposit assets or funds of the Company into accounts held in their own names or in the name of any other individual;</u></p> <p><u>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</u></p> <p><u>5. shall not enter into contracts or transactions with the Company either in violation of these Articles of Association or without the consent of a general meeting;</u></p> <p><u>6. shall not, without the consent of a general meeting, take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or for any other person, or operate business similar to the Company's for himself/herself or for any other person;</u></p> <p><u>7. shall not accept commissions for transactions with the Company as their own;</u></p> <p><u>8. shall not disclose Company secrets without authorization;</u></p> <p><u>9. shall not make use of their related-party relationship to damage the Company's interests;</u></p> <p><u>10. shall have other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

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	<p><u>Any income obtained by a director in violation of this article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.</u></p>
<p>Article 190</p> <p>Each Director, supervisor, general manager or other senior management member of the Company shall not cause the following persons or institutions (“Connected Persons”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or minor child of such director, supervisor or senior management of the Company; 2. the trustee of a director, supervisor or senior management of the Company or of any person referred in Item (1) hereof; 3. the partner of a director, supervisor or senior management of the Company or of any person referred in Items (1) and (2) hereof; 4. the company over which a director, supervisor or senior management of the Company, alone or jointly with any person referred to in Items (1), (2) and (3) hereof or any other director, supervisor or senior management of the Company, has actual control; and 5. the director, supervisor or senior officer of a company being controlled as referred to in Item (4) hereof. 	<p>Article 190</p> <p>Each Director, supervisor, general manager or other senior management member of the Company shall not cause the following persons or institutions (“Connected Persons”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or minor child of such director, supervisor or senior management of the Company; 2. the trustee of a director, supervisor or senior management of the Company or of any person referred in Item (1) hereof; 3. the partner of a director, supervisor or senior management of the Company or of any person referred in Items (1) and (2) hereof; 4. the company over which a director, supervisor or senior management of the Company, alone or jointly with any person referred to in Items (1), (2) and (3) hereof or any other director, supervisor or senior management of the Company, has actual control; and 5. the director, supervisor or senior officer of a company being controlled as referred to in Item (4) hereof.

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	<p><u>Article 158</u></p> <p><u>Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:</u></p> <p><u>1. shall be prudent, scrupulous and diligent in exercising the authority conferred by the Company to ensure that the business activities of the Company comply with the laws, administrative regulations and various national economic policy requirements of the state, and that the business activities do not go beyond the scope of business activities specified in the Company’s business license;</u></p> <p><u>2. shall treat all shareholders equally;</u></p> <p><u>3. shall keep abreast of the Company’s business operation management status;</u></p> <p><u>4. shall sign confirmation in writing for periodic reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;</u></p> <p><u>5. shall provide accurate information and materials to the board of supervisors, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors;</u></p> <p><u>6. shall have other duties of diligence prescribed by laws, administrative regulations, departmental rules and these Articles of Association.</u></p>

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Original articles	Revised articles after the proposed amendments
<p>Article 192</p> <p>Except for circumstances prescribed in Article 60 of the Articles of Association, a Director, supervisor, general manager and other senior management members of the Company may be relieved of liability for specific breaches of his duty by the informed consent of Shareholders given at a general meeting.</p>	<p>Article 192</p> <p>Except for circumstances prescribed in Article 60 of the Articles of Association, a Director, supervisor, general manager and other senior management members of the Company may be relieved of liability for specific breaches of his duty by the informed consent of Shareholders given at a general meeting.</p>
<p>Article 193</p> <p>.....</p> <p>Except otherwise permitted by the listing rules and applicable laws and regulations of the places where the Company’s shares are listed, a director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he/she himself/herself or any of his/her close associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>	<p>Article 193⁶⁰</p> <p>.....</p> <p>Except otherwise permitted by the listing rules and applicable laws and regulations of the places where the Company’s shares are listed, a director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he/she himself/herself or any of his/her close associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>
<p>Article 194</p> <p>Where a director, supervisor or senior officer of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents of the notice, he has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor or senior officer shall be deemed for the purposes of the preceding articles of this chapter to have declared his interest, insofar as attributable to the scope stated in the notice.</p>	<p>Article 194</p> <p>Where a director, supervisor or senior officer of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents of the notice, he has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor or senior officer shall be deemed for the purposes of the preceding articles of this chapter to have declared his interest, insofar as attributable to the scope stated in the notice.</p>

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<p>Article 195</p> <p>The Company shall not in any manner pay tax for or on behalf of its directors, supervisors or senior officers.</p>	<p>Article 195</p> <p>The Company shall not in any manner pay tax for or on behalf of its directors, supervisors or senior officers.</p>
<p>Article 196</p> <p>The Company shall not directly or indirectly provide a loan or loan security for a directors, supervisors or senior management of the Company or of the Company's parent company, or Connected Persons of the above-mentioned persons.</p> <p>The provisions of the preceding paragraph shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. the provision of a loan or loan security by the Company for a subsidiary of the Company; 2. the provision of a loan or loan security or other funds by the Company to a director, supervisor or senior management of the Company under a service contract approved by the general meeting, so as to enable him pay the expenses incurred for the sake of the Company or for the performance of his Company duties; and 3. the provision of a loan or loan security by the Company to a relevant director, supervisor or senior management of the Company or to a Connected Person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan security. 	<p>Article 196</p> <p>The Company shall not directly or indirectly provide a loan or loan security for a directors, supervisors or senior management of the Company or of the Company's parent company, or Connected Persons of the above mentioned persons.</p> <p>The provisions of the preceding paragraph shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. the provision of a loan or loan security by the Company for a subsidiary of the Company; 2. the provision of a loan or loan security or other funds by the Company to a director, supervisor or senior management of the Company under a service contract approved by the general meeting, so as to enable him pay the expenses incurred for the sake of the Company or for the performance of his Company duties; and 3. the provision of a loan or loan security by the Company to a relevant director, supervisor or senior management of the Company or to a Connected Person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan security.

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<p>Article 197</p> <p>A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.</p>	<p>Article 197</p> <p>A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.</p>
<p>Article 198</p> <p>A loan guarantee provided by the Company in breach of provision under Article 196 shall be unenforceable against the Company, provided that:</p> <ol style="list-style-type: none"> 1. when the loan is provided to a Connected Person of a director, supervisor or senior management of the Company or its parent company, the loan provider is not aware of the circumstance; and 2. the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser. 	<p>Article 198</p> <p>A loan guarantee provided by the Company in breach of provision under Article 196 shall be unenforceable against the Company, provided that:</p> <ol style="list-style-type: none"> 1. when the loan is provided to a Connected Person of a director, supervisor or senior management of the Company or its parent company, the loan provider is not aware of the circumstance; and 2. the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.
<p>Article 199</p> <p>For the purposes of the preceding article of this chapter, the term “security” shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligations by an obligator.</p>	<p>Article 199</p> <p>For the purposes of the preceding article of this chapter, the term “security” shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligations by an obligator.</p>
<p>Article 200</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, supervisor and other senior management of the Company is in breach of his duties to the Company, the Company has a right to:</p>	<p>Article 200</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, supervisor and other senior management of the Company is in breach of his duties to the Company, the Company has a right to:</p>

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<p>1. demand the relevant director, supervisor or senior management to compensate for the losses sustained by the Company as a consequence of his/ her dereliction of duty;</p> <p>2. rescind any contract or transaction concluded by the Company with the relevant director, supervisor or senior management or contracts with a third party (where such third party is aware or shall be aware that the director, supervisor or senior management representing the Company is in breach of his obligations to the Company);</p> <p>3. demand the relevant director, supervisor or senior management to surrender the gains derived from the breach of his obligations;</p> <p>4. recover any funds received by the relevant director, supervisor or senior management that shall have been received by the Company, including (but not limited to) commissions;</p> <p>5. demand the relevant director, supervisor or senior management to return the interest earned or possibly earned on the funds that shall have been given to the Company; and</p> <p>6. take legal proceedings to decide that director, supervisor or senior management should return to the Company the property obtained as a consequence of his breach of obligations.</p>	<p>1. demand the relevant director, supervisor or senior management to compensate for the losses sustained by the Company as a consequence of his/ her dereliction of duty;</p> <p>2. rescind any contract or transaction concluded by the Company with the relevant director, supervisor or senior management or contracts with a third party (where such third party is aware or shall be aware that the director, supervisor or senior management representing the Company is in breach of his obligations to the Company);</p> <p>3. demand the relevant director, supervisor or senior management to surrender the gains derived from the breach of his obligations;</p> <p>4. recover any funds received by the relevant director, supervisor or senior management that shall have been received by the Company, including (but not limited to) commissions;</p> <p>5. demand the relevant director, supervisor or senior management to return the interest earned or possibly earned on the funds that shall have been given to the Company; and</p> <p>6. take legal proceedings to decide that director, supervisor or senior management should return to the Company the property obtained as a consequence of his breach of obligations.</p>
<p>Article 201</p> <p>.....</p> <p>A director or supervisor may not sue the Company for benefits due to him/her on the basis of the above- mentioned matters, except under a contract as mentioned above.</p>	<p>Article 201161</p> <p>.....</p> <p>A director or supervisor may not sue the Company for benefits due to him/her on the basis of the above- mentioned matters, except under a contract as mentioned above.</p>

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<p>In addition, the Company shall enter into a contract in writing with each director, supervisor and senior officer containing at least the following provisions:</p> <p>(1) an undertaking by the director, supervisor or senior officer to the Company that he shall observe and comply with the Company Law, the Regulations, this Articles of Association and other regulations of the Hong Kong Exchange, and an agreement that the Company shall have the remedies provided in this Articles of Association and that neither the contract nor his/her office is assignable;</p> <p>(2) an undertaking by the director, supervisor or senior officer to the Company that he shall act as an agent for each shareholder to observe and comply with his obligations to shareholders stipulated in this Articles of Association; and</p> <p>(3) the arbitration clause as set out in Article 250 thereof.</p>	<p>In addition, the Company shall enter into a contract in writing with each director, supervisor and senior officer containing at least the following provisions:</p> <p>(1) an undertaking by the director, supervisor or senior officer to the Company that he shall observe and comply with the Company Law, the Regulations, this Articles of Association and other regulations of the Hong Kong Exchange, and an agreement that the Company shall have the remedies provided in this Articles of Association and that neither the contract nor his/her office is assignable;</p> <p>(2) an undertaking by the director, supervisor or senior officer to the Company that he shall act as an agent for each shareholder to observe and comply with his obligations to shareholders stipulated in this Articles of Association; and</p> <p>(3) the arbitration clause as set out in Article 250 thereof.</p> <p><u>Article 162</u></p> <p><u>The senior management members of the Company shall carry out their duties honestly and faithfully, and protect the best interests of the Company and all of its shareholders as a whole. A senior management member of the Company shall be liable for compensation according to the law if he/she fails to perform his/her duties honestly and faithfully or in breach of his/her fiduciary duties, thereby causing damage to the interests of the Company and its public shareholders.</u></p>

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	<p><u>Article 163</u></p> <p><u>The person who holds an executive position other than that of a director or a supervisor in the controlling shareholder of the Company shall not become a senior management member of the Company.</u></p> <p><u>The senior management members shall only receive remuneration from the Company and shall not be paid by the controlling shareholders.</u></p>
	<p><u>Article 164</u></p> <p><u>The provisions of Article 157 of the Articles of Association on the duty of loyalty of directors and the provisions of item (4), (5) and (6) of Article 158 on the duty of diligence shall also apply to senior management.</u></p>
	<p><u>Article 165</u></p> <p><u>Supervisors shall abide by the laws, administrative regulations and the Articles of Association, bear the obligations of loyalty and diligence to the Company, and shall not utilize their positions to accept bribes or other illegal incomes, nor shall misappropriate the Company's property.</u></p>
<p>Article 202</p> <p>The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of office or retirement.</p>	<p>Article 202</p> <p>The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of office or retirement.</p>

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<p>For the purposes of the preceding paragraph, the term “a takeover of the Company” shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> 1. anyone makes a general offer to all the shareholders; 2. anyone makes a general offer so that the offeror becomes a controlling shareholder as defined hereof. <p>If the relevant director or supervisor fails to comply with this Article, any fund received by him shall belong to those persons that have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in distribution of such fund on a pro rata basis shall be borne by the relevant director or supervisor and may not be paid out of such fund.</p>	<p>For the purposes of the preceding paragraph, the term “a takeover of the Company” shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> 1. anyone makes a general offer to all the shareholders; 2. anyone makes a general offer so that the offeror becomes a controlling shareholder as defined hereof. <p>If the relevant director or supervisor fails to comply with this Article, any fund received by him shall belong to those persons that have sold their shares as a result of their acceptance of the above mentioned offer, and the expenses incurred in distribution of such fund on a pro rata basis shall be borne by the relevant director or supervisor and may not be paid out of such fund.</p>
<p>Article 207</p> <p>.....</p> <p>At least 21 days before the annual general meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company’s shares, with the address subject to the registered address in the shareholders register.</p>	<p>Article 207170</p> <p>.....</p> <p>At least 21 days before the annual general meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company’s shares, with the address subject to the registered address in the shareholders register.</p>
<p>Article 208</p> <p>The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the</p>	<p>Article 208</p> <p>The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the</p>

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<p>Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall govern.</p>	<p>Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after tax profits in a given fiscal year, the smaller amount of after tax profits shown in the above mentioned two kinds of financial statements shall govern.</p>
<p>Article 209</p> <p>Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed.</p>	<p>Article 209</p> <p>Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed.</p>
<p>Article 216</p> <p>That any amount paid up in advance of calls on any share of the Company may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p>	<p>Article 216</p> <p>That any amount paid up in advance of calls on any share of the Company may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p>
<p>Article 217</p> <p>.....</p> <p>Under the premise in pursuant to relevant PRC laws and regulations, the Company may exercise the right to forfeit unclaimed dividends, but that power shall not be exercised until after the expiration of the applicable limitations period for the declaration of dividend distribution.</p>	<p>Article 217</p> <p>.....</p> <p>Under the premise in pursuant to relevant PRC laws and regulations, the Company may exercise the right to forfeit unclaimed dividends, but that power shall not be exercised until after the expiration of the applicable limitations period for the declaration of dividend distribution.</p>

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<p>Where power is taken by the Company to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>Where power is taken by the Company, as with proper means determined by the board of directors, to sell the overseas listed foreign shares of a shareholder who is untraceable it will not be exercised unless:</p> <p>(1) dividends on the related Shares have been delivered at least 3 times within 12 years and have not been claimed; and</p> <p>(2) the Company place advertisements in one or more newspapers of the Company listing location after the 12 years have elapsed, stating its intention to sell the Shares and informing the Stock Exchange of such intention.</p>	<p>Where power is taken by the Company to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>Where power is taken by the Company, as with proper means determined by the board of directors, to sell the overseas listed foreign shares of a shareholder who is untraceable it will not be exercised unless:</p> <p>(1) dividends on the related Shares have been delivered at least 3 times within 12 years and have not been claimed; and</p> <p>(2) the Company place advertisements in one or more newspapers of the Company listing location after the 12 years have elapsed, stating its intention to sell the Shares and informing the Stock Exchange of such intention.</p>
<p>Article 220</p> <p>.....</p> <p>The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p> <p>If the Company’s establishment meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.</p>	<p>Article 220180</p> <p>.....</p> <p>The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p> <p>If the Company’s establishment meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.</p>

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<p>Article 222</p> <p>An accounting firm employed by the Company shall have the following rights:</p> <ol style="list-style-type: none"> 1. the right of access at any time to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanations; 2. the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; 3. the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have a right to receive, and to be heard at any general meetings on any matter which relates to it as the accounting firm of the Company. 	<p>Article 222182</p> <p>An accounting firm employed by the Company shall have the following rights:</p> <ol style="list-style-type: none"> 1. the right of access at any time to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanations; 2. the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; 3. the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have a right to receive, and to be heard at any general meetings on any matter which relates to it as the accounting firm of the Company. <p><u>The Company shall commit to provide true and complete accounting evidences, books, financial and accounting reports and other accounting information to the accounting firm it employs without any refusal, withholding and misrepresentation.</u></p>
<p>Article 223</p> <p>If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>Article 223</p> <p>If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>

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<p>Article 224</p> <p>.....</p> <p>The general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of employment, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm’s right, if any, to claim damages from the Company in respect of such dismissal.</p>	<p>Article 224183</p> <p>.....</p> <p>The general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of employment, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm’s right, if any, to claim damages from the Company in respect of such dismissal.</p>
<p>Article 226</p> <p>The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting and reported to the State Council authorities in charge of securities for the record.</p> <p>Where the Company is intended to pass a resolution at a general meeting to appoint a non-incumbent accounting firm to fill any vacancy of the position of the accounting firm, or to dismiss an accounting firm before the expiration of a term of office, such matters shall be dealt with the following provisions:</p> <p>(1) Before the general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leave herein shall include dismissal, resignation and retirement for an accounting firm.</p> <p>(2) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company,</p>	<p>Article 226</p> <p>The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting and reported to the State Council authorities in charge of securities for the record.</p> <p>Where the Company is intended to pass a resolution at a general meeting to appoint a non-incumbent accounting firm to fill any vacancy of the position of the accounting firm, or to dismiss an accounting firm before the expiration of a term of office, such matters shall be dealt with the following provisions:</p> <p>(1) Before the general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leave herein shall include dismissal, resignation and retirement for an accounting firm.</p> <p>(2) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company,</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>unless being too late for the receipt of such statement, otherwise the Company shall take the following measures:</p> <p>1. Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and</p> <p>2. Copies of such a statement as the annex to the notice shall be sent to shareholders with the means set forth in this Articles of Association.</p> <p>(3) Provided the Company failed to deliver such statement by the relevant accounting in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.</p> <p>(4) The accounting firm to leave is entitled to attend the following meetings:</p> <p>1. the general meeting at which its term of office shall expire;</p> <p>2. the general meeting at which its dismissal shall be to filled for the corresponding vacancy; and</p> <p>3. the general meeting convened for its initiative resignation.</p> <p>The accounting firm to leave is entitled to receive all notices or other information related to the above meetings, and to speak at the aforementioned meetings on matters related to it as the former accounting firm of the Company.</p>	<p>unless being too late for the receipt of such statement, otherwise the Company shall take the following measures:</p> <p>1. Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and</p> <p>2. Copies of such a statement as the annex to the notice shall be sent to shareholders with the means set forth in this Articles of Association.</p> <p>(3) Provided the Company failed to deliver such statement by the relevant accounting in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.</p> <p>(4) The accounting firm to leave is entitled to attend the following meetings:</p> <p>1. the general meeting at which its term of office shall expire;</p> <p>2. the general meeting at which its dismissal shall be to filled for the corresponding vacancy; and</p> <p>3. the general meeting convened for its initiative resignation.</p> <p>The accounting firm to leave is entitled to receive all notices or other information related to the above meetings, and to speak at the aforementioned meetings on matters related to it as the former accounting firm of the Company.</p>
<p>Article 227</p> <p>Where the Company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance. Where the</p>	<p>Article 227185</p> <p>Where the Company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance. Where the</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>general meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any improper irregularities in the Company.</p> <p>(1) The accounting firm may resign from its post through the place of resignation notice in writing at the legal address of the Company. Such notice shall take effect upon the date it is placed at the legal address of the Company or a later date as specified in the notice. And the notice shall include the following statements:</p> <p>1. that its resignation does not involve any announcement to shareholders or creditors of the Company; or</p> <p>2. any other such circumstances that shall be presented.</p> <p>(2) Within 14 days upon the receipt of such notice in writing as referred in paragraph (1) of this article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains statements as above mentioned in paragraph (1) 2., the Company shall prepare and place copies of such statement at the company for inspection by shareholders. The Company shall also deliver copies of such foregoing statements with postage prepaid mail to each overseas listed foreign shareholder by the address registered in the shareholders register, or, under the premise subject to applicable laws, regulations and listing rules, post such information at the company website or a site specified by the Exchange of the listing place of the Company’s shares.</p>	<p>general meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any improper irregularities in the Company.</p> <p>(1) The accounting firm may resign from its post through the place of resignation notice in writing at the legal address of the Company. Such notice shall take effect upon the date it is placed at the legal address of the Company or a later date as specified in the notice. And the notice shall include the following statements:</p> <p>1. that its resignation does not involve any announcement to shareholders or creditors of the Company; or</p> <p>2. any other such circumstances that shall be presented.</p> <p>(2) Within 14 days upon the receipt of such notice in writing as referred in paragraph (1) of this article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains statements as above mentioned in paragraph (1) 2., the Company shall prepare and place copies of such statement at the company for inspection by shareholders. The Company shall also deliver copies of such foregoing statements with postage prepaid mail to each overseas listed foreign shareholder by the address registered in the shareholders register, or, under the premise subject to applicable laws, regulations and listing rules, post such information at the company website or a site specified by the Exchange of the listing place of the Company’s shares.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>(3) If the accounting firm’s resignation notice contains any statement referred in paragraph (1) 2. of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	<p>(3) If the accounting firm’s resignation notice contains any statement referred in paragraph (1) 2. of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>
<p>Article 228</p> <p>The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association of the Company, relevant examination and approval procedures shall be carried out according to laws. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.</p> <p>Holders of overseas listed shares of companies that are listed in Hong Kong or other territories shall be served copies of the above-mentioned document by post.</p>	<p>Article 228</p> <p>The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association of the Company, relevant examination and approval procedures shall be carried out according to laws. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.</p> <p>Holders of overseas listed shares of companies that are listed in Hong Kong or other territories shall be served copies of the above mentioned document by post.</p>
<p>Article 233</p> <p>Where the Company is dissolved according to the provisions of Article 232 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group shall be formed within 15 days as of the occurrence of the causes of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or any other people as determined by the general meeting. Where no</p>	<p>Article 233190</p> <p>Where the Company is dissolved according to the provisions of Article 232189 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group shall be formed within 15 days as of the occurrence of the causes of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or any other people as determined by the general meeting. Where no</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>liquidation group is formed within the time limit, the creditors may plead the People’s court to designate relevant persons to form a liquidation group.</p> <p>Where the Company is dissolved according to the provisions of Article 232 (4) of this Articles of Association of Association, the People’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>	<p>liquidation group is formed within the time limit, the creditors may plead the People’s court to designate relevant persons to form a liquidation group.</p> <p>Where the Company is dissolved according to the provisions of Article 232<u>189</u> (4) of this Articles of Association of Association, the People’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>
<p>Article 239</p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a CPA in China, submit the same to the shareholders’ general meeting or the People’s court for confirmation. And within 30 days from the date of the shareholders’ general meeting’s or the People’s court’s confirmation, the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company’s termination.</p>	<p>Article 239<u>196</u></p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a CPA in China, submit the same to the shareholders’ general meeting or the People’s court for confirmation. And within 30 days from the date of the shareholders’ general meeting’s or the People’s court’s confirmation, the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company’s termination.</p>
<p>Article 246</p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in this Articles of Association shall refer to (i) if issued to domestic shareholders or within the PRC in accordance with relevant regulations and this Articles of Association, the announcement published in such Chinese newspapers as specified by the Chinese laws and regulations or the State securities regulatory agency; and (ii) if issued in Hong</p>	<p>Article 246<u>203</u></p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in this Articles of Association shall refer to (i) if issued to domestic shareholders or within the PRC in accordance with relevant regulations and this Articles of Association, the announcement published in such Chinese newspapers as specified by the Chinese laws and regulations or the State securities regulatory agency; and (ii) if issued in Hong</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
Kong to holders of H shares in accordance with the relevant provisions or this Articles of Association, announcement being published in Hong Kong newspapers specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Hong Kong Stock Exchange Listing Rules to be sent by the Company to shall be in the English language, or accompanied by a certified English translation. 	Kong to holders of H shares in accordance with the relevant provisions or this Articles of Association, announcement being published in Hong Kong newspapers specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Hong Kong Stock Exchange Listing Rules to be sent by the Company to shall be in the English language, or accompanied by a certified English translation.

Note: The above table does not include the revised content of the clauses whose serial numbers have been changed due to new or deleted clauses; if there are new or deleted clauses, other serial numbers will be adjusted accordingly.

The Articles of Association are written in Chinese. The English version of the above articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 28 December 2023 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the proposed adjustment to the investment business plan of the Company for the year 2023.

SPECIAL RESOLUTION

2. To consider and approve the proposed amendments to articles of association of the Company.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the PRC
11 December 2023

As at the date of this notice, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Zhang Wei and Mr. Li Minghui; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

Notes:

Details of the above resolutions are set out in the circular of the Company dated 11 December 2023 (the “Circular”). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

Holders of H shares of the Company are advised that the share register for H shares of the Company will be closed from Thursday, 21 December 2023 to Thursday, 28 December 2023 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 20 December 2023 are entitled to attend and vote at the EGM.

Holders of H shares of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 20 December 2023 for registration.

2. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy needs not be a Shareholder of the Company.

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

For holders of H shares of the Company, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. by no later than 10:00 a.m. on Wednesday, 27 December 2023) or any adjournment thereof (as the case may be) in order to be valid. Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

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

Address: 7/8F, No. 6 Xibahe Road,
Chaoyang District,
Beijing,
the PRC

Telephone: (86 10) 8740 7010 / (86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of Shareholders at the EGM must be taken by poll.

5. OTHER BUSINESS

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

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

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 second H share class meeting (the “**H Share Class Meeting**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held on Thursday, 28 December 2023 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, immediately after the conclusion of the extraordinary general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to articles of association of the Company.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the PRC
11 December 2023

As at the date of this notice, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Zhang Wei and Mr. Li Minghui; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

Notes:

Details of the special resolution are set out in the circular of the Company dated 11 December 2023 (the “**Circular**”). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING

Holders of H shares of the Company are advised that the share register for H shares of the Company will be closed from Thursday, 21 December 2023 to Thursday, 28 December 2023 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 20 December 2023 are entitled to attend and vote at the H Share Class Meeting.

Holders of H shares of the Company who wish to attend the H Share Class Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 20 December 2023 for registration.

2. PROXY

Shareholders entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote in their stead. A proxy need not be a Shareholder of the Company.

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

For holders of H shares of the Company, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the H Share Class Meeting (i.e. by no later than 10:00 a.m. on Wednesday, 27 December 2023) or any adjournment thereof (as the case may be) in order to be valid. Holders of H shares of the Company can still attend and vote at the H Share Class Meeting upon completion and return of the proxy form.

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

Address: 7/8F, No. 6 Xibahe Road,
Chaoyang District,
Beijing,
the PRC

Telephone: (86 10) 8740 7010 / (86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

Any vote of Shareholders at the H Share Class Meeting must be taken by poll.

5. OTHER BUSINESS

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

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