THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all the shares in **Shandong Molong Petroleum Machinery Company Limited***, you should at once hand this circular with the enclosed form of proxy 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.

山東墨龍石油機械股份有限公司
Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)
(Stock Code: 568)

(1) ADJUSTMENT OF CORPORATE GOVERNANCE STRUCTURE AND AMENDMENTS TO ARTICLES OF ASSOCIATION AND ITS ANNEXES AND (2) NOTICE OF THE EGM

Unless the context otherwise requires, capitalized terms used in this cover page have the same meanings as those defined in this circular.

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

The notice of the notice of the EGM to be convened and held by the Company on Monday, 3 November 2025 at 2:00 p.m. held at the Conference Room at No. 999 Wensheng Street, Shouguang City, Shandong Province, the People's Republic of China is set out on pages 299 to 300 of this circular.

Shareholders who are entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote on their behalf. A proxy need not be a member of the Company. Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H Shares of the Company, to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and, for holders of A Shares of the Company, to the Company's registered address at No. 999 Wensheng Street, Shouguang City, Shandong Province, for taking the poll. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

* *For identification purpose only*

16 October 2025

CONTENTS

In this circular, unless the context otherwise requires, the following words have the following meanings:

"A Share(s)"	ordinary domestic share(s) listed on the SZSE with a par value of RMB1.00 per share in the Company's share capital and traded in RMB.
"Articles of Association"	the articles of association of this company as revised from time to time
"Board"	the board of Directors
"Company"	山東墨龍石油機械股份有限公司 (Shandong Molong Petroleum Machinery Company Limited*)
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held on Monday, 3 November 2025, or any adjournment thereof for the Shareholders to consider, and if thought fit, approve the adjustment of the corporate governance structure and amendments to the "Articles of Association" and its annexes
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary overseas listed foreign share(s) listed on the Hong Kong Stock Exchange with a par value of RMB1.00 per share in the Company's share capital and traded in HKD
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	16 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC

"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of Shares
"Supervisor(s)"	supervisor(s) of the company
"Supervisory Committee"	the supervisory committee of the Company
"SZSE"	Shenzhen Stock Exchange
"SZSE Listing Rules"	Rules Governing the Listing of Shares on Shenzhen Stock Exchange
"%"	percent

For ease of reference, the names of the PRC incorporated companies and entities have been included in this circular in both Chinese and English language. In the event of any inconsistency, the Chinese name shall prevail.

山東墨龍石油機械股份有限公司
Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)
(Stock Code: 568)

Executive Directors:
Mr. Han Gao Gui *(Chairman)*
Mr. Yuan Rui
Mr. Wang Tao
Mr. Song Guang Jie

Non-Executive Directors:
Mr. Huang Bing De
Ms. Zhang Min

Independent Non-Executive Directors:
Mr. Zhang Zhen Quan
Mr. Dong Shao Hua
Mr. Zhang Bing Gang

Registered Office:
No. 99 Xingshang Road
Gucheng Street
Shouguang City
Shandong Province
PRC

Principal place of business in Hong Kong:
5/F, Kam Sang Building
257 Des Voeux Road Central
Sheung Wan
Hong Kong

To the Shareholders

Dear Sir/Madam,

(1) ADJUSTMENT OF CORPORATE GOVERNANCE STRUCTURE AND AMENDMENTS TO ARTICLES OF ASSOCIATION AND ITS ANNEXES AND (2) NOTICE OF THE EGM

1. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding the adjustment of the corporate governance structure and amendments to the Articles of Association and its annexes. This circular gives all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution in relation to the adjustment of the corporate governance structure and amendments to the "Articles of Association" and its annexes at the EGM.

* *For identification purpose only*

2. ADJUSTMENT OF THE CORPORATE GOVERNANCE STRUCTURE AND AMENDMENTS TO THE "ARTICLES OF ASSOCIATION" AND ITS ANNEXES

Reference is hereby made to the announcement of the Company dated 16 October, 2025 in relation to, amongst others, the proposed abolishment of the Supervisory Committee and the proposed amendments to the Articles of Association.

In accordance with the provisions of the "Company Law of the People's Republic of China", the "Transitional Arrangements for the Implementation of the Supporting Systems and Rules of the New Company Law", the "Guidelines for the Articles of Association of Listed Companies", the SZSE Listing Rules and other relevant laws, regulations and normative documents, and in light of the actual situation of the company, the Company intends to adjust its governance structure. In light of the actual situation of the company, it is proposed to revise the "Articles of Association" and its annexes, namely the "Rules of Procedure for Shareholders' Meeting" and the "Rules of Procedure for the Board of Directors", and adjust the name of the "Rules of Procedure for General Meeting" to the "Rules of Procedure for Shareholders' Meeting". Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular, and the "Rules of Procedure for Shareholders' Meeting" and the "Rules of Procedure for the Board of Directors" are set out in Appendix II and III to this circular, respectively.

The legal advisors of the Company regarding Hong Kong laws have confirmed that the proposed amendments to the Articles of Association comply with the provisions of the Hong Kong Listing Rules, and the legal advisors of the Company regarding PRC laws have also confirmed that the proposed amendments to the Articles of Association comply with PRC laws. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association shall be subject to the approval of the Shareholder at the EGM. A special resolution will be proposed at the EGM for the Shareholders to consider, and if thought fit, approve the proposed amendments to the Articles of Association.

3. EGM

The notice of the EGM is set out on pages 299 to 300 of this circular. The Company will hold the EGM on Monday, 3 November 2025 for the purposes of seeking Shareholders' approval for the adjustment of the corporate governance structure and amendments to the Articles of Association and its annexes.

If you wish to appoint a proxy to attend the EGM, you must complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the registrar for H Shares of the Company, Tricor Investor Services Limited at the 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; (for holders of H Shares), and to the Company's principal place of business No. 999 Wensheng Street, Shouguang City, Shandong Province (for holders of A Shares) no later than 24 hours before the time appointed for the holding of the EGM 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 in person at the EGM should you so wish.

In accordance with Rule 13.39 of the Hong Kong Listing Rules, except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all of the proposed resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 31 October 2025 to Monday, 3 November 2025 (both days inclusive), during which period no share transfers will be effected. In order to qualify for attending and voting at the EGM, all instruments of transfer must be lodged with the registrar for H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 30 October 2025. For determining the entitlement to attend and vote at the EGM or any adjournment thereof, the record date is fixed on Monday, 3 November 2025. The Company will publish specific announcement(s) on the SZSE setting out details of the eligibility of holders of A Shares to attend the EGM.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other facts the omission of which would make any statement herein misleading.

6. RECOMMENDATION

The Directors are of the view that the Adjustment of corporate governance structure and the amendments to Articles of Association and its annexes in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolution(s) as set out in the notice of the EGM.

Yours faithfully,
Shandong Molong Petroleum Machinery Company Limited*
Han Gao Gui
Chairman

Shandong, the PRC, 16 October 2025

Due to the large number of items involved in the amendments to the Articles of Association, in the amendments to the Articles of Association, the expression of "general meeting" is uniformly modified to "shareholders' meeting", and the expression of "Audit Committee" (審核委員會) is uniformly modified to "Audit Committee (審計委員會)". The relevant expressions of "Supervisor", "Supervisory Committee", and "Chairman of the Supervisory Committee" in the Articles of Association are deleted, which are partially modified to "Members of the Audit Committee", "Audit Committee", "Convener of the Audit Committee", and "or" (或) are replaced with "or" (或者). In the absence of other amendments, the aforementioned will not be listed item by item. In addition, change to the chapter titles, the original clause numbers (including those of the quoted clauses) due to deletion or addition of new clauses, as well as the use of standardized Chinese characters and Arabic numerals, individual word construction changes, and punctuation changes, etc., will not be listed item by item if they do not involve substantive content changes.

The proposed amendments to the Articles of Association are as follows:

Comparison table of proposed amendments to Articles of Association

The current articles of association	Revised articles of association
Chapter I General Provisions	Chapter I General Provisions
New addition	**Article 1** **To safeguard the legitimate rights and interests of the Company, shareholders, employees and creditors and standardize the organization and behavior of the Company, the Articles of Association are formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as Company Law), the Securities Law of the People's Republic of China (hereinafter referred to as Securities Law), the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as Listing Rules of Hong Kong) and other relevant regulations**.

The current articles of association	Revised articles of association
Article 1 Shandong Molong Petroleum Machinery Co., Ltd (the "Company") is a foreign investment joint stock limited company established in accordance with "The Company Law **of the People's Republic of China**" (**"Company Law"**), "The Securities Law **of the People's Republic of China**", "Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Joint Stock Limited Companies" ("Special Provisions") and other related laws and administrative regulations. Approved by the document "Reply for Agreeing to Set Up Shandong Molong Petroleum Machinery Co., Ltd.," (LTGH [2001] No.53) issued by Shandong Economic System Reform Office of The People's Republic of China, the Company was established by promotion on 27 December 2001 and registered with Shandong Provincial Administration of Industry and Commerce on 30 December 2001, and obtained the business license of **enterprise legal person**, the unified social credit code is: 91370000734705456P.	**Article 2** Shandong Molong Petroleum Machinery Company Limited (referred to as the "Company") is a foreign-invested joint share limited company established based on the *Company Law*, the *Securities Law*, the *Special Provisions of The State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (referred to as "Special Provisions") and other relevant national laws and administrative regulations. The Company was approved by the *Reply on Agreeing to Establish Shandong Molong Petroleum Machinery Company Limited* (LTGH Zi [2001] No. 53) issued by the Economic System Reform Office of Shandong Province, People's Republic of China to be established by way of initiation on 27 December 2001 and registered at Shandong Provincial Administration for Industry and Commerce on 30 December 2001 and obtained a business license, with a unified social credit code: 91370000734705456P.

The current articles of association	Revised articles of association
The promotors of the Company are: Zhang En Rong ID number: 3707231940··········· Address: No. 99 Beihai Road, Shouguang City Development Zone, Shandong Province Lin Fu Long ID number: 3707231952··········· Address: Hostel of Shandong Molong Petroleum Machinery Co., Ltd. Zhamg Yun San ID number: 3707231962··········· Address: No. 99 Beihai Road, Shouguang City Development Zone, Shandong Province Xie Xin Cang ID number: 6103031962··········· Address: Hostel of Shandong Molong Petroleum Machinery Co., Ltd. Liu Yun Long ID number: 3707231969··········· Address: Shuangjingkou Village, Shangkou County, Shouguang City, Shandong Province Cui Huan You ID number: 3707231949··········· Address: Shaoliuying Village, Shangkou County, Shouguang City, Shandong Province Liang Yong Qiang ID number: 1427291968··········· Address: Liyuanxiying Village, Kuiwen District, Weifang City, Shandong Province	

The current articles of association	Revised articles of association
Shengli Oilfiled Kaiyuan Oil Development Co., Ltd. **Legal representative: Chen Jian Xiong** **Legal address: No. 113, Huanghezhong Road, Dongying District, Dongying City, Shandong Province.** **Alloy Material Factory of Gansu Industrial University** **Legal representative: Geng Xiang Zhong** **Legal address: No. 85 Langongping, Qilihe Area, Lanzhou City, Gansu Province**	

The current articles of association	Revised articles of association
New addition	**Article 3** **The Company was approved by the Economic System Reform Office of Shandong Province on 27 December 2001 with the document of LTGH Zi [2001] No. 53 to be jointly initiated and established by Zhang Enrong, Lin Fulong, Zhang Yunsan, Xie Xincang, Liu Yunlong, Cui Huanyou, Liang Yongqiang, Shengli Oilfield Kaiyuan Petroleum Development Co., Ltd. and Gansu University of Technology Alloy Materials General Factory.** **Approved by China Securities Regulatory Commission with the document of ZJGH Zi [2003] No. 50, the Company issued additional 134,998,000 foreign capital shares (H shares) listed overseas at an issue price of HKD0.70 per share on 15 April 2004, with a par value per share of RMB0.10, and they were listed via the Growth Enterprise Market of Hong Kong Exchanges and Clearing Limited (hereinafter referred to as "HKEX").**

The current articles of association	Revised articles of association
	Approved by China Securities Regulatory Commission with the document of ZJGH Zi [2005] No. 13, the Company issued additional 108,000,000 foreign shares (H shares) listed overseas at an issue price of HKD0.92 per share on 12 May 2005, with a par value per share of RMB0.10. **Approved by the document of ZJGH Zi [2007] No. 2 issued by China Securities Regulatory Commission on 26 January 2007 and the approval document issued by HKEX on 6 February 2007, the listing status of the Company's foreign shares (H shares) listed overseas via the Growth Enterprise Market of HKEX was revoked on 7 February 2007 and transferred to be listed via the Main-Board Market of HKEX.**

The current articles of association	Revised articles of association
	Approved by China Securities Regulatory Commission with the document of ZJXK [2010] No. 1285, the Company issued 70,000,000 RMB ordinary shares (A shares) at an issue price of RMB18 per share on 11 October 2010, with a par value per share: RMB1 and the transaction started via Shenzhen Stock Exchange from 21 October 2010. The registered capital of the Company was changed to RMB398,924,200.00, and the total number of shares was changed to 398,924,200. **According to the resolution of the 2011 Annual General Meeting held on 25 May 2012, the Company, based on the total shares: 398,924,200 shares on 31 December 2011, increased the share capital from the capital reserve at a ratio of one share for each additional share, 398,924,200 shares were increased from the capital reserve totally, and the date of increasing the share capital from the capital reserve was 19 July 2012. After increasing the share capital from the capital reserve, the registered capital of the Company was changed to RMB797,848,400.00, and the total number of shares was changed to 797,848,400.00.**

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 2
Company registered name (in Chinese) 山東墨龍石油機械股份有限公司
(in English): Shandong Molong Petroleum Machinery Company Limited</td><td>Article 4
Registered name of the Company:
Full Chinese name: 山東墨龍石油機械股份有限公司
Full English name: Shandong Molong Petroleum Machinery Company Limited</td></tr>
<tr><td>Article 3
Company Address: No. 99 Xingshang Road, Gucheng Street, Shouguang City, Shandong Province
TEL: +86-536-5101565
Fax: +86-536-5100888
Postal Code: 262700</td><td>Article 5
Company address: No. 99, Xingshang Road, Gucheng Street, Shouguang City, Shandong Province
Postal code: 262700</td></tr>
<tr><td>Article 4
The legal representative of the Company is the Chairman of the Company.</td><td>Article 8
The director who represents the Company in executing affairs is the Legal Representative, and the Chairman of the Company is the director who represents the Company in executing affairs. The resignation of a director who serves as a Legal Representative shall be deemed to resign as the legal representative at the same time.
If the Legal Representative resigns, the Company will appoint a new Legal Representative within 30 days from the date of the Legal Representative's resignation.</td></tr>
</table>

The current articles of association	Revised articles of association
New addition	**Article 9** **As for civil activities conducted by the Legal Representative in the name of the Company, legal consequences shall be borne by the Company.** **Restrictions on the powers and functions of the Legal Representative by the Articles of Association or by the Shareholders' Meeting shall not be enforceable against a bona fide counterpart.** **The Company shall bear the civil liability for any damage caused to others by the Legal Representative in the performance of duties. After the Company has undertaken civil liabilities, it may, in accordance with the provisions of the law or the Articles of Association, recover the compensation from the Legal Representative who is at fault.**
New addition	**Article 10** **Shareholders are liable to the Company to the extent of the shares they have subscribed for, while the Company is liable for its debts with all its property.**

The current articles of association	Revised articles of association
Article 6 **These Articles of Association shall take effect from the date of passing by the Company's general meeting and upon approval of the competent department of the State, and shall replace in its entirety the original articles of association registered with the Administration of Industry and Commerce.** From the date on which these Articles of Association come into effect, **these Articles of Association** shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders interest.	**Article 11** From the effective date, the Articles of Association become a legal binding document to standardize the Company's organization and behaviors and the relationship of rights and obligations between the Company and its shareholders or among the shareholders. It is binding to the Company, its shareholders, directors, supervisors and senior executives. **Pursuant to these Articles of Association, shareholders may file lawsuits against other shareholders, the directors, senior executives as well as the Company, and the Company may file lawsuits against shareholders, directors and senior executives.**
Article 7 **These Articles of Association** are binding on the Company **and its** shareholders, directors, **supervisors, general manager, deputy general managers and other** senior officers of the Company; **all of whom are entitled, according to these Articles of Association, to make suggestions in respect of rights concerning the affairs of the Company.**	

The current articles of association	Revised articles of association
A shareholder may take action against the Company pursuant to these Articles of Association and vice versa. A shareholder may also take action against another shareholder; and shareholders and the Company may take action against the directors, supervisors, general manager, deputy general managers and other senior officers of the Company pursuant to these Articles of Association **The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.** ……	
Article 7 …… **The other** senior officers mentioned above are Board Secretary of the Company and head of the finance department. **The general manager, deputy general managers and other senior management all are senior officers.**	**Article 12** Senior executives as referred to **in the Articles of Association** refer to the **General Manager, Deputy General Manager,** Financial Director, Board Secretary and **other persons specified in the Articles of Association of the Company.**

The current articles of association	Revised articles of association
Article 5 …… In accordance with the requirements of the Company Law and the Constitution of the Communist Party of China, organizations of the Communist Party of **China** and **working units** shall be established **by the Company**. **The Party Organization shall play a core political role in the Company, and ensure the Company's implementation of the objectives and policies of the Party and the State.** The Company **shall** provide the necessary conditions to facilitate the activities of the Party Organization, **promote the institutionalization and standardization of Party-building work, and foster the Party Organization's commencement of activities centering on production and operation, as well as the performance of its role.**	**Article 13** The Communist Party organizations are established and Party activities are carried out in the Company in accordance with the provisions of the *Company Law* and the *Constitution of the Communist Party of China*. The Company shall provide the necessary conditions for the activities of the CPC organization.

The current articles of association	Revised articles of association
Chapter II Operation Object and Scope	Chapter II Operation Object and Scope
Article 11 **The business scope of the Company shall cover the items as approved by the Company registration authority.** The Company's **main** business scope **includes**: pump, sucker rod, oil pumping machine, oil machinery, textile machinery, steel rolling and processing, special equipment, gear and gearbox, oil drilling special equipment, valve and cock, metallurgy special equipment, mechanical parts processing manufacturing, sales; petroleum machinery and relevant product development; commodity information services (excluding intermediary); technology promotion services; energy-saving technology promotion services; technology imports and exports; goods imports and exports; inspection services; measurement services. (Project approved by law can only be carried out with the approval of the relevant department, and the validity period shall be subject to the license). **According to the domestic and international market trends, domestic business development needs and development ability and business performance of the Company, upon approval by the shareholders' meeting and relevant government authorities, the investment policy and business scope and methods can be adjusted as appropriate, and the Company may set up branches and offices both domestically and abroad as well as in Hong Kong, Macao and Taiwan (whether wholly-owned or not).**	**Article 15** After **legal** registration, the business scope of the Company is: oil pump, sucker rod, pumping unit, oil extraction pipe, petroleum machinery, textile machinery, steel rolling processing, manufacturing of special equipment, gear and gear reducer, transmission manufacturing, manufacturing of specialized equipment for oil drilling and production, valve and plug manufacturing, manufacturing of special equipment for metallurgy and production and sales of mechanical parts; development of petroleum machinery and related products; commodity information service (excluding intermediaries); technical promotion services; energy-saving technology promotion services; technology import and export; import and export of goods; testing services; measurement service; (For items subject to approval in accordance with the law, business activities can be carried out only with approval of relevant departments, and the valid period is subject to the license).

The current articles of association	Revised articles of association
Chapter 3 Shares **and Registered Capital**	Chapter III Shares
New addition	**Section 1 Share issuance**
Article 14 The issue of shares by the Company shall adhere to the principles of **openness,** fairness and equitable. Every share of the same class shall rank pari passu to every other share of the same class. Shares of the same class issued at the same time shall have the same terms and price. The same amount of money is payable by **a unit or an individual** subscribing the share.	**Article 17** The release of the Company's shares follows the policy of fairness and justice. Shares of the same kind shall all have the equal rights. For the same class of shares issued at the same time, each share shall be issued under the same conditions and price; as for the shares subscribed **by the subscriber**, the same price shall be paid per share.
Article 15 **The shares issued by the Company shall each have a par value of Renminbi one yuan.** **Upon approval by the competent securities authority under the State Council on 29 December 2003, the shares mentioned above were subdivided into shares of RMB0.10 each on the basis of 10 for 1 share split.** **Upon authorization by the shareholders' meeting and class shareholders' meeting and with board resolution passed, the Company consolidated its shares on 7 January 2010 and 10 issued shares of RMB0.10 each shall be consolidated into 1 share of RMB1.00.** **"Renminbi" or "RMB" referred above means the legal currency of the PRC.**	**Article 18** **The par value shares issued by the Company are denominated in RMB.**

The current articles of association	Revised articles of association
Article 17 **The shares issued by the Company to domestic investors for subscribing in RMB are named domestic shares. The shares issued by the Company to overseas investors for subscribing in foreign currencies are named foreign shares. Foreign shares to be listed outside China are named overseas listed foreign invested shares.** **"Foreign currencies" mean the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.** **Domestic shares issued by the Company denominated in RMB, to be listed domestically and are subscribed and traded in RMB shall be referred to as "A shares".** **Overseas-listed foreign shares issued by the Company shall be referred to as "H shares". H shares are shares approved to be listed on The Stock Exchange of Hong Kong Limited ("HK Stock Exchange") which are denominated in RMB and subscribed and traded in Hong Kong dollars.**	**Article 19** **Domestic listed domestic shares issued by the Company are centrally deposited at China Securities Depository and Clearing Corporation Limited Shenzhen Branch. The H shares issued by the Company are mainly held in custody by the trustee company under Hong Kong Securities Clearing Company Limited and can also be held by shareholders in their personal names.**

The current articles of association	Revised articles of association
Article 19 **Upon establishment of the Company, capital was first increased by the issue of ordinary shares of 138,276,000 overseas listed foreign invested shares of RMB0.10 each in April 2004 with existing shares in the number of 401,722,000 shares of RMB0.10 each; in May 2005, the Company further issued 108,000,000 overseas listed foreign invested shares of RMB0.10 each for capital increase. In May 2007, the Company made a bonus issue and capitalization of capital reserves for an increase of 2,591,992,000 shares of RMB0.10 each, comprising 985,104,000 overseas listed foreign invested shares and 1,606,888,000 domestic shares. In September 2007, the Company further issued 49,252,000 overseas listed foreign invested shares of RMB0.10 each for capital increase. In October 2010, the Company launched an initial public offer of 70,000,000 A shares of RMB1.00 each. In May 2012, the Company made a capitalization of capital reserves for an increase of 398,924,200 shares of RMB1.00 each, comprising 128,063,200 overseas listed foreign invested shares and 270,861,000 domestic shares.** The **current** share structure of the Company is made up of 797,848,000 ordinary shares of RMB1.00 each, comprising 541,722,000 domestic shares and 256,126,400 H shares.	**Article 21** **The number of issued shares of the Company is 797,848,400.** The share capital structure of the Company is: 797,848,400 ordinary shares (par value per share: RMB1.00 per share). Domestic shareholders hold 541,722,000 shares and H share shareholders hold 256,126,400 shares.

The current articles of association	Revised articles of association
Article 40 The Company or its subsidiaries shall not, at any time or in any manner, provide directly or indirectly any financial assistance to any person who acquires or intends to acquire the shares of the Company. The person who acquires the shares of the Company as aforesaid includes the person who assumes, directly or indirectly, obligations as a result of the purchase of the shares of the Company. The Company or its subsidiaries shall not, at any time or in any manner, provide financial assistance to reduce or discharge a person who assumes such obligations as aforesaid from such obligations. This Article shall not apply to circumstances as described in Article 42 of this Chapter.	**Article 22** Except that the Company implements the employee share ownership plan, the Company or its subsidiaries (including affiliated enterprises) shall not provide financial assistance to others for obtaining shares of the Company or its parent company in the form of gift, advance funds, guarantee, loan, etc. For the benefit of the Company, upon the resolution of the Shareholders' Meeting or the resolution made by the Board of Directors in accordance with the Articles of Association or the authorization of the Shareholders' Meeting, the Company may provide financial assistance for others for obtaining the shares of the Company or its parent company, but the cumulative total of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the Board of Directors shall be passed by more than two-thirds of all the directors. If the Company or its subsidiaries (including the Company's affiliated enterprises) engage in the acts stipulated in this Article, they shall abide by the laws, administrative regulations as well as the provisions of the China Securities Regulatory Commission and the stock exchanges.

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Chapter 4 Capital Reduction and Repurchase of Shares</td><td>Section 2 Increase, decrease and repurchase of shares</td></tr>
<tr><td>Article 23
The Company can increase its capital as required for business operation and development in accordance with the provisions of law and regulations. Upon such resolution being approved by the shareholders' meeting, the capital increase may take the following forms:
(1) Issue of shares to the public;
(2) Private placement of shares;
(3) Issue bonus shares to existing shareholders;
(4) Capitalization of capital reserves; and
(5) Other means as provided by the law and administrative regulations and approved by CSRC.
After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant laws and administrative regulations.</td><td>Article 23
The Company may, based on its business and development needs and in accordance with laws and regulations, increase its capital after being approved by the resolution by the Shareholders' Meeting in the following manners:
(I) Issue shares to unspecified objects;
(II) Issue shares to specific objects;
(III) Distribute bonus shares to existing shareholders;
(IV) Increase the share capital by converting the reserve fund
(V) Other methods stipulated by laws, administrative regulations and China Securities Regulatory Commission.</td></tr>
<tr><td>Article 33
The Company may reduce its registered capital in accordance with the stipulations of these Articles of Association of Association.</td><td>Article 24
The Company may reduce its registered capital. The Company may reduce its registered capital in accordance with the procedures as provided in the Company Law, other relevant regulations and the Articles of Association.</td></tr>
</table>

The current articles of association	Revised articles of association
Article 35 **In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided by these Articles of Association of Association after approval has been obtained from the securities supervisory authorities of the State Council:** (1) **To cancel shares for** reducing its registered share capital; …… (7) Other circumstances permitted by laws and administrative regulations. …… In addition to the above situations, the Company shall not purchase its own shares. If the Company reaches the conditions stipulated in paragraph 2 of this Article, the Board of Directors shall promptly find out whether there are significant events and other factors that may have a significant impact on the share price, proactively communicate and exchange with shareholders, especially small and medium-sized shareholders, through a variety of channels, and fully listen to shareholders' opinions and demands on whether or not the Company should implement share repurchase.	**Article 25** **The Company shall not purchase its own shares. Except for one of the following circumstances:** ……

The current articles of association	Revised articles of association
Article 36 With the approval of the securities supervisory authorities of the State Council, the Company may repurchase its shares in any one of the following manners: (1) To make a repurchase offer to all shareholders in equal proportion to their shareholdings; (2) To repurchase the shares through open trading on a recognized stock exchange; (3) To repurchase the shares by way of agreement other than through a stock exchange. (4) Other methods that are permitted by CSRC. ……	**Article 26** The Company can purchase its own shares through open centralized trading or other methods approved by laws, administrative regulations and China Securities Regulatory Commission. ……
Article 37 The repurchase of shares by the Company by way of agreement other than through a stock exchange shall require the prior approval of shareholders in general meeting in accordance with the provisions of these Articles of Association of Association. Upon prior approval granted in the same manner by shareholders in the general meeting, the Company may discharge or amend any agreement entered into in the aforesaid manner or to waive any rights granted under such agreement.	**Article 27** If the Company purchases its own shares due to the situations specified in Subparagraph (1) and (2), Paragraph 1, Article 25 in the Articles of Association, it shall be subject to the resolution of the Shareholders' Meeting; If the Company acquires its own shares due to the circumstances stipulated in Subparagraph (3), (5) and (6), Paragraph 1, Article 25 in the Articles of Association, it may, in accordance with the provisions of the Articles of Association or the authorization of the Shareholders' Meeting, be resolved by a Board Meeting attended by more than two-thirds of the directors.

The current articles of association	Revised articles of association
The agreement for repurchase of shares referred to in the preceding paragraph shall include, but not limited to, the agreements relating to the assumption of obligations to repurchase shares and the acquisition of rights to repurchase shares. **The Company shall not assign an agreement for the repurchase of its shares or any of the rights provided therein.** **For the callable share purchased by the Company according to law, the price of any purchase not through the market or by bidding shall not exceed the specified price limit; for any purchase by bidding, such offer should be made to all the shareholders under the same conditions.**	**After the Company purchases its own shares in accordance with Paragraph 1, Article 25 in the Articles of Association, in case of falling under the situation of Subparagraph (1), it shall be cancelled within 10 days; in case of falling under the situation of Subparagraph (2) and (4), it shall be transferred or cancelled within 6 months; in case of falling under the circumstances of Subparagraph (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and such shares shall be transferred or cancelled within three years.**

The current articles of association	Revised articles of association
New addition	**Section 3 Transfer of shares**
Article 24 **Unless otherwise stipulated in the relevant laws or administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.** **The buying and selling, gift, inheritance and pledge of the Company's domestic shares and overseas listed foreign invested shares shall be performed in accordance of the PRC laws and these Articles of Association. The transfer of shares of the Company shall be registered at the share registration institution entrusted by the Company following the relevant procedures.**	**Article 28** **The shares of the Company may be transferred according to law.**

The current articles of association	Revised articles of association
Article 26 The Company does not accept the Company's shares as the object of a pledge.	**Article 29** The Company does not accept its own shares as the subject matter of a pledge.
Article 27 **Any shares of the Company held by the promoter shall not be transferred within one year since the establishment of the Company. A shares** issued for **the first time** cannot be transferred within one year since they were listed in the domestic stock exchange. The directors, supervisors and senior officers of the Company shall declare to the Company their holdings in the Company's shares and inform the same if there are any changes in their holdings subsequently. During their terms of office, shares being transferred every year must not exceed 25% of their holdings in the Company's shares. No transfer of their holdings shall be made within one year after the Company's shares were listed. No transfer of their holdings in the Company's shares shall be made within six months after they cease to hold their respective offices.	**Article 30** **The shares** issued prior to the public issue by the Company shall not be transferred within one year from the date when the shares of the Company are listed and traded at the stock exchange. The Company's directors and senior executives shall report the shares **(including preferred shares)** they hold in the Company and any changes in them to the Company. The number of shares transferred annually during the term of office shall not exceed 25% of the total number of shares of the same class held **by him in the Company**; the shares held by the Company's directors and senior executives shall not be transferred within one year from the date of listing and trading of the Company's shares. The above personnel shall not transfer the Company's shares held by them within half a year after their departure.

The current articles of association	Revised articles of association
Article 28 When the directors, supervisors or senior officers of the Company or **shareholders holding more than 5% of the shares** of the Company sell their shares within six months after they are acquired or purchase shares within six months after they are disposed of, the board of directors shall repatriate any profits derived from such dealings and the profits derived shall belong to the Company. However, for securities companies which have acquired shares underwritten and become shareholders having more than **5%** of the shares of the Company **shall not be restricted by the six-month restriction mentioned above when they sell their shares.** ……	**Article 31** If **shareholders,** directors, or senior executives who **hold more than 5% of the Company's shares** sell their shares of the Company or **other securities in the nature of equity** within six months of their purchase, or if they purchase equity again within six months of their sale, the proceeds therefrom shall belong to the Company, and the Board of Directors of the Company shall recover the proceeds therefrom, except for the circumstance where security companies hold more than 5% of the shares due to the purchase of the remaining shares after the package sale **or other circumstances prescribed by China Securities Regulatory Commission.** **The shares or other securities with the nature of equity held by directors, senior executives and natural person shareholders mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents and children and held through others' accounts.** ……

The current articles of association	Revised articles of association
Chapter 7 Rights and Obligations of Shareholders	Chapter IV Shareholder **and Shareholders' Meeting**
New addition	**Section 1 General provisions for shareholders**
Article 29 The Company shall maintain a register of shareholders with the evidences provided by the securities registration institution, and the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. **The issue or transfer of all overseas listed foreign invested shares shall be registered pursuant to Article 46 in the overseas listed foreign shareholder register maintained in Hong Kong.**	**Article 32** The Company shall, based upon the certificates provided by the securities registration and **settlement** authority, establish a register of shareholders which is the sufficient evidence for the holding of shares in the Company by a shareholder. Shareholders shall have rights and assume obligations as per the class of their shares; shareholders holding shares of the same class shall have the same rights and assume the same obligations.
Article 51 In the event that the Company convenes a shareholders' general meeting, distributes dividends, enters into liquidation or carries out other activities for which the ascertainment of share holding is necessary, the board of directors **shall fix a day for ascertainment of the shareholding** and those shareholders who remain on the register upon **the close of such day** shall be the shareholders of **the Company**.	**Article 36** When the Company convenes a Shareholders' Meeting, distributes dividends, liquidates, or engages in other actions requiring confirmation of **shareholders' identities**, the Board of Directors or the conveners of the Shareholders' Meeting **shall determine the record date.** Shareholders **registered on the record date after the market closes** are those who **enjoy the relevant rights and interests.**

The current articles of association	Revised articles of association
Article 57 A holder of **ordinary shares** of the Company shall enjoy the following rights: (I) To receive dividends and other forms of profit distribution in accordance with the number of shares he holds; (II) To request, to call, to preside over, to attend and to the right speak and vote at shareholders' general meetings personally or by proxy (unless an individual shareholder is required to abstain from voting on a particular matter as required by the listing rules of the company's stock listing location.); (III) To supervise the business operation and activities of the Company, and to make proposals or inquiries in relation thereto; (IV) To transfer, grant or pledge shares in accordance with laws, administrative regulations and the provisions of these Articles of Association of Association;	**Article 37** Shareholders of the Company shall enjoy the following rights: (I) **Obtain** dividends and other forms of interest distribution according to the shares held by them; (II) Request, **hold,** convene, preside over, attend or appoint a shareholder agent to attend the Shareholders' Meeting according to law and exercise the right to speak and vote (unless individual shareholders are required by the listing rules of the place where the Company's shares are listed to waive their voting rights on individual matters); (III) Supervise the Company's business and make suggestions or inquiries; (IV) Transfer, gift or pledge all their shares according to the provisions of laws, administrative regulations and the Articles of Association;

The current articles of association	Revised articles of association
(V) **To receive information in accordance with provisions of these Articles of Association of Association, including:** **1. The obtaining of these Articles of Association of Association upon payment of the cost thereof;** **2. Upon payment of reasonable charges, inspect and make copies of:** **(1) All parts of the register of shareholders;** **(2) Personal particulars of the directors, supervisors, and other senior managerial officers of the Company, including:** **(a) Present and former names and aliases;** **(b) Principal address (residence);** **(c) Nationality;** **(d) Full-time occupation and all other part-time occupations or positions;** **(e) Identification document and the number thereof.**	(V) **Review and copy the Articles of Association, the register of shareholders, the minutes of the Shareholders' Meeting, the resolutions of the Board Meeting and the financial accounting reports. Shareholders who meet the regulations may review the Company's accounting books and accounting vouchers;** (VI) Participate in the distribution of residual property of the Company based on the shares they hold in case of termination or liquidation; (VII) Shareholders who object to the resolutions on company merger or division made at the Shareholders' Meeting request the Company to purchase their shares; (VIII) Other rights **stipulated** by laws, administrative regulations, **departmental rules or** the Articles of Association.

The current articles of association	Revised articles of association
(3) The share capital of the Company; **(4) A report on the total nominal value, amount, highest and lowest prices and all payments made by the Company in respect of each class of shares repurchased by the Company since the last financial year;** (5) **Counterfoil of corporate bonds**, minutes of shareholder meetings, the resolutions of the Board meeting, **the resolutions of the meetings of the supervisory committee,** financial and accounting reports; (VI) To participate in the distribution of the remaining assets in accordance with his shareholding upon the dissolution or liquidation of the Company; (VII) For the shareholders having different opinions with the decision of the shareholders' meeting about the merger and division, require the Company to acquire its shares; (VIII) Other rights conferred by these Articles of Association of Association, and relevant laws and administrative regulations. **The Company shall not exercise any powers to freeze or otherwise impair any of the rights attaching to any share of the Company by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.**	

The current articles of association	Revised articles of association
New addition	**Article 38** **Shareholders who request to review and copy relevant materials of the Company shall abide by the provisions of laws and administrative regulations (such as *Company Law* and *Securities Law*).**
Article 59 ……	**Article 39** …… **If the convening procedures or voting methods of the Shareholders' Meeting or the Board Meeting contravene the laws, administrative regulations or the Articles of Association, or the contents of the resolution contravene the Articles of Association, the shareholders will be entitled to request the People's Court to cancel the resolution within 60 days from the date of the resolution, except that the convening procedures or voting methods of Shareholders' Meetings or Board Meetings have only minor flaws that do not have a substantive impact on the resolution.** **If the Board of Directors, shareholders and other relevant parties have disputes over the validity of the resolution of the Shareholders' Meeting, they shall promptly file a lawsuit to the People's Court. Before the People's Court makes a judgment or ruling (such as revocation of resolution), the relevant parties shall implement the resolution of the Shareholders' Meeting. The Company and its directors and senior executives shall earnestly perform their duties to ensure the normal operation of the Company.**

The current articles of association	Revised articles of association
	If the People's Court makes a judgment or ruling on relevant matters, the Company shall fulfill the obligation of information disclosure pursuant to laws, administrative regulations and provisions of China Securities Regulatory Commission and the stock exchange, fully explain the impact and actively cooperate for the enforcement after the judgment or ruling takes effect. If corrections of previous matters are involved, they will be handled timely and the corresponding information disclosure obligations shall be fulfilled.

The current articles of association	Revised articles of association
New addition	**Article 40** **If any of the following circumstances occurs, the resolution of the Shareholders' Meeting or the Board of Directors of the Company shall not be established:** **(I) No Shareholders' Meeting or Board Meeting is held to make resolutions;** **(II) The resolution items were not voted at the Shareholders' Meeting or Board Meeting;** **(III) The number of people attending the meeting or the number of voting rights held does not reach the quorum or the number of voting rights held as stipulated in the *Company Law* or the Articles of Association;** **(IV) The number of people agreeing to the resolution matters or the number of voting rights held by them does not reach the number of people or the number of voting rights stipulated in the *Company Law* or the Articles of Association.**

The current articles of association	Revised articles of association
Article 60 ……	**Article 41** …… **supervisors or senior executives of a wholly-owned subsidiary of the Company violate laws, administrative regulations or the provisions of the Articles of Association in the course of performing their duties, causing losses to the Company, or others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company, causing losses, shareholders who have held more than 1% of the company's shares for a continuous period of more than 180 consecutive days individually or collectively, may request in writing the Board of Supervisors or the Board of Directors of the wholly-owned subsidiary to file a lawsuit to the people's court or directly file a lawsuit to the people's court in their own names in terms of the provisions of the preceding three paragraphs of Article 189 of the *Company Law*.** **If the wholly-owned subsidiary of the Company does not have a Board of Supervisors or supervisors, but has an Audit Committee, the provisions of Paragraph 1 and Paragraph 2 of this Article shall apply.**

The current articles of association	Revised articles of association
Article 62 A holder of **ordinary share**(s) of the Company shall assume the following obligations: (1) To observe the laws, administrative regulations and these Articles of Association of Association; (2) To pay the **subscription price** in accordance with the number of shares subscribed for and in the manner of subscription; (3) **No divestment of its shares**, save and except in circumstances as provided by the laws and regulations; (4) Not to abuse the shareholders' rights to damage the interest of the Company or other shareholders; not to abuse the independent status of the Company's legal person and the limited liability of the shareholders so as to damage the interest of the Company's creditors;	**Article 43** Shareholders of the Company shall assume the following obligations: (I) Abide by laws, administrative regulations and the Articles of Association; (II) Pay the **share capital** based on the shares subscribed by them and their investment mode; (III) Except for the circumstances stipulated by laws and regulations, do not **withdraw its share capital**; (IV) Do not abuse the rights of shareholders to damage the benefits of the Company and other shareholders; do not to abuse the independent legal person status of the Company and the limited liability of the shareholders to damage the interests of the Company's creditors;

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td> If shareholders of the Company, by abusing the shareholders' right cause losses to the Company or other shareholders, such shareholders shall be liable for damages in accordance with the laws.
If the shareholders of the Company, by abusing the independent status of the Company's legal person and the limited liability of the shareholders, evade debts and seriously prejudice the interest of the Company's creditors, such shareholders are jointly and severally liable for the debt of the Company; and
(5) Other obligations imposed by laws, administrative regulations and these Articles of Association.
A shareholder shall not be liable to make further contribution to the subsequent increase in share capital other than those provided in the terms as agreed by the subscriber of the relevant shares on subscription. </td>
<td> (VI) Other obligations that they shall undertake pursuant to laws, administrative regulations and the Articles of Association. </td></tr>
</table>

The current articles of association	Revised articles of association
New addition	**Article 44** **Shareholders of the Company who abuse their shareholders' rights, causing losses to the Company or other shareholders shall bear the liability for compensation in accordance with the law. If the Company's shareholders abuse the independent legal status of the Company and the limited liability of shareholders to evade debts, seriously damaging the interests of the Company's creditors, they shall bear joint and several liability for the Company's debts.**

The current articles of association	Revised articles of association
New addition	**Section 2 Controlling shareholder and actual controller**
New addition	**Article 45** **The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfill their obligations as per laws, administrative regulations and the provisions of China Securities Regulatory Commission and the stock exchange and safeguard the interests of the Company.**
New addition	**Article 46** **The controlling shareholders and actual controllers of the Company shall abide by the following provisions:** **(I) Exercise shareholder rights according to law and do not abuse control rights or use the associated relations to damage the legitimate rights and interests of the Company or other shareholders;** **(II) Strictly fulfill the public statements and all commitments made and do not change or exempt them without authorization;** **(III) Fulfill the obligation of information disclosure in strict accordance with relevant regulations, actively and proactively cooperate with the Company to do a good job in information disclosure and promptly inform the Company of major events that have occurred or are about to occur;** **(IV) Do not occupy the Company's funds in any way;**

The current articles of association	Revised articles of association
	(V) Do not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations; **(VI) Do not take advantage of the Company's undisclosed major information to seek profits, disclose any undisclosed material information related to the Company in any way or engage in illegal and non-compliant activities, such as insider trading, short-term trading and market manipulation;** **(VII) Do not damage the legitimate rights and interests of the Company and other shareholders through any means, such as non-fair related party transaction, profit distribution, asset reorganization or external investment;** **(VIII) Ensure the integrity of the Company's assets and the independence of personnel, finance, institutions and business and do not influence the Company's independence in any way;** **(IX) Other provisions of laws, administrative regulations, regulations of China Securities Regulatory Commission, operating rules of the stock exchange and the Articles of Association.**

The current articles of association	Revised articles of association
	For controlling shareholder or actual controller of the Company who do not serve as a director of the Company but actually executes the Company's affairs, the provisions of the Articles of Association regarding the duties of loyalty and diligence of directors shall apply. **If the controlling shareholder or actual controller of the Company instructs directors or senior executives to engage in acts that harm the interests of the Company or its shareholders, it shall bear joint and several liability with such directors or senior executives.**
New addition	**Article 47** **If the controlling shareholder or actual controller pledges the Company's shares it holds or actually controls, it shall maintain the control of the Company and the stability of its production and operation.**
New addition	**Article 48** **If the controlling shareholder or actual controller transfers the shares it holds in the Company, it shall abide by the restrictive provisions on share transfer stipulated in laws, administrative regulations, China Securities Regulatory Commission and the stock exchange as well as the commitments it has made in relation to the restriction of share transfer**.

The current articles of association	Revised articles of association
New addition	**Section 3 General regulations of Shareholders' Meeting**
Article 68 **The shareholders' general meeting** shall exercise the following powers: **(1) To determine the business policies and investment plans of the Company;** (2) To elect and replace directors **or supervisors,** who are not employees' representatives, and to determine their remuneration; (3) To examine and to approve the report of the board of directors; **(4) To examine and to approve the report of the supervisory committee;** **(5) To examine and to approve the annual financial budgets and final accounts of the Company;** (6) To examine and to approve the plans for profit distribution and making up of losses of the Company; (7) To resolve on the increase or reduction in the registered capital of the Company; (8) To resolve on the issue of debentures by the Company; (9) To resolve on matters such as merger, division, dissolution and liquidation, etc. of the Company; (10) To amend these Articles of Association of Association;	**Article 49** **The Shareholders' Meeting of the Company is composed of all the shareholders. The Shareholders' Meeting is the organ of authority of the Company** which exercises the following functions and powers in accordance **with the law**: (I) Elect and replace directors and determine the remuneration of director; (II) Deliberate and approve the report of the Board of Directors; (III) Deliberate and approve the Company's profit distribution plan and plan for making up for losses; (IV) Resolve on the increase or decrease in registered capital of the Company; (V) Resolve on the issuance of the corporate bonds; (VI) Resolve on the merger, division, dissolution, liquidation of the Company or the change of the Company form; (VII) Modify the Articles of Association; (VIII) Make resolutions on the appointment and dismissal of the accounting firm responsible for the Company's audit businesses. (IX) Deliberate and approve the guarantee specified in Article 47 of the Articles of Association; (X) Deliberate the Company's purchase or sale of major assets within one year exceeding 30% of the Company's latest audited total assets;

The current articles of association	Revised articles of association
(11) To resolve on the appointment, dismissal or discontinuance of appointment of the accounting firm of the Company; (12) To consider and approve matters in relation to guarantee as stipulated in Article 69; (13) To approve acquisition or disposal of substantial assets within one year and which exceed 30% of the latest audited total assets of the Company; (14) To consider and approve the change of the use of proceeds from fund raising; (15) To consider the adoption of share option incentive scheme; **(16) To consider any resolution proposed by shareholders representing 3% or more of the shares carrying voting rights of the Company;** (17) Any other matters which are required by laws, administrative regulations and these Articles of Association to be resolved by the shareholders' general meeting; **(18) The shareholder's general meeting can authorize or consign the board of directors to handle the matters authorized or entrusted by it.**	(XI) Deliberate and approve matters concerning the change of the purpose of the raised funds; (XII) Review the equity incentive plan and **the employee stock ownership plan**; **(XIII) Review other matters that shall be decided by the Shareholders' Meeting as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.** **The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.** **The Company may, upon the resolution of the Shareholders' Meeting, or upon the authorization of the Articles of Association and the Shareholders' Meeting and upon the resolution of the Board of Directors, issue shares or corporate bonds that can be converted into shares. The specific implementation shall comply with laws, administrative regulations and the provisions of China Securities Regulatory Commission and the stock exchanges.** **Unless otherwise stipulated by laws, administrative regulations, the provisions of China Securities Regulatory Commission or the securities regulatory rules of the place where the Company's shares are listed, the powers and functions of the above-mentioned shareholders' meeting shall not be exercised by the Board of Directors or other institutions or individuals through authorization.**

The current articles of association	Revised articles of association
Article 69 **The Company shall obtain shareholders' approval for the following external guarantee provided by the Company:** ……	**Article 50** **If the Company provides a guarantee, in addition to being approved by more than half of all the directors, it shall also be approved by more than two-thirds of the directors present at the Board Meeting, with a resolution made and disclosure in a timely manner to the public.** **If the guarantee provided by the Company falls under any of the following circumstances, it shall also be submitted to the Shareholders' Meeting for deliberation after being approved by the Board of Directors:** …… **(III) Guarantees provided by the Company to others within one year that exceed 30% of the company's latest audited total assets;** **(VII) Other circumstances stipulated in the securities regulatory rules of the place where the Company's shares are listed or in the Articles of Association.** **When deliberating the guarantee matters in Subparagraph (III) of the preceding paragraph at the Shareholders' Meeting of the Company, they shall be passed by more than two-thirds of the voting rights held by the shareholders attending the meeting.**

The current articles of association	Revised articles of association
	When the proposals for providing guarantees for shareholders, actual controllers and their related parties are deliberated at the Shareholders' Meeting, the shareholders or the shareholders controlled by the actual controller abstain from the voting on this matter and the vote shall be passed by more than half of the voting rights held by the other shareholders attending the Shareholders' Meeting. **If directors or senior executives of the Company fail to sign external guarantee contracts as per the approval authority and review procedures for external guarantees of the Company, causing damage to the Company, the relevant personnel shall be held accountable. Directors who are responsible for the decision-making of external guarantees in violation of regulations or with obviously inappropriate decisions shall bear joint and several liability for compensation of the losses caused to the Company by such guarantees.**

The current articles of association	Revised articles of association
Article 71 Upon the occurrence of any of the following events, the board of directors **shall** convene an extraordinary general meeting within two months thereof: (1) The number of directors is less than **six persons**; (2) The aggregate losses of the Company which have not been made up amount to one-third of the total share capital of the Company; (3) **Shareholders holding an aggregate of 10% or more** of the issued shares of the Company which carry the rights to vote request **in writing the convening of an extraordinary general meeting;** (4) Whenever the board of directors considers necessary or **the supervisory committee** proposes to convene the same. (5) **Whenever two or more independent directors** request. (6) Other circumstances as provided by the law, administrative regulations, departmental rules and these Articles.	**Article 52** If any of the following circumstances occurs, the Company shall convene an Extraordinary Shareholders' Meeting within two months from the date of occurrence of the fact: (I) The number of directors is less **than two-thirds of the number stipulated in the *Company Law* or the number prescribed in the Articles of Association** (i.e., the number of directors is less than six); (II) The Company's losses which are not covered have reached one third of its total share capital; (III) Shareholders who **hold 10% or more** of the Company's shares **individually or collectively** make a request; (IV) The Board of Directors deems it necessary; (V) **The Audit Committee proposes to** convene; (VI) Other circumstances prescribed by laws, administrative regulations, departmental rules or the Articles of Association.

The current articles of association	Revised articles of association
Article 72 The general meetings are convened at the domicile address of the Company or a place specified in the notice of a general meeting. Meeting places will be arranged for the convention of the general meetings. **For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in shareholders' general meetings in accordance with the laws, administrative regulations and rules of the securities regulatory institution under the State Council or the Articles of Association.** Shareholders will be regarded as attendees of the general meetings when they participate via the above-mentioned methods.	**Article 53** The location where the Company holds the Shareholders' Meeting is: company's domicile or **location specified in the notice of the Company's Shareholders' Meeting.** The Shareholders' Meeting will be held in a venue **and in the form of on-site meeting and can also be held simultaneously through electronic communication. The selection of the time and place for the on-site meeting shall be convenient for shareholders to attend. After the notice of the Shareholders' Meeting is issued, the location of holding the on-site Shareholders' Meeting shall not be changed without justifiable reasons. If it is indeed necessary to change the place, the convener shall make an announcement and explain the specific reasons at least 2 working days before the on-site meeting is held.** The Company will also offer a way of online voting to provide convenience for shareholders. Shareholders who attend the Shareholders' Meeting through the above-mentioned means shall be deemed to have attended.

The current articles of association	Revised articles of association
New addition	**Section 4 Convening of the Shareholders' Meeting**
Article 75 **Two or more** independent directors shall have the right to purpose to the board of directors to convene an extraordinary general meeting. For the independent director calling an extraordinary general meeting, the board of directors should according to the laws, administrative regulations and the Articles of Association express their acceptance or refusal of the request within 10 days in writing form with reasons on the convention of the extraordinary general meeting. If the board of directors agrees to convene an extraordinary general meeting, a notice of general meeting will be made within 5 days after the decision of the board of directors. If the board of directors rejects the proposal from independent directors to convene an extraordinary general meeting, the reasons should be announced.	**Article 55** **The Board of Directors shall convene the Shareholders' Meeting on time within the prescribed period.** **With the consent of more than half of all independent directors,** independent directors are entitled to propose to the Board of Directors to convene an Extraordinary Shareholders' Meeting. As to the request of holding an Extraordinary Shareholders' Meeting provided by independent directors, the Board of Directors shall show approval or rejection in written form within 10 days after receiving the proposal in accordance with the laws, administrative regulations and the Articles of Association. If the Board of Directors agrees to convene an Extraordinary Shareholders' Meeting, the notice of convening the Shareholders' Meeting shall be issued within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an Extraordinary Shareholders' Meeting, it shall explain the reasons and make an announcement.

The current articles of association	Revised articles of association
Article 77 **Shareholders who request to convene an extraordinary general meeting or a class shareholders' meeting shall follow the procedures set out below:** (1) Where shareholder(s) **singly or jointly** holding **10%** or more of the Company's shares **(including proxies) request(s) in writing for the convening of an extraordinary general meeting or a class shareholders' meeting, one or several written requisitions in the same form may be signed requesting** the board of directors **to convene an extraordinary general meeting or a class shareholders' meeting, and the subject matter of the meeting shall be specified.** (2) The board of directors should according to the laws, administrative rules and regulations and the Articles of Association express their acceptance or refusal of the request within 10 days in writing form with reasons on the convention of the general meeting **or class shareholders' meeting.** (3) If the board of directors agrees to convene an extraordinary general meeting **or a class shareholders' meeting,** a notice of general meeting will be made within 5 days after the decision of the board of directors. If there is any change to the original proposed resolutions, consent from the original proposers should be obtained.	**Article 57** When Shareholders who individually or jointly hold more than 10% shares (including preferred shares with restored voting rights, etc.) of the Company **request** the Board of Directors **to convene** an Extraordinary Shareholders' Meeting, **they shall make a written request to the Board of Directors.** The Board of Directors shall provide a written feedback indicating whether it agrees or disagrees to convene an Extraordinary Shareholders' Meeting within 10 days upon the receipt of the request according to the laws, administrative regulations and the Articles of Association. If the Board of Directors agrees to convene the Extraordinary Shareholders' Meeting, it shall send a notice of convening a Shareholders' Meeting within 5 days after the resolution of the Board of Directors is made and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

The current articles of association	Revised articles of association
If the board of directors does not agree to convene an extraordinary general meeting **or a class shareholders' meeting** or does not reply within 10 days upon receiving the request, shareholder(s) **singly or jointly** holding 10% or more of the Company's shares **(including proxies)** may make requisition to the supervisory committee for the holding of an extraordinary general meeting in writing. (4) If the supervisory committee agrees to convene an extraordinary general meeting or a class shareholders' meeting, a notice of general meeting will be made within 5 days after the decision of the supervisory committee. If there is any change to the **original proposed** resolutions, consent from the original proposers should be obtained. If the supervisory committee fails to issue a notice of meeting within the prescribed period, the supervisory committee shall be deemed not to convene and chair the meeting. Shareholders **individually or in aggregate** holding 10% or more of the shares of the Company **(including proxies)** for 90 consecutive days may convene and chair the meeting on their own.	If the Board of Directors does not agree to convene an Extraordinary Shareholders' Meeting or fails to respond within 10 days after receiving the request, shareholders holding more than 10% of the Company's shares (including preferred shares with restored voting rights, etc.) either individually or jointly who propose to the Audit Committee to convene an Extraordinary Shareholders' Meeting shall submit a written request to the Audit Committee. If the Audit Committee agrees to convene an Extraordinary Shareholders' Meeting, it shall send a notice of convening the Shareholders' Meeting within 5 days **after** receiving the request. Any changes to the original **request** in the notice shall be subject to the consent of the relevant shareholders. If the Audit Committee fails to issue a notice of the Shareholders' Meeting within the prescribed period, the Audit Committee will be deemed not to convene and preside over the Shareholders' Meeting. Shareholders who individually or jointly have held more than 10% of the Company's shares **(including preferred shares with restored voting rights, etc.)** for more than 90 consecutive days may convene and preside over the Meeting on their own.

The current articles of association	Revised articles of association
(5) The Company shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the board of directors and supervisory committee to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted from any payment payable to the directors and supervisors who are in default of their duties.	
Article 78 The supervisory committee or shareholders, if decided to convene a general meeting on their own, should inform the board of directors in writing form **and file record to the appointed organizations of China Securities Regulatory Commission where the Company domiciles and domestic** stock exchange(s). Before publication of announcement regarding resolutions of the general meeting, the number of shares held by shareholders convening for the meeting shall not be less than 10%. Shareholders convening the meeting should submit explanatory materials to **appointed organizations of China Securities Regulatory Commission where the Company domiciles and domestic** stock exchange(s) before publication of the announcement on notification and resolutions of the general meeting.	**Article 58** If the Audit Committee or the shareholder decides to convene the Shareholders' Meeting, it shall notify the Board of Directors in writing and file with the stock exchange at the same time. **The Audit Committee or** the convening shareholders shall submit relevant evidentiary materials to the stock exchange when **issuing** the notice of the Shareholders' Meeting and the announcement of the Shareholders' Meeting resolution Before the resolutions of the Shareholders' Meeting is announced, the shareholding ratio of the convening shareholders shall not be less than 10%.

The current articles of association	Revised articles of association
Article 80 In case the supervisory committee decides to convene a general meeting of shareholders on their own, the expenses for the meeting shall be borne by the Company.	**Article 60** The expenses necessary for the Shareholders' Meeting convened by the Audit Committee **or the shareholders** shall be borne by the Company.
New addition	**Section 5 Proposals and notices of the Shareholders' Meeting**
Article 82 **The proposal of shareholders' general meeting shall conform to the following conditions:** **(1) The contents of meeting shall not be in conflict with the provisions of laws or regulations, and shall be within the scope of Company business and the purpose and duties of such general meeting;** (2) Definite issues and detailed decision matters shall be discussed; (3) In compliance with the laws, administrative regulations and the relevant provision of these Articles of Association; **(4) It shall be submitted or sent to the board of directors in written form.**	**Article 61** **The contents of the proposal shall be within the range of functions and powers of the Shareholders' Meeting,** have clear issues and specific resolution matters **and** comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

The current articles of association	Revised articles of association
Article 81 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholder(s) individually and jointly holding more than **3%** of the Company's shares have the right to propose resolutions to the Company. Shareholders alone or combined holding more than **3%** of the shares in the Company can put forward proposals and submit to convener in writing 10 days before holding the shareholders' general meeting. **Regarding the proposal according to the provisions of Article 82,** the convener should within **two business days** after receipt of such proposal issue a supplemental notice of the general meeting specifying the matters of the ad hoc proposals. ……	**Article 62** If the Company holds a Shareholders' Meeting, the Board of Directors, the Audit Committee and shareholders who hold more than **1%** of the **Company's shares** (including preferred shares with restored voting rights, etc.) individually or jointly will have the right to submit proposals to the Company. Shareholders who individually or jointly hold more than **1%** of the Company's (including preferred shares with restored voting rights, etc.) shares may issue temporary proposals and submit to the conveners in written form 10 days ahead of holding the Shareholders' Meeting. The convener shall issue a supplementary notice to the Shareholders' Meeting within **2 days** after receiving the proposal, announce the content of the temporary proposal **and submit the temporary proposal to the Shareholders' Meeting for deliberation. However, temporary proposals that violate laws, administrative regulations or the provisions of the articles of association or are not within the function and power of the Shareholders' Meeting are excluded.** ……

The current articles of association	Revised articles of association
Article 73 A shareholders' annual general meeting shall be **convened by a written notice served on the shareholders registered as such in the register of shareholders 20 business days (excluding the date of holding the meeting) prior to the meeting specifying the matters to be considered and the time and place of the meeting.** **When the Company convenes an extraordinary general meeting, a written notice must be given no later than the longer of 10 business days or 15 days before the meeting (whichever is the older) prior to the meeting specifying the matters to be considered and the time and place of the meeting.**	**Article 63** The convener **will notify all shareholders by announcement 21 days before** the Annual General Meeting, **and the Extraordinary Shareholders' Meeting will be notified to all shareholders by announcement 15 days before the meeting.**
Article 85 **Notice of shareholders' general meeting shall be served on all shareholders (whether or not such shares carry the right to vote at the shareholders' general meeting) by personal delivery or by prepaid air mail at the address recorded in the register of shareholders. In respect of holders of domestic shares, notice of shareholders' general meeting may also be served by way of public announcement.**	

The current articles of association	Revised articles of association
The announcement referred to in the preceding paragraph shall be published prior to the date of the meeting in one or several newspapers designated by the securities supervisory authorities of the State Council. Once the announcement has been made, all holders of domestic shares shall be deemed to have received notice of the shareholders' meeting. The contents of such announcement written in Chinese and English shall be published as per the provisions of Article 271 of Articles of Association. **The Company shall send a notice to make any overseas listed foreign invested shareholder registered in Hong Kong exercise his rights or implement as per the noticed articles within enough time.**	

The current articles of association	Revised articles of association
Article 84 A notice of shareholders' general meeting shall satisfy the following requirements: (1) It shall be in writing; (2) It shall specify the place, the date and the time of the meeting; (3) It shall state the registering date of share right of the shareholders who attend the general meeting; (4) It shall record the names and telephone numbers of meeting affair contact persons; (5) It shall state the business to be transacted;	**Article 64** The notice of the Shareholders' Meeting shall include the following contents: (I) Date, place and duration of the meeting; (II) Matters and proposals submitted to the meeting for deliberation; (III) Description with clear words: all shareholders of ordinary shares are entitled to attend the Shareholders' Meeting and may appoint an agent in writing to attend and vote. The agent does not need to be a shareholder of the Company; (IV) Record date for shareholders entitled to attend the Shareholders' Meeting;

The current articles of association	Revised articles of association
(6) It shall provide the shareholders with all such information and explanations as are necessary for the making of an informed decision by the shareholders on the business to be transacted, which shall include the provision of concrete terms and contracts (if any) of the proposed transaction together with a detailed explanation of the causes and consequences thereof in the event the Company proposes a reorganization, including but not limited to, merger, repurchase of its shares, restructuring of share capital or other forms of reorganization; **(7) If any of the directors, supervisors, general managers and other senior managerial officers is materially interested in matters to be transacted, he shall disclose the nature and the extent of such interest; if the matters to be transacted have an effect on such directors, supervisors, general managers or senior managerial officers in the capacity of a shareholder which differs from other shareholders of the same class, such differences shall be specified;** **(8) It shall contain the full text of any special resolution proposed to be passed at the meeting;**	**(V) Name and phone number of the permanent contact person for the meeting;** **(VI) Voting time and voting procedures on the Internet or by other means.** **The notice of the Shareholders' Meeting and any supplementary notice shall fully and accurately disclose all the specific contents of all proposals.** **The start time for voting at the Shareholders' Meeting through the Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site Shareholders' Meeting and shall not be later than 9:30 a.m. on the day of the on-site Shareholders' Meeting. Its end time shall not be earlier than 3:00 p.m. on the day when the on-site Shareholders' Meeting ends.** The interval between the record date and the date of the meeting shall be not more than 7 working days. Once the record date is confirmed, it shall not be changed.

The current articles of association	Revised articles of association
(9) It shall expressly specify in writing that the shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more than one proxy to attend the meeting in his stead and to vote thereat and the proxy or proxies need not be a shareholder; **(10) It shall specify the time and place for the delivery of the relevant instrument for appointing proxy.** **(11) If a general meeting adopts voting by internet, the voting time and methods for voting by internet or other means should be clearly stated in the notice of the general meeting.** The period between the date of record and the date of the meeting shall be no more than seven working days. Once the date of record is confirmed, it may not be changed.	

The current articles of association	Revised articles of association
Article 87 General meeting will not be postponed or cancelled without **force majeure, accident or a proper reason** after dispatching the notice of general meeting. Propositions listed in the notice of general meeting shall not be cancelled. Should the meeting be postponed or cancelled, the convener of the meeting shall publish an announcement at least 2 working days before the meeting **and disclose the reasons and the postponed date. If the general meeting will be delayed, the date of registering the share rights shall not be altered.**	**Article 66** After the notice of the Shareholders' Meeting is issued, the Shareholders' Meeting shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of the Shareholders' Meeting shall not be cancelled. Once the meeting is delayed or cancelled, the convener shall make an announcement and explain the reasons at least 2 working days before the scheduled meeting date.

The current articles of association	Revised articles of association
New addition	**Section 6 Convening of the Shareholders' Meeting**
Article 90 All shareholders or their proxies who are named in the shareholders' register on the record date shall have the right to attend the shareholders' general meeting, and exercise their voting rights in accordance with the laws, regulations and these Articles of Association. Shareholders can attend the shareholders' general meeting in person, also they can appoint agents to attend and vote.	**Article 68** All **ordinary shareholders** or their agents who are registered on the record date are entitled to attend the Shareholders' Meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend the Shareholders' Meeting in person or entrust an agent to attend and vote on their behalf.
Article 95 Individual shareholders attending a general meeting in person shall produce their identity cards or other valid proof or evidence of their identities as well as **stock account cards** and, in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.	**Article 69** Individual shareholders attending the meeting in person shall present their ID cards or other valid documents or certificates that can identify their identity.; Shareholders who appoint others to attend the meeting shall present their valid identification documents and power of attorney of shareholders. As for corporate shareholders, the meeting shall be attended by the Legal Representative or the agent **or authorized representative** entrusted by the Legal Representative. Legal Representatives who attend the meeting shall present their ID cards and valid certificate that can prove their qualification as the Legal Representative; If the agent **or authorized representative** attends the meeting, such agent **or authorized representative** shall present its own ID card and a written power of attorney issued by the Legal Representative **or authorizer** of the legal person shareholder unit according to law.

The current articles of association	Revised articles of association
Where a shareholder is a legal entity, its legal representative or a proxy entrusted by such legal representative shall attend a general meeting. In case of attendance by legal representatives, they shall produce their identity cards, valid proof of their capacities as legal representatives and stock account cards of shareholders who are legal persons; in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and letters of authorization duly issued by such legal representatives.	**If the shareholder is an approved clearing house or its agent as defined by the Hong Kong Laws (hereinafter referred to as "approved clearing house"), such shareholder may authorize one or more persons whom it deems appropriate to act as its representative at any general meeting of shareholders or any Class Meeting; however, if more than one person is authorized, the authorization letter shall specify the number and type of shares involved in each of such persons' authorization. The person authorized in this way may exercise rights (including the right to speak and vote) on behalf of the recognized clearing house as if it were an individual shareholder of the Company.**
Article 92 The proxy form to appoint a proxy to attend any general meeting by a shareholder shall contain the following: **(1) Name of the proxy;** **(2) Indication of whether voting power is granted;** (3) **Instruction of voting "for", "against" or "abstain" for each resolution proposed at any general meeting;** (4) Date of signing the proxy form and the effective period for such appointment;	**Article 70** The power of attorney issued by a shareholder authorizing another person to attend the Shareholders' Meeting shall include the following content: **(I) Name or designation of the client as well as type and quantity of shares held in the Company;** **(II) Name or designation of the agent;** **(III) Specific instructions from shareholders, including instructions to vote in favor of, against or abstain from voting on each matter for deliberation listed on the agenda of the Shareholders' Meeting;**

The current articles of association	Revised articles of association
(5) Signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed. **The Company has the right to investigate the written proxy form, and has the right to deny or decline any written proxy form not in compliance with the provisions of these Articles and this Article.**	(IV) Date of issuance and valid period of the power of attorney; (V) Signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

The current articles of association	Revised articles of association
Article 93 **The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized.** The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting. **Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person and vote on the meeting. A legal person may execute a power of attorney by its duly authorized personnel.**	**Article 71** If **the proxy voting power** of attorney is signed by another person authorized by the principal, the authorization letter or other authorization documents authorized for signing shall be notarized. The notarized authorization letter or other authorization documents as well as the power of attorney for proxy voting shall be kept at the Company's domicile or other location specified in the notice of convening a meeting.

The current articles of association	Revised articles of association
Article 97 A registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of the attendees (or names of organizations), identity card numbers, **residential addresses**, the number of shares held or voting rights represented and names of the principals (or name of organizations).	**Article 72** The meeting register for attendees shall be prepared by the Company. The names (or entity names) and ID card numbers of participants present at the meeting, numbers of shares held or represented with voting rights and name (or entity name) of the principal shall be specified in the meeting register.
Article 99 When a shareholders' general meeting is convened, all the directors, supervisors and the secretary to the board of directors of the Company shall attend the meeting, and general manger and other senior management shall be present at such meeting.	**Article 74** **If the directors and senior executives are required by the Shareholders' Meeting to attend the meeting, they shall attend the meeting and accept the shareholder's inquiry.**
New addition	**Article 75** **The Shareholders' Meeting is presided over by the Chairman. If the Chairman cannot or refuses to fulfill its duties, the meeting shall be hosted by the Vice Chairman. If the Vice Chairman cannot or refuses to fulfill its duties, the meeting shall be hosted by a director elected by more than half of the directors.**

The current articles of association	Revised articles of association
	The Shareholders' Meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform its duties or fails to perform its duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting. **The Shareholders' Meeting convened by shareholders themselves shall be presided over by the convener or the representative elected by the convener.** **With the consent of more than half of the shareholders with voting rights attending the Shareholders' Meeting, the Shareholders' Meeting may elect one person to serve as the host of the meeting and continue the Meeting if the host of the Meeting violates the Articles of Association or the rules of procedure of the Shareholders' Meeting, making it impossible for the Shareholders' Meeting to continue when holding a Shareholders' Meeting.**

The current articles of association	Revised articles of association
Article 100 The board of directors of the Company shall formulate The Rules of Procedure for Shareholders' General Meetings, and specify in details the procedures for convening and voting at the shareholders' general meeting, including notice, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principle for the authorization granted to the board of directors by the shareholders' general meeting, and the authorization shall be clear and specific. The Rules of Procedure for Shareholders' General Meetings shall be appended to the Articles of Association. They shall be formulated by the board of directors and approved by the shareholders' general meeting.	**Article 76** The Company shall formulate rules of procedure for the Shareholders' Meeting and specify the procedures for convening, **holding** and voting at the Shareholders' Meeting in details, including notification, registration, deliberation of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of the meeting and their signatures, announcements as well as the principles of authorization of the Board of Directors by the Shareholders' Meeting. The authorization content shall be clear and specific. The rules of procedure for Shareholders' Meetings shall be an annex to the Articles of Association, drafted by the Board of Directors and approved by the Shareholders' Meeting.

The current articles of association	Revised articles of association
Article 133 **The shareholders' general meeting shall keep minutes of the resolutions passed at the meeting, and the chairman** and convener of the meeting shall ensure that the contents of such minutes are true, correct and complete. The directors, **supervisors,** secretary to the board of directors, convener or its representative and the **chairman** of the meeting shall sign on the minutes. Such minutes shall be maintained together with the signature book of the attending shareholders and proxy forms, and valid information on the voting through internet or other means for a period of at least 10 years.	**Article 80** The Shareholders' Meeting shall have minutes of the meeting that shall be in the charge of the Board Secretary.

The current articles of association	Revised articles of association
Minutes of a general meeting shall be kept by the secretary of the board of directors. The minutes shall state the following contents: (1) Time, venue and agenda of the meeting and names of the convener; (2) The name of the meeting **chairman** and the names of the directors, **supervisors and senior management attending or** present at the meeting; (3) The number of voting shares of shareholders and proxies attending the meeting **(including domestic shareholders and their proxies and holders of overseas listed foreign invested shares and their proxies)** and the percentages of their voting shares to the total share capital of the Company; **(4) The voting results of the shareholders present and their proxies on each proposal;** **(5) The key summary of speeches on each item for consideration;** **(6) The process of review and discussion on each item for consideration and voting result;** (7) Shareholders' questions, opinions or suggestions and corresponding **answers or explanations by the board of directors or the supervisory committee;** (8) Names of lawyers, vote counters and scrutinizers of the voting; Other matters considered by **the shareholders' general meeting** that should be recorded and those required by the Articles of Association to be contained in the minutes. **The minutes of the meeting together with the signature book of the shareholders attending the meeting and proxy forms shall be kept at the legal address of the Company.**	The minutes of the meeting shall record the following content: (I) Time, place and agenda of the meeting and name of the convener; (II) Name of the **host** of the meeting and the directors and senior executives attending the meeting as observers; (III) Number of shareholders and agents attending the meeting, total number of shares with voting rights held and proportion in the total number of shares of the Company. (IV) **Deliberation process, key points of the speech and voting results of each proposal;** (V) Shareholders' inquiries or suggestions and **corresponding answers or explanations;** (VI) Names of the lawyers, vote counters and scrutineers; (VII) Other contents that shall be included in the minutes of the meeting as stipulated in the Articles of Association. **Article 81** The convener shall ensure that the content of the minutes of the meeting is true, accurate, and complete. Directors, the Board Secretary, the convener or its representative and the host of the meeting who attend **or attend the meeting as observers** shall sign on the minutes of the meeting. The minutes of the meeting shall be preserved together with the signature book of the shareholders present at the meeting, the power of attorney for proxy attending and valid materials related to voting online or via other methods, with a preservation period of at least ten years.

The current articles of association	Revised articles of association
New addition	**Section 7 Voting and resolutions of the Shareholders' Meeting**
Article 105 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of a shareholders' general meeting shall be passed by more than one half of the votes cast by the shareholders present in person or by proxy at the shareholders' general meeting. A special resolution of a shareholders' general meeting shall be passed by more than two thirds of the votes cast by the shareholders present in person or by proxy at the shareholders' general meeting. **A shareholder (including his proxy) shall agree with, abstain or object to each matter required to be voted.**	**Article 83** The resolutions of the Shareholders' Meeting are divided into ordinary resolutions and special resolutions. The general resolution of the Shareholders' Meeting shall be passed by more than half of the voting rights held by the shareholders present at the Shareholders' Meeting. The special resolution of the Shareholders' Meeting shall be passed by more than two-thirds of the voting rights held by the shareholders attending the Shareholders' Meeting. **Shareholders as referred to in this Article includes shareholders who entrust agents to attend the Shareholders' Meeting.**
Article 126 The following matters shall be passed by ordinary resolution at a shareholders' general meeting: (1) The working reports of the board of directors and the supervisory committee; (2) Plans for profit distribution and for making up of losses prepared by the board of directors; (3) Appointment and removal of the members of the board of directors and the members of the supervisory committee and their remuneration and method of payment;	**Article 84** The following matters shall be passed **by** the Shareholders' Meeting through ordinary resolutions: (I) Work report of the Board of Directors; (II) Profit distribution plan and loss recovery plan drawn up by the Board of Directors; (III) **Appointment and dismissal** of members of the Board of Directors as well as their salaries and compensations and payment methods;

The current articles of association	Revised articles of association
(4) Annual budget, statement of final accounts, balance sheet, profit and loss statement and other financial statements of the Company; (5) Other matters except those required by law, administrative regulations or these Articles of Association of Association to be passed by special resolution at a shareholders' general meeting.	(IV) Other matters except for those that are required to be passed by special resolution as stipulated by laws, administrative regulations or the Articles of Association.
Article 127 The following matters shall be passed by special resolution at the shareholders' general meeting: **(1) An increase or reduction of the share capital of the Company, or issue of any class of shares, warrants and other similar securities;** **(2) An issue of debentures by the Company;** (3) The merger, division, dissolution and liquidation of the Company; (4) Amendments to these Articles of Association of Association; (5) **Changes or cancellation of class shareholders' rights;** (6) Any purchase or disposal of substantial assets made or guarantee provided by the Company within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited consolidated financial statements of the Company;	**Article 85** The following matters shall be passed by the Shareholders' Meeting through special resolutions: (I) **The Company increases or decreases the registered capital**; (II) Division, spin-off, merger, dissolution and liquidation of the Company; (III) Amendment of the Articles of Association; (IV) The Company purchases or sells major assets within one year or the amount of guarantee **provided to others exceeds** 30% of the Company's latest audited total assets; (V) Equity incentive plan; (VI) Other matters that are stipulated by laws, administrative regulations or the Articles of Association, **are recognized** by the Shareholders' Meeting as ordinary resolutions to have a significant impact on the Company and are needed to be approved through special resolutions.

The current articles of association	Revised articles of association
(7) The stock ownership incentive plan; (8) Other matters which are resolved by ordinary resolutions in shareholders' general meeting to be of material effect to the Company, which are to be passed by special resolutions.	
Article 110 Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting. The board of directors, independent directors and **qualified shareholders** may collect voting rights from shareholders. Shareholders' voting rights shall be solicited with sufficient disclosure of the concrete voting intention to the owner of the voting rights. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not set a minimum shareholding ratio threshold for soliciting the voting rights.	**Article 86** **Shareholders exercise their voting rights in accordance with the number of voting shares they represent, and each share has one vote.** When the major matters that affect the interests of small and medium-sized investors are deliberated at the Shareholders' Meeting, the votes for small and medium-sized investors shall be counted separately. The results of the separate voting shall be disclosed timely. The shares of the Company held by the Company itself have no voting rights, and such part of shares shall not be included in the total number of shares with voting rights of shareholders present at the Shareholders' Meeting.

The current articles of association	Revised articles of association
	If the shareholders buy the voting shares of the Company in violation of the provisions of Paragraph 1 and 2 of Article 63 of the *Securities Law*, the voting rights shall not be exercised against the shares exceeding the prescribed proportion within thirty six months after the purchase and they shall not be included in the total number of shares with voting rights of shareholders attending the Shareholders' Meeting. The Company's Board of Directors, independent directors, **shareholders holding more than 1% of the voting shares or an investor protection institution established in accordance with laws, administrative regulations or the provisions of China Securities Regulatory Commission** may openly solicit the voting rights of shareholders. When soliciting the voting rights of shareholders, they shall fully disclose the specific voting intentions and other information to the person being solicited. It is prohibited to solicit the voting rights of shareholders in a paid or disguised paid manner. **Except for the legal conditions,** the Company shall not impose a minimum shareholding ratio limit on the solicitation of voting rights. **Shareholders as referred to in Paragraph 1 of this Article includes shareholders who entrust agents to attend the Shareholders' Meeting.**

The current articles of association	Revised articles of association
Article 111 …… Where under special circumstances the related shareholders fail to avoid such matter, after permission being granted by the competent authorities, the Company may put the matter to vote according to normal procedures and explain in detail in the announcement on resolutions of the general meeting.	**Article 87** …… **If any shareholder is required to abstain from voting on any specific resolution or can only vote for or against any specific resolution pursuant to any applicable laws and regulations, any vote cast by such shareholder or on behalf of such shareholder in violation of such requirement or restriction will not be included into the voting rights.** **The procedures for the recusal and voting of related shareholders are as follows:** **(I) If the matters to be deliberated at the Shareholders' Meeting are related to a shareholder, the shareholder shall explain the relationship to the Company's Board of Directors before the Shareholders' Meeting is held and voluntarily apply for recusal;** **(II) When the matters related to related party transactions are deliberated at the Shareholders' Meeting, the host of the Meeting will announce the shareholders with associated relations as well as explain and clarify the associated relations between the related shareholder and the related party transaction;** **(III) When the related party transactions are voted at the Shareholders' Meeting, the related shareholders shall recuse themselves. The related party transactions shall be deliberated and voted by the non-related shareholders present at the Meeting;**

The current articles of association	Revised articles of association
	(IV) If a related shareholder fails to abstain from voting on related matters, the resolution related to such matters shall be invalid; **After the related shareholders recuse themselves, the other shareholders shall vote in light of the voting rights they hold and pass the corresponding resolutions pursuant to the provisions of the Articles of Association.**
Article 113 Without approval by way of special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, **general managers and other** senior management members whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person, save for special circumstances such as the Company is in a crisis.	**Article 88** Except for special circumstances (such as the Company being in crisis), without the approval of the Shareholders' Meeting through special resolutions, the Company will not enter into any contract with any person other than directors or senior executives that entrusts the management of all or important business of the Company to such person.
Article 114 The list of candidates for director and supervisor shall be proposed to the general meeting for voting. When electing more than two independent directors at the general meeting of shareholders of the company, it shall implement the cumulative voting system. When a single shareholder and its concerted actors hold an interest of 30% or more, **when voting on the election of two or more directors or supervisors**, **the general meeting may** implement accumulative voting system.	**Article 89** The list of director candidates shall be submitted to the Shareholders' Meeting for voting in the form of a proposal. **When the election of directors is voted at the Shareholders' Meeting, the cumulative voting system may be implemented based on the provisions of the Articles of Association or the resolution of the Shareholders' Meeting.**

The current articles of association	Revised articles of association
Accumulative voting system referred to in the preceding paragraph means a system whereby each share, in an election of **more than two** directors or supervisors at a general meeting, carries the number of voting rights equivalent to the number of the directors or supervisors to be elected, and a shareholder may concentrate his voting rights. **When voting on candidates of directors or supervisors, a shareholder may exercise all his voting rights towards one or more candidates of directors or supervisors, he may also distribute his votes separately to all candidates of directors or supervisors.** **The directors to be elected at the general meeting shall be determined based on the number of candidates and number of votes. Where the number of candidates is equal to the number of directors to be elected, such candidates shall have votes representing more than one-half of the total votes for the voting shares (based on the number of non-cumulative shares) held by shareholders (including their proxies) presented at the meeting. In case the number of candidates exceeds the number of directors for election, the candidate having more votes will be elected, but in no event the votes for the elected directors shall be less than one-half of the total votes for the voting shares (based on the number of non-cumulative shares) held by shareholders (including their proxies) presented at the meeting.**	If two or more independent directors are elected at the Shareholders' Meeting of the Company, the cumulative voting system shall be implemented. When the proportion of shares with rights and interests held by a single shareholder and its person acting in concert is 30% or more, the cumulative voting system shall be implemented. The cumulative voting system mentioned above refers to the fact that when the directors are elected at the Shareholders' Meeting, each share has the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders can be used in a centralized manner. **The Board of Directors shall announce the resumes and basic information of the candidate directors to shareholders.** **The methods and procedures for nominating directors are:** **(I) The Board of Directors and shareholders who hold more than 1% of the company's shares individually or jointly have the right to nominate non-independent directors. Non-independent director candidates shall make a written commitment before the Shareholders' Meeting is held for agreeing to accept the nomination (Employee Representative directors are excluded);** **(II) Employee Representative directors are democratically nominated and elected by the Company's employees through the congress of workers and staff, the general membership meeting or other forms;**

The current articles of association	Revised articles of association
The supervisors to be elected at the general meeting shall be determined based on the number of candidates and number of votes. Where the number of candidates is equal to the number of supervisors to be elected, such candidates shall have votes representing more than one-half of the total votes for the voting shares (based on the number of non-cumulative shares) held by shareholders (including their proxies) presented at the meeting. In case the number of candidates exceeds the number of supervisors for election, the candidate having more votes will be elected, but in no event the votes for the elected supervisors shall be less than one-half of the total votes for the voting shares (based on the number of non-cumulative shares) held by shareholders (including their proxies) presented at the meeting. The board of directors shall make announcement to the shareholders on the bibliographical profile of the candidates for directors and supervisors.	(III) The Board of Directors and shareholders who hold more than 1% of the Company's shares individually or jointly have the right to nominate independent directors. The investor protection institutions established in accordance with the law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf. The nominators shall not nominate persons with whom there is an interest relationship or other closely related persons who may influence the independent performance of duties as independent director candidates. The nominators of independent directors shall obtain the consent of the nominees before nomination. The nominators for independent directors shall fully understand the nominee's occupation, educational background, professional title, detailed work experience, all part-time jobs, whether there are any bad records (such as major dishonesty) and other circumstances that shall be disclosed in accordance with the Company's Articles of Association and express their opinions on their compliance with independence and other conditions for serving as an independent director. The nominees shall make a public statement regarding their compliance with independence and other conditions for serving as an independent director.

The current articles of association	Revised articles of association
Article 119 When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots. When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, voting results of which shall be recorded in the meeting minutes. **A shareholders** of listed companies or proxies thereof voting through the internet shall have the right to check their voting results via the corresponding voting system.	**Article 94** Before voting on proposals, two shareholder representatives shall be elected at the Shareholders' Meeting for the counting and scrutinizing of votes. If any matter to be deliberated has any **associated** relationship with any shareholder, relevant shareholder and its agent shall not participate in the vote counting and scrutinizing. At the time of voting on proposals at the Shareholders' Meeting, the counting and scrutinizing of votes shall be jointly conducted by the lawyers and shareholder representatives, the voting results shall be announced on the spot, and the results of the resolutions shall be recorded in the minutes of the meeting. The Company's shareholders or their agents who vote through the Internet **or other means** are entitled to check the voting results through the corresponding voting system.

The current articles of association	Revised articles of association
Article 120 **The starting time of voting for A shareholders through the internet in the general meeting shall be 9:15 am on the day when the general meeting will be held, and the latest time for such voting shall be 3:00 pm on the day when the general meeting is concluded.** A general meeting shall not conclude at the venue earlier than through the internet, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. Before the voting result is announced, the relevant parties including the **listed** company, counting officer, monitoring officer, **major** shareholders and internet service provider involved at the venue, through the internet or otherwise shall have the confidentiality obligation.	**Article 95** The end time of the Shareholders' Meeting on the spot shall not be earlier than that of the Shareholders' Meeting through the Internet **or other** means. The meeting host shall announce the voting status and results of each proposal and declare whether the proposal has been approved based on the voting results. Before the official announcement of the voting results, the companies, vote counters, scrutineers, shareholders, network service providers **and other relevant parties** involved in the site, network and other voting methods of Shareholders' Meeting have the obligation to keep the voting confidential.

The current articles of association	Revised articles of association
Article 121 A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".	**Article 96** Shareholders attending the Shareholders' Meeting shall express one of the following opinions on the proposals submitted for voting: Agree, oppose or abstain. **Except for the securities registration and settlement institution that is the nominal holder of the shares of the interconnection mechanism for transactions in the Chinese Mainland and Hong Kong stock markets and make a declaration according to the actual holder's intention.** Ballots that are not filled out, filled out incorrectly or illegible as well as uncast ballots shall be deemed as the waiver of their voting rights, and the voting result for the shares held shall be counted as "abstention".

The current articles of association	Revised articles of association
Article 131 If the **chairman** of the meeting has any doubt as to the result of voting on any resolution, he may have the **votes counted**. If the chairman of the meeting does not make a count of such votes, any shareholder present in person or by proxy at the meeting who disputes the result announced by the **chairman** of the meeting shall be entitled to request a count of the votes immediately after the declaration of the result and the **chairman** of the meeting shall **forthwith proceed** with such counting.	**Article 97** If the meeting **host** has any doubts regarding the results of the proposed resolutions, they may **organize a counting of ballot**; if the meeting **host** does not conduct counting of ballot, shareholders or their agents attending the meeting who have objections to the results announced by the meeting **host** shall have the right to immediately request a counting of ballot after the announcement of **the voting results**, and the meeting **host shall promptly organize** the counting of ballot.

The current articles of association	Revised articles of association
New addition	**Chapter V Directors and Board of Directors**
New addition	**Section I General provisions for directors**
New addition	**Article 102** **A natural person who is a director of the Company shall not serve as a director of the Company under any of the following circumstances:** **(I) Lack the capacity for civil conduct or limited capacity for civil conduct;** **(II) The person has been sentenced to criminal punishment for embezzlement, bribery, misappropriation of property, diversion of property or disruption of the socialist market economic order, or has been deprived of the political rights for a crime and the period of execution has not exceeded five years or less than two years have passed since the expiration of the probation period if he/she has been pronounced on probation.** **(III) Less than three years have passed since the completion date of the bankruptcy liquidation of the company or enterprise in case of serving as a director, factory manager or manager of the company or enterprise undergoing bankruptcy liquidation and bearing personal responsibility for the bankruptcy of the company or enterprise;**

The current articles of association	Revised articles of association
	(IV) Less than three years have passed since the company or enterprise had its business license revoked or was ordered to close down when serving as the Legal Representative of a company or enterprise whose business license has been revoked due to violation of law and which is ordered to close down and bearing personal responsibility; **(V) The individual is listed by the People's Court as dishonest judgment defaulter subject to enforcement because of owing a relatively large amount of debt that has not been settled upon maturity;** **(VI) The person has been subject to securities market entry bans by China Securities Regulatory Commission and the ban period has not yet expired;** **(VII) The person has been publicly identified by the stock exchange to be unfit to serve as directors, senior executives, etc. of listed companies, with terms having not yet expired;** **(VIII) Other contents stipulated in laws, administrative regulations and departmental rules.** **If directors are elected or appointed in violation of the provisions of this Article, such election, appointment or hiring shall be invalid. If the director falls under the circumstances stipulated in this Article during the tenure, the Company will remove him from office and suspend his performance of duties.**

The current articles of association	Revised articles of association
Article 144 Directors shall be elected or replaced at shareholders' general meeting, and could be dismissed by general meetings before the expiry of his or her term of office. **The term of office for directors shall be three years. Upon the expiry of the term of office, a director shall be eligible for re-election and re-appointment. However, independent directors may only remain in offer for a maximum of six consecutive years.** The independent director who has consecutively served for at least 6 years shall not be nominated as a candidate for independent director of the company within 36 months from the date of this fact. **When the term of office of any Director is expired, in the event that the new Director is not elected in time, the incumbent Director shall continue to perform Director's duties in accordance with the relevant laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the Company's shares are listed and the Articles of Association until the new Director elected assumes office.**	**Article 103** Directors shall be elected or replaced by the Shareholders' Meeting and may be removed from office by the Shareholders' Meeting before the expiration of their term of office. The term of office of a director shall be three years. When the term of office expires, the re-election will be allowed. **The term of office for directors shall be calculated from the date of their assumption of office until the term of office of the Board of Directors has expired.** In case of failure in re-election in time when the term of office of directors expires, before the newly elected director takes office, the original directors shall still perform the duties of a director pursuant to laws, administrative regulations, departmental rules, securities regulatory rules of the place where the company's shares are listed and the provisions of the Articles of Association.

The current articles of association	Revised articles of association
The Board of Directors, Board of Supervisors or shareholders individually or jointly holding more than 3% of the company's shares shall be entitled to nominate candidates for non-independent directors. The Board of Directors, Board of Supervisors or shareholders individually or jointly holding more than 1% of the company's shares shall be entitled to nominate candidates for independent directors. An investor protection agency established by laws may publicly request shareholders to entrust it with the exercise of the right to nominate independent directors on their behalf. **The period during which a written notice of intention to propose a person for election as director and a written notice by that person of his willingness to be elected are to be given to the Company shall be at least 7 days, such period shall commence on the day after the date when the notice of the general meeting convened for such election is dispatched and end no later than 7 days prior to the date of such meeting.**	**Directors may be concurrently acting as senior executives, but directors who are concurrently senior executives and directors who are Employee Representatives shall not exceed half of the total number of directors of the Company.** **There shall be one Employee Representative of the Company among the members of the Board of Directors. The Employee Representatives in the Board of Directors are democratically elected by the Company's employees through the congress of workers and staff, general membership meeting or other forms, without need to be submitted to the Shareholders' Meeting for deliberation.**

The current articles of association	Revised articles of association
The chairman and vice chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman and vice chairman shall be 3 years and they shall be eligible for re-election and re-appointment. **Subject to relevant laws and administrative regulations, the Company in shareholders' meeting shall have the power by ordinary resolution to remove any director (including the managing director or other executive directors) before the expiration of his term of office (but without prejudice to any claim for damages under any contract).** **The senior managers of the controlling entity (chairman, vice chairman, executive directors) can also hold the positions of chairman, vice chairman or executive director, but the number shall not exceed two.** **An external director shall have enough time and necessary knowledge or skills to exercise his duties. During the exercising of his duties, the Company shall provide the necessary information for this external director. Any independent director can directly report to the shareholders' general meeting, the security supervisory authorities of the State Council and other relevant departments.** **Directors need not hold any shares of the Company.**	

The current articles of association	Revised articles of association
New addition	**Article 104** **Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association, have a duty of loyalty to the Company and take measures to avoid conflicts between their own interests and those of the Company and shall not use their positions to seek improper benefits.** **Directors have the following duties of loyalty to the Company:** **(I) Do not embezzle the Company's property or misappropriate the Company's funds;** **(II) Do not deposit the Company funds into personal accounts or accounts opened in the name of other individuals;** **(III) Do not use own position to offer bribes or accept other illegal income;** **(IV) Do not directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the Board of Directors or the Shareholders' Meeting and approval by the Board of Directors or the Shareholders' Meeting as per the provisions of the Articles of Association;**

The current articles of association	Revised articles of association
	(V) Do not take advantage of the position to seek business opportunities belonging to the Company for oneself or others, except for reporting to the Board of Directors or the Shareholders' Meeting and being approved by the Shareholders' Meeting resolution or the Company failing to take advantage of the business opportunity pursuant to laws, administrative regulations or the provisions of the Articles of Association; **(VI) Do not engage in business of the same nature as that of the Company on their own or for others without reporting to the Board of Directors or the Shareholders' Meeting or being passed by the resolution of the Shareholders' Meeting;** **(VII) Do not accept the commissions from transactions between others and the Company for own use;** **(VIII) Do not disclose the secrets of the Company;** **(IX) Do not take advantage of its associated relation to damage the interests of the Company;** **(X) Other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.**

The current articles of association	Revised articles of association
	The income obtained by directors in violation of this provision shall belong to the Company; In case of causing losses to the Company, the liability for compensation shall be born. **The provisions of Subparagraph (4), Paragraph 2 of this Article shall apply to the conclusion of contracts or transactions with the Company by near relatives of the directors or senior executives, enterprises directly or indirectly controlled by the directors or senior executives or their near relatives as well as affiliated persons who have other affiliated relationships with directors and senior executives.**
New addition	**Article 105** **Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association and be diligent to the Company. When performing their duties, they shall exercise the reasonable care that a manager usually has for the best interests of the Company.**

The current articles of association	Revised articles of association
	Directors have the following duties of diligence to the Company: **(I) The directors shall cautiously, conscientiously and diligently exercise the rights granted by the Company to ensure that commercial activities of the Company meet requirements of national laws, administrative regulations and all economic policies of the state and commercial activities do not exceed the business scope stipulated in the business license;** **(II) The directors shall treat all shareholders fairly;** **(III) The directors shall learn about the business operation and management status of the Company in time;** **(IV) The directors shall sign a written confirmation opinion on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate and complete.** **(V) Truthfully provide relevant information and materials to the Audit Committee and do not obstruct the Audit Committee from exercising official powers;** **(VI) Other duties of diligence prescribed by laws, administrative regulations, departmental rules and the Articles of Association.**

The current articles of association	Revised articles of association
Article 159 If a director fails to attend meeting in person nor authorize another director to attend on his behalf for two consecutive times, he shall be deemed as not performing his duties, and the board of directors shall propose to the general meeting for replacement. **If an independent director fails to attend the Board Meeting in person for two consecutive times and does not entrust other independent director to attend on his/her behalf, the Board of Directors shall propose to convene a Shareholders' Meeting to dismiss the independent director within thirty days after the occurrence of such facts.**	**Article 106** If the director fails to attend the Board Meeting twice successively or fails to entrust other directors to attend the Board Meeting, the director will be regarded to be unable to perform the duties. The Board of Directors shall recommend the Shareholders' Meeting to replace the director.

The current articles of association	Revised articles of association
Article 160 A director may **resign** before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the Board. The director shall submit a written resignation report to the board of directors for resignation and **independent director state all status that are related to the resignation and are necessary to draw attentions of company shareholders and creditors. The Company shall disclose the reasons for the resignation of the independent director and matters of concern.**	**Article 107** The director may resign before the expiration of its term of office. When a director resigns, it shall submit a written resignation report to the Company. **The resignation will take effect on the date when the Company receives the resignation report, and the Company will disclose the relevant situation within 2 trading days.** If the resignation of a director causes the number of **members** in the Board of Directors of the Company is less than the statutory minimum quorum, the former director shall still perform the duties of a director in accordance with regulations of laws, administrative regulations, departmental rules and the Articles of Association before the newly elected director takes office.

The current articles of association	Revised articles of association
Before the expiration of the term of office of an independent director, the Company may remove him from office in accordance with legal procedures. In the event that an independent director is removed in advance, the Company shall timely disclose the specific reasons and basis. The Company shall timely disclose any objection of the independent director, if any. **Independent directors who do not meet the qualifications or independence requirements for being a director of a listed company as stipulated in laws and regulations shall immediately cease to perform their duties and resign from their positions. If the independent director fails to resign from his/her post, the Board of Directors shall immediately remove him/her from/her his post according to the provisions when it becomes aware or shall become aware of the occurrence of such fact.** **If the independent director resigns or is removed from his post due to the circumstances specified in the preceding paragraph, resulting in the proportion of independent directors in the Board of Directors or its special committees inconsistent with the provisions of these laws and regulations or the Articles of Association, or the absence of accounting professionals among the independent directors, the company shall complete the by-election within sixty days from the occurrence of the aforesaid facts.**	

The current articles of association	Revised articles of association
If the member of directors falls below the minimum statutory requirement due to a director's resignation, **or in the event that the proportion of independent directors on the Board of Directors of the Company or its specialized committees does not comply with the laws and regulations or the provisions of the Articles of Association due to the resignation of an independent director, or in the event that there is no accounting professional among the independent directors,** the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors. **Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the board.**	

The current articles of association	Revised articles of association
New addition	**Article 108** **The Company has established the director resignation management system, clarifying the safeguard measures for accountability and compensation for unfulfilled public commitments and other unaccomplished matters. When the director's resignation takes effect or its term of office expires, it shall complete all handover procedures to the Board of Directors, and its duty of loyalty to the Company and shareholders shall remain valid for twelve months after the director's resignation takes effect or its term of office expires. Its obligation to keep confidential the Company's trade secrets (such as core technologies) remains valid until such trade secrets become public information, and it shall not use the Company's core technologies it possesses to engage in the same or similar business as the Company. The responsibilities that directors shall bear due to performance of duties during their tenure shall not be relieved or terminated upon their resignation.**

The current articles of association	Revised articles of association
New addition	**Article 109** **The Shareholders' Meeting may resolve to dismiss the director, and the dismissal shall take effect on the date when the resolution is made.** **If the director is dismissed before the expiration without justifiable reasons, the director may request compensation from the Company.**
New addition	**Article 110** **No director may act on behalf of the Company or the Board of Directors in its personal capacity without the provisions of the Articles of Association or legal authorization from the Board of Directors. When a director acts in a personal capacity, the director shall declare its position and identity in advance when a third party reasonably believes that the director is acting on behalf of the Company or the Board of Directors.**

The current articles of association	Revised articles of association
New addition	**Section 2 Board of Directors**
Article 143 The Company shall have a board of directors. The board of directors shall comprise nine directors. The board of directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be elected by over half of the total number of directors. **The board of directors shall be independent of the controlling entity (which refers hereinafter to the controlling shareholder of the Company which is a company or business enterprise having legal person status).** **The board of directors shall have at least half of external directors (which refers hereinafter to directors not working in the Company), and independent directors shall comprise at least one-third of all directors (which refers hereinafter to directors independent of the Company's shareholders and not working in the Company). At least one of the independent non-executive directors must have accounting management expertise.**	**Article 112** The Company has a Board of Directors which consists of nine directors, including one Chairman, one Vice Chairman and one Employee **Representative director**. The Chairman and Vice Chairman shall be elected by the Board of Directors upon the approval by more than half of all directors.

The current articles of association	Revised articles of association
Article 145 The board of directors shall be **accountable to the shareholders' general meeting** and shall have the following duties and powers: (1) **To be responsible** for convening shareholders' meeting and to report its work to the shareholders' meeting; (2) To implement the resolutions passed at the shareholders' general meeting; (3) To determine the business plans and investment proposals of the Company; (4) **To prepare the annual financial budget and final accounts of the Company;** (5) To prepare the plans for profit distribution and plans for making up losses of the Company; (6) **To prepare proposals** for the increase or reduction of the registered capital of the Company and proposals for the issue of debentures of the **Company**; (7) To propose plans for the Company's major acquisitions, the purchase of the Company's stocks or the merger, division or dissolution, change of form of the Company;	**Article 113** The Board of Directors shall exercise the following functions and powers: (I) Convene the Shareholders' Meeting to report the work to the Shareholders' Meeting; (II) Implement the resolutions of the Shareholders' Meeting; (III) Determine the Company's business plans and investment plans; (IV) Formulate the Company's profit distribution scheme and loss recovery scheme; (V) Formulate schemes for the Company to increase or decrease registered capital and issue bonds, **or other securities and listing schemes**; (VI) Draw up schemes for important acquisition of the Company, acquisition of company shares, mergers and acquisition, division, dissolution and change of corporation form; (VII) Determine such matters as foreign investment, acquisition and selling of assets, asset mortgage, external guarantee, entrusted wealth management, related party transaction **and external donations** of the Company within the scope of authorization of the Shareholders' Meeting;

The current articles of association	Revised articles of association
(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, and connected transactions; (9) To determine the establishment of the Company's internal management organization; (10) To appoint or dismiss the general manager of the Company, secretary to the board of directors; appoint or dismiss members of the senior management including the Company's senior managerial officers such as deputy managers and financial controller according to the nomination of the general manager, and determine matters in relation to their remunerations and sanctions; **and to appoint, replace or nominate shareholders' representatives, directors and supervisors of controlled subsidiaries and investee subsidiaries;** (11) To formulate proposals for amendment of the Articles of Association of the Company; (12) To formulate the basic management system of the Company;	(VIII) Decide the establishment of the Company's internal management institutions; (IX) **Decide** the appointment or dismissal of the manager, the Board Secretary **and other senior executives** of the Company **as well as their remuneration matters and rewards and punishments; decide** on the appointment or dismissal of senior executives (such as Deputy Manager and Financial Director) of the Company based on the nomination of the manager and determine their remuneration and rewards and punishments; (X) Formulate the basic management system of the Company; (XI) Formulate the revision scheme of the Articles of Association; (XII) Manage information disclosure matters of the Company;

The current articles of association	Revised articles of association
(13) To manage the disclosure of information of the Company; (14) **Subject to compliance with the relevant laws, regulations and these Articles of Association, to exercise the Company's financing and borrowing rights and determine on the charging, leasing, contracting or transfer of the Company's material assets, and authorize the general manager and deputy general managers to exercise such rights to a certain extent;** (15) To seek the shareholders' approval in the general meeting for the appointment or change of the accounting firm for the Company's audit; (16) To consider and review the working report and the work of the president general manager of the Company; **(17) Decide to repurchase of the Company's share(s) under the circumstances stated in clauses (3), (5) and (6) of Article 35 of these Articles;** (18) To perform other duties and exercise other powers which are set out in laws, administrative regulations, departmental rules or the Articles of Association.	(XIII) Request the Shareholders' Meeting to engage or replace the accounting firm for the Company's audit; (XIV) Review the Company manager's work report and check the work; (XV) Other functions and powers granted by laws, administrative regulations, departmental rules, the Articles of Association or **the Shareholders' Meeting**. **Matters beyond the scope authorized by the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for deliberation.**

The current articles of association	Revised articles of association
Resolutions by the board of directors on matters referred to in the preceding paragraphs may be passed by the affirmative votes of more than half of all directors with the exception of resolutions on matters referred to in clauses (6), (7) and (11) which shall be passed by more than two-thirds of all directors. The resolutions made by the board of directors under clause (17) of these Articles shall require more than two-thirds of directors present. **Related party transactions that should be disclosed shall be submitted to the Board of directors for deliberation after a special meeting of independent directors.**	
Article 147 The board of directors shall formulate the rules of procedure for meetings of the Board to ensure the implementation by the Board of the resolutions of general meeting, to improve efficiency and to have scientific decision-making.	**Article 115** The Board of Directors shall formulate its rules of procedure to ensure that the Board of Directors implements the resolutions of the Shareholders' Meeting, enhance work efficiency and ensure scientific decision-making. **The rules of procedure for the Board of Directors stipulate the convening and voting procedures of the Board Meeting and shall be attached as an annex to the Articles of Association, drafted by the Board of Directors and approved by the Shareholders' Meeting.**

The current articles of association	Revised articles of association
Article 148 The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.	**Article 116** The Board of Directors shall determine the permissions of foreign investment, assets acquisition and disposal, mortgage of assets, external guarantees, entrusted wealth management, related party transaction and **external donations** and establish strict censorship and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and submitted to the Shareholders' Meeting for approval. **(I) If the transaction of the Company (except for providing the guarantee and financial assistance) meets any of the following standards, it shall be submitted to the Board of Directors for deliberation:** **1. The total assets (higher of the book value and appraised value exist at the same time, the higher shall prevail) involved in transaction accounts for more than 10% of the audited total assets of the Company in the latest period;** **2. The net assets involved in the transaction object (such as equity) (higher of the book value and appraised value, the higher shall prevail) account for more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million;**

The current articles of association	Revised articles of association
	3. The relevant operation revenue of the transaction object (such as equity) in the latest accounting year accounts for over 10% of the Company's audited operation revenue for the most recent accounting year and the absolute amount exceeds RMB10 million; **4. The net profit of the transaction object (such as equity) in the latest accounting year accounts for over 10% of the Company's audited net profit for the most recent accounting year and the absolute amount exceeds RMB1 million;** **5. The transaction amount (including assumed debts and expenses) accounts for more than 10% of the Company's latest audited net assets and the absolute amount exceeds RMB10 million;** **6. The transaction profits account for more than 10% of the Company's audited net profit for the most recent accounting year and the absolute amount exceeds RMB1 million.**

The current articles of association	Revised articles of association
	Except as provided for in Article 50 and Paragraph 4 of Article 116 of these Articles of Association, if any transaction of a listed company meets any of the following standards, it shall be disclosed in a timely manner and submitted to the shareholders' meeting for review after being approved by the board of directors: **1. Where the total assets involved in the transaction account for more than 50% of the total assets of the listed company as audited in the latest period, and the total assets involved in the transaction have both book value and appraised value, the higher one shall be adopted.** **2. If the net assets involved in the transaction subject (such as equity) account for more than 50% of the latest audited net assets of the listed company and the absolute amount exceeds RMB50 million, and the net assets involved in the transaction have both book value and appraised value, the higher one shall be adopted.** **3. The revenue related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited revenue of the listed company in the most recent accounting year, and the absolute amount exceeds RMB50 million.**

The current articles of association	Revised articles of association
	4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the listed company in the most recent accounting year, and the absolute amount exceeds RMB5 million. **5. The transaction amount (including debts and expenses assumed) of the listed company accounts for more than 50% of the company's latest audited net assets, and the absolute amount exceeds RMB50 million.** **6. The profits generated from the transaction account for more than 50% of the audited net profit of the listed company in the most recent accounting year, and the absolute amount exceeds RMB5 million.**

The current articles of association	Revised articles of association
	If the data involved in the above index calculation is negative, take the absolute value in the calculation. For similar transactions related to the transaction subject that occur by the company within twelve months, the provisions of the preceding paragraph shall be applied in accordance with the principle of cumulative calculation. Those who have fulfilled the relevant obligations as prescribed in the preceding paragraph shall no longer be included in the cumulative calculation scope. Transactions where the company unilaterally gains benefits, including receiving cash assets as gifts and obtaining debt relief, etc., may be exempted from going through the shareholders' meeting review procedures as stipulated in this paragraph. If the transactions of the Company only reach the standards for shareholders' meeting review as stipulated in Article 4 or Article 6 of the preceding paragraph and the absolute value of the Company's earnings per share in the most recent accounting year is less than RMB0.05, the Company may also be exempted from going through the shareholders' meeting review procedures. **(II) Providing guarantees: Other external guarantee matters other than those stipulated in Article 50.**

The current articles of association	Revised articles of association
	(III) Related party transaction (except for providing guarantees): **1. Transactions with related natural persons with a transaction amount exceeding RMB0.3 million;** **2. Transactions with related legal persons (or other organizations) whose transaction amount exceeds RMB3 million and accounts for 0.5% of the absolute value of the Company's latest audited net assets.** **For related-party transactions between the company and related parties, if the transaction amount exceeds RMB30 million and accounts for more than 5% of the absolute value of the Company's latest audited net assets, after being reviewed and approved by the board of directors, they should also be submitted to the shareholders' meeting for review.** **(IV) Providing financial assistance:**

The current articles of association	Revised articles of association
	All matters concerning the provision of financial assistance shall be deliberated by the Board of Directors. In addition to being approved by more than half of all directors, they shall also be deliberated and approved by more than two-thirds of the directors present at the Board Meeting, with a resolution made. The financial assistance shall be submitted to the Shareholders' Meeting for deliberation after being approved by the Board of Directors it if it falls under one of the following circumstances: **1. The amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;** **2. The latest financial statement data of the funded object shows that the asset-liability ratio exceeds 70%;** **3. The cumulative amount of financial assistance within the last twelve months exceeds 10% of the Company's latest audited net assets;** **4. Other circumstances stipulated in the securities regulatory rules of the place where the Company's shares are listed or in the Articles of Association.** **If the Company provides financial assistance to a subsidiary within the scope of its consolidated financial statements with a shareholding ratio exceeding 50% and the other shareholders of such holding subsidiary do not include the Company's controlling shareholder, actual controller or their related parties, the provisions of the preceding two paragraphs may be exempted.**

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 150
The chairman of the board of directors shall exercise the following powers:
(1) To preside over the shareholders' general meetings and to convene and preside over the meetings of the board of directors;
(2) To review the implementation of the resolutions of the board of directors;
(3) To sign share certificates and debentures of the Company;
(4) To sign important documents of director board and other documents signed by Company's legal representative;
(5) To exercise the duties and rights on behalf of legal representative;
(6) In the event of emergency situations such as the occurrence of large-scale natural disasters, to take special steps in handling the Company's business according to the laws and the Company's interest; and to report to the Company's board of directors and shareholders' general meeting afterwards;
(7) Other powers conferred by the board of directors.
……</td><td>Article 117
The Chairman shall exercise the following functions and powers:
(I) Host the Shareholders' Meeting and convene and preside over the Board Meeting;
(II) Supervise and inspect the implementation of resolutions of the Board of Directors;
(III) Other functions and powers conferred by the Board of Directors.</td></tr>
</table>

The current articles of association	Revised articles of association
Article 150 …… Where the chairman of the board of directors is unable to perform his duties, the vice-chairman designated by the chairman shall **perform the duties on his behalf.** Where the vice-chairman is unable to or does not perform the duty, a director nominated by **more than half of** the directors shall perform the duty.	**Article 118** **The Vice Chairman of the Company shall assist the Chairman in the work.** If the Chairman is unable or fails to perform the duties, the Vice Chairman shall **perform** his duties; If the Vice Chairman fails to or does not perform duties, a director shall be jointly elected by **more than half** of the directors to perform his duties.
Article 152 Meetings of the board of directors shall be held at least four times a year and shall be convened by the chairman of the board of directors and notice of meeting shall be served on all directors 10 days prior to the meeting. ……	**Article 119** The Board of Directors shall hold at least four regular meetings each year that are convened by the Chairman. All directors shall be notified **in writing** 10 days before **each meeting** is held.

The current articles of association	Revised articles of association
Article 152 …… **In case of the following conditions**, the chairman of the board of directors **shall** hold a provisional board meeting within **five days** after proposal is: **(1) Jointly proposed by at least one third of the directors;** **(2) Proposed by the supervisory committee;** **(3) Proposed by at least one tenth of shareholders with voting right;** **(4) Proposed by at least half of the independent directors;** **(5) Proposed by the general manager.** **The reasonable expenses of directors attending the meeting of directors shall be paid by the Company. These expenses include the travelling expenses from the places of directors to place of meeting (if the place of director is different from the place of meeting), accommodation during the meeting period, rental of the venue and travelling expenses to and from the venue.**	**Article 120** **Shareholders representing one tenth of the voting rights, one third of the directors or the Audit Committee may propose to convene an Interim Board Meeting**. The Chairman **shall** convene and preside over the Interim Board Meeting **within 10 days** after receiving the proposal.

The current articles of association	Revised articles of association
Article 154 **The board meeting and provisional board meeting shall be notified in the following manner:** **(1) If the time and place of the regular meetings of the board of directors have been fixed by the board of directors in advance, no notice to convene the same has to be given.** **(2) If the time and place of the board meeting has not been fixed in advance by the board of directors, the chairman shall notify the directors of the time and place of the meeting of the board of directors not less than 10 days before the meeting by way of telex, telegram, facsimile, express courier or registered mail or by hand.** **(3) In case of holding the board meeting in emergency, the chairman shall order the secretary to the board to notify all the directors and supervisors of the time and place of the extraordinary meeting of the board of directors not less than 5 days before the meeting by way of telex, telegram, facsimile, express courier or registered mail or by hand. For emergency where a provisional board meeting shall be held as soon as possible, notice of board meeting can be made through telephone or other verbal means, but the convener shall elaborate on it at the board meeting.** **(4) Notices shall be written in Chinese and if necessary can attach an English copy. Such notices shall include the agenda of the meeting. Any director may waive the right to receive notices of board meetings.**	**Article 121** **The notification method of convening an Interim Board Meeting by the Board of Directors shall be: personal service, telephone, fax, e-mail, text message, WeChat and other recordable methods or other written forms. All directors shall be notified 5 days before the meeting. In case of an emergency, with the unanimous consent of all directors, the convening of an Extraordinary Board Meeting may not be subject to the aforementioned notice time limit, but it shall be recorded in the minutes of Board Meeting and signed by all directors attending the meeting.** **The first meeting of the Board of Directors after the change of term may be held on the day of the change of term. The time of holding the meeting is not subject to the restrictions of the method and time of notification stipulated in Paragraph 1.**

The current articles of association	Revised articles of association
Article 157 Meetings of the board of directors shall only be held if **half or more of** the directors are present at the meeting **(including the directors assigned as per Article 158 of the Articles of Association).** **Each director shall have one vote. Unless stated in the Articles of Association,** the resolutions of the board of directors shall be passed by more than half of the directors. **If more than one fourth of the directors or two external directors think that the information of matters discussed is not sufficient or provided with unclear proofs, such part of the matters for discussion can be postponed or delayed under joint proposal to the board of directors, and the board of directors shall accept this proposal.** ……	**Article 123** The Board Meeting shall be held only when **more than half of the directors** are present. The resolution made by the Board of Directors must be passed by more than half of all directors. **The "one vote for one person" shall be implemented for the voting of resolution of the Board of Directors.**

The current articles of association	Revised articles of association
Article 157 …… **When any director or his associate has interest in a matter to be resolved by the directors, such director shall not participate in the discussion and abstain from voting. In counting the quorum for attending the board meeting, such director shall not be counted.** Resolutions of the board meeting shall be passed by more than half of the uninterested directors. In case there were less than three uninterested directors attending the meeting, such matter shall then be put forth to the shareholders' general meeting for consideration.	**Article 124** **If the directo**r **has an associated relation with an enterprise or individual involved in** the matters resolved at the Board Meeting, **such director shall promptly submit a written report to the Board of Directors. Directors with an associated relation shall not exercise the right to vote on the resolution or exercise the right to vote on behalf of other directors. The Board Meeting can be held with the attendance of more than half of the unassociated directors,** and resolutions made at the Board Meeting shall be passed by more than half of the **unassociated directors.** If the number of directors **without associated** relations attending the Board Meeting is less than three, the matter shall be submitted to the Shareholders' Meeting for deliberation.
Article 156 **The meeting of directors or provisional meeting can be held by telephone or similar communicating equipment. So long as the directors attending the meeting can hear the speech of other directors and communicate with each other, all the directors attending the meeting shall be recognized that they have attended the meeting themselves.**	**Article 125** **The board of directors shall hold meetings by appropriate means (such as on-site holding, electronic communication or combination of on-site holding and communication). The voting on resolutions shall be conducted by the disclosed ballot.**

The current articles of association	Revised articles of association
Article 158 Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing director. **If the director is unable to attend the board meeting, he shall not transfer his voting rights, and he can authorize any other director to attend on behalf of him in writing, but he shall undertake the legal responsibilities independently.** **The independent directors shall attend the meetings of the Board of Directors in person. If an independent director cannot attend the meeting in person for certain reasons, he/she shall read the meeting materials in advance, form clear opinions and entrust other independent director to attend the meeting on his/her behalf in writing.** A director appointed to attend the meeting on behalf of another director shall exercise the rights of a director within his scope of authority. If a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his rights to vote at that meeting.	**Article 126** All the directors shall attend the Board Meeting in person; If the director is unable to attend for some reason, it may entrust other director in writing to attend the meeting. The power of attorney shall specify the name of the agent, the matters to be handled, the scope of authorization and the valid period and be signed or sealed by the principal. The directors who attend meetings on behalf of others shall exercise their rights within the scope of authorization. If the directors don not attend the Board Meeting or entrust representatives to attend, they shall be deemed to have waived their voting rights at the meeting.

The current articles of association	Revised articles of association
Article 165 The board of directors shall cause the matters resolved at the meeting to be recorded in the minutes of the meeting. The directors present at the meeting and the person recording the minutes shall sign on such minutes. **The opinions of independent directors shall be specified in the board resolution. If an independent director votes against or abstains from voting on a proposal of the Board of Directors, he shall state the specific reasons and basis, the legal compliance of the matters involved in the proposal, possible risks, and the impact on the rights and interests of the listed company and minority shareholders. While disclosing the resolutions of the Board of Directors, the Company shall also disclose the dissenting opinions of the independent directors, and set them out in the resolutions of the Board of Directors and the meeting minutes. The directors are liable for the resolutions passed at the meeting of the board of directors. If**	**Article 127** The Board of Directors shall make minutes of the meeting for the resolutions of matters to be discussed and the directors present at the meeting shall sign on the minutes of the meeting. The minutes of Board Meeting will be preserved as Company files, with a storage life not less than ten years.

The current articles of association	Revised articles of association
a resolution of the board of directors contravenes the laws, administrative regulations or these Articles of Association of Association as a result of which the Company sustains substantial losses, the directors participating in the passing of such resolutions shall be liable to compensate the Company provided that if it can be proved that a director expressly objected to the resolution when the resolution was put to vote and that such objection was recorded in the minutes of the meeting, such director may be exempted from such liability. If the board resolution is in breach of laws, administrative regulations or the Articles of Association, the director giving an affirmative vote shall bear the direct responsibilities; the director who gives an objection and a negative vote in the meeting minutes can be exempt from the responsibilities; the director who has abstained voting or has not attended the meeting nor authorized another person to attend the meeting shall not be exempt from the responsibilities; the director who gives a definite objection during the discussion but no negative votes shall not be exempt from the responsibilities. The board minutes shall be maintained in the filing of the Company for at least 10 years.	

The current articles of association	Revised articles of association
New addition	**Section 3 Independent director**
Article 163 Independent directors shall be appointed in accordance with the relevant provisions of law, administrative regulations **and departmental rules,** the business rules of the CSRC and **the stock exchanges** and the relevant provisions of the Articles of Association, play the roles of participating in the decision-making, supervising, checking, balancing, and professional consulting in the Board of Directors, safeguard the overall interests of the **listed** company, and protect the lawful rights and interests of the small and medium-sized shareholders.	**Article 129** Independent directors shall, in accordance with the provisions of laws, administrative regulations, China Securities Regulatory Commission, **the securities regulatory rules of the place where the Company's shares** are listed and the Articles of Association, conscientiously perform duties, play a role in participating in decision-making, supervision and check and balance and professional consultation in the Board of Directors, safeguard the overall interests of the Company and protect the legitimate rights and interests of medium and small shareholders.
New addition	**Article 130** **Independent directors must remain their independence. The following personnel shall not act as independent directors:** **(I) Persons working in the Company or its affiliated enterprises, and their spouses, parents, children and main social relations;** **(II) Natural person shareholders directly or indirectly holding more than 1% of the issued shares of the Company or among the top ten shareholders of the Company and their spouses, parents and children;**

The current articles of association	Revised articles of association
	(III) Shareholders directly or indirectly holding more than 5% of the issued shares of the Company or persons among the top five shareholders of the Company and their spouses, parents and children; **(IV) Persons working in the affiliated enterprises of the controlling shareholders or actual controllers of the Company, and their spouses, parents and children;** **(V) Persons who have major business dealings with the Company and its controlling shareholders or actual controllers or their respective affiliated enterprises, or who work in units with major business dealings and their controlling shareholders or actual controllers;** **(VI) Persons who provide financial, legal, consulting and sponsorship services for the Company, its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all project team members, review persons at all levels, report signing persons, partners, directors, senior executives and main person in charge of the intermediary agency providing services;**

The current articles of association	Revised articles of association
	(VII) Persons who have experienced any of the situations listed in Item I to VI within the last twelve months; **(VIII) Other personnel who is not dependent in accordance with laws, administrative regulations, regulations of China Securities Regulatory Commission, business rules of stock exchanges and the Articles of Association.** **Affiliated enterprises of the controlling shareholders and actual controllers of the Company mentioned in Item IV to VI of the preceding paragraph do not include the enterprises that are controlled by the same state-owned asset management institution as the Company and that do not form an associated relationship with the Company according to relevant regulations.** **Independent directors shall conduct annual self-examination for their independence and submit the self-examination information to the Board of Directors. The Board of Directors shall annually evaluate the independence of the independent directors and issue special opinions which shall be disclosed together with the annual report.**

The current articles of association	Revised articles of association
New addition	**Article 131** **A person to serve as an independent director of the Company shall meet the following conditions:** **(I) Being qualified to serve as the director of listed companies in accordance with laws, administrative regulations and other relevant provisions;** **(II) Comply with the independence requirements stipulated in the Articles of Association;** **(III) Have basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations and rules;** **(IV) Have at least five years of legal, accounting or economic work experience necessary to perform the duties of an independent director;** **(V) Have good personal morality, with no bad record, such as major breach of trust;** **(VI) Other conditions prescribed in laws, administrative regulations, the provisions of China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

The current articles of association	Revised articles of association
New addition	**Article 132** **As members of the Board of Directors, independent directors are obligated to be loyal and diligent to the Company and all shareholders and shall prudently perform the following duties:** **(I) Participate in the decisions of the Board of Directors and expressing clear opinions on the matters discussed;** **(II) Supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior executives and protect the legitimate rights and interests of minority shareholders;** **(III) Provide professional and objective suggestions on the operation and development of the Company and promote the improvement of the decision-making level of the Board of Directors;** **(IV) Other duties as stipulated in laws, administrative regulations, provisions of China Securities Regulatory Commission, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

The current articles of association	Revised articles of association
New addition	**Article 133** **The independent directors shall exercise the following special functions and powers:** **(I) Independently hire an intermediary to audit, consult or verify specific matters of the Company;** **(II) Propose to the Board of Directors to convene an Extraordinary Shareholders' Meeting;** **(III) Propose to hold the Board Meeting;** **(IV) Publicly solicit the rights of shareholders from shareholders according to law;** **(V) Give independent opinions on matters that may harm the rights and interests of the Company or minority shareholders.** **(VI) Other functions and powers prescribed in laws, administrative regulations, the provisions of China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

The current articles of association	Revised articles of association
	When an independent director exercises the functions and powers listed in Item (I) to (III) of the preceding paragraph, it shall be subject to the consent of more than half of all independent directors. **Where an independent director exercises the functions and powers listed in the Paragraph 1, the Company shall disclose them in time. If the above functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.**
New addition	**Article 134** **The following matters shall be submitted to the board of directors for deliberation after more than half of all independent directors of the Company agree:** **(I) Related party transaction that shall be disclosed;** **(II) Plans of the Company and related parties to change or waive commitments;** **(III) Decisions and measures taken by the Board of Directors of the acquired company in regards to the acquisition;** **(IV) Other matters prescribed in laws, administrative regulations, the provisions of China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

The current articles of association	Revised articles of association
New addition	**Article 135** **The Company has established a special meeting mechanism attended by all independent directors. If the related party transactions, etc. are deliberated by the Board of Directors, it shall be approved in advance by the special meeting of independent directors.** **The Company shall regularly or irregularly convene a special meeting of independent directors. The matters listed in Paragraph 1, Items 1 to 3 of Article 133 and Article 134 of the Articles of Association shall be deliberated at a special meeting of independent directors.** **Other matters of the Company may be studied and discussed at the special meeting of independent directors as needed.**

The current articles of association	Revised articles of association
	The special meeting of independent directors shall be convened and presided over by an independent director recommended by more than half of the independent directors; if the convener fails or is unable to perform his/her duties, two or more independent directors may convene the meeting and recommend a representative to preside over the meeting. **The special meeting of independent directors shall make minutes of the meeting as stipulated and the opinions of independent directors shall be recorded in the minutes of the meeting. Independent directors shall sign on the minutes of the meeting for confirmation.** **The Company shall provide convenience and support for the convening of special meeting of independent directors.**

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>New addition</td><td>Section 4 Special Committee of the Board of Directors</td></tr>
<tr><td rowspan="3">Article 151
Special committees shall be set for the board of directors. Special committees, including the Audit Committee, the Nomination Committee, the Remuneration and Evaluation Committee and the Strategy Committee, shall be set for the board of directors.
Such special committees shall be accountable to the Board and perform duties in accordance with the Articles and the authorization of the board of directors. The proposal shall be proposed and reviewed by the board. Such special committees comprise only directors. The independent directors in each of the Audit Committee, Nomination Committee and Remuneration and Assessment Committee shall form the majority in such committees and the convener of such committees shall be an independent director. The convener of the Audit Committee shall be an accounting professional, and the members of the Audit Committee shall not be the directors of the senior managers of the Company.</td><td>Article 136
The Board of Directors of the Company set an Audit Committee to exercise the functions and powers of the Supervisory Committee according to the provisions of the Company Law.</td></tr>
<tr><td>Article 137
The Audit Committee consists of three members. They are directors who do not hold the position of senior executives in the Company. There are three independent directors, and the convener is an accounting professional among the independent directors.</td></tr>
<tr><td>Article 138
The Audit Committee is responsible for reviewing the Company's financial information and its disclosure as well as supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for deliberation after being agreed by more than half of all members of the Audit Committee:
(I) Disclose the financial information in financial accounting reports and periodic reports as well as internal control evaluation reports;</td></tr>
</table>

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<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td rowspan="2">The Board is responsible for making the work rules of such special committees, and the regulation of such special committees' operations.
The duties of these special committees shall be determined as per the relevant State provisions and resolutions of the board of directors, and exercised after the approval of shareholders' general meeting resolutions.
(I) Main duties of audit committee
1. Recommend the employment or replacement of the external audit institutions;
2. Monitor and evaluate the work of external audit institutions and internal auditing work;
3. Coordinate the communication of management level, internal audit department and the relevant departments with the external audit institution;
4. Review the financial report of company and comment on it;
5. Monitor and evaluate the company's internal controls, review the company's internal systems, and conduct audits of significant connected transactions;</td><td>(II) Engage or dismiss the accounting firm that undertakes the Company's auditing business;
(III) Hire or dismiss the Finance Director of the Company;
(IV) Make corrections according to changes in accounting policies or accounting estimates and major accounting errors for reasons other than changes in accounting standards;
(V) Other matters as stipulated by laws, administrative regulations, the provisions of China Securities Regulatory Commission and the Articles of Association.</td></tr>
<tr><td>Article 139
The Audit Committee holds at least one meeting every quarter. A temporary meeting may be convened upon the proposal of two or more members or when the convener deems it necessary. An Audit Committee meeting may be held only if more than two-thirds of the members are present.
The resolution of the Audit Committee shall be passed by more than half of the members of the Audit Committee.
"One vote for one person" shall be implemented for the voting of resolutions of the Audit Committee.</td></tr>
</table>

The current articles of association	Revised articles of association
6. Other matters granted by the Board of Directors of the Company and other matters related to the relevant provisions of laws and regulations and the Shenzhen Stock Exchange. **The following matters shall be submitted to the Board of Directors for deliberation after the approval of a majority of all members of the Audit Committee:** **1. To disclose the financial information and internal control evaluation reports in the financial accounting reports and periodic reports;** **2. To hire or dismiss the account firm that undertake the Company's auditing business.** **3. To hire or dismiss the Company's financial officers;** **4. To change the accounting policies and estimates due to reasons other than change in accounting standards or to correct the significant accounting mistakes.** **5. Other matters stipulated in laws, administrative regulations, regulation of the CSRC, and the articles of association of the Company.**	**As for the resolutions of the Audit Committee, the minutes of the meeting shall be made as prescribed. Members of the Audit Committee attending the meeting shall sign on the minutes of the meeting.** **The working procedures of the Audit Committee shall be formulated by the Board of Directors.**
	Article 140 **The Board of Directors of the Company set a Strategic Committee, a Nomination Committee and a Remuneration and Appraisal Committee. They shall perform their duties pursuant to the Articles of Association and the authorization of the Board of Directors. The proposals of the Special Committee shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the Special Committee shall be formulated by the Board of Directors.** **More than half of the members of the Nomination Committee and the Remuneration and Appraisal Committee shall be independent directors who shall serve as conveners. However, if the relevant competent department under the State Council has other provisions on the conveners of Special Committee, such provisions shall prevail.**

The current articles of association	Revised articles of association
(II) Main duties of the nomination committee **The Nomination Committee of the Board of Directors of a listed company is responsible for formulating the criteria and procedures for selection of directors and senior managers, selecting and reviewing the candidates for directors and senior managers and their qualifications, and making recommendations to the Board of Directors on the following matters:** **1. Nomination or appointment and removal of directors;** **2. Appointment or dismissal of senior managers;** **3. Laws and regulations, relevant provisions of the Shenzhen Stock Exchange and other matters stipulated in the Articles of Association of the Company.** **The Board of Directors shall record the opinions of the Nomination Committee and the specific reasons for no adoption in the board resolutions, and disclose them if it does not adopt or fully adopt the opinions of the Nomination Committee.**	**Article 141** **The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior executives, selecting and reviewing candidates for directors and senior executives and their qualifications and offering suggestions to the Board of directors on the following matters:** **(I) Nominate or appoint or remove directors;** **(II) Appoint or dismiss senior executives;** **(III) Other matters specified by the laws, administrative regulations, the provisions of China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.** **If the Board of Directors does not adopt or fully adopt the suggestions of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the board resolution and make a disclosure.**

The current articles of association	Revised articles of association
(III) Main duties of the remuneration and assessment committee The Remuneration and Evaluation Committee of the Board of Directors of the listed company is responsible for formulating and evaluating the assessment standards of directors and senior managers, formulating and reviewing the remuneration policies and plans of directors and senior managers, and making recommendations to the Board of Directors on the following matters: 1. The remuneration of directors and senior managers of the Company; 2. Formulation or changes of stock incentive plans and employee stock ownership plans, and encouragement of objects to achieve the conditions for granting and exercising rights and interests; 3. Arrangement of shareholding plans of directors and senior managers in subsidiaries to be split; 4. Other matters as stipulated by laws, administrative regulations, Provisions of the China Securities Regulatory Commission and Articles of Association. The Board of Directors shall record the opinions of the Remuneration and Evaluation Committee and the specific reasons for no adoption in the board resolutions, and disclose them if it does not adopt or fully adopt the opinions of the Remuneration and Evaluation Committee.	Article 142 The Remuneration and Appraisal Committee shall be responsible for formulating the assessment standards for directors and senior executives and conducting evaluations, formulating and reviewing the compensation policies and plans for directors and senior executives (such as compensation determination mechanism, decision-making process and payment and payment recovery arrangement) and offering suggestions to the Board of Directors on the following matters: (I) Remuneration of the directors and senior executives. (II) Formulation or changes of share incentive plans and employee stock ownership plans and encouragement of objects to achieve the conditions for granting and exercising rights and interests; (III) Arrangement of shareholding plans of directors and senior executives in subsidiaries to be split; (IV) Other matters prescribed in laws, administrative regulations, the provisions of China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The current articles of association	Revised articles of association
(IV) Major responsibilities and authorities of the Strategy Committee: **1. Conduct research and make proposals on the strategic planning for long-term development of the Company;** **2. Conduct research and make proposals on major investment and financing plans that require approval from the Board under the Articles of Association;** **3. Conduct research and make proposals on major capital operation and asset management projects that require approval from the Board under the Articles of Association;** **4. Conduct research and make proposals on other major issues affecting the development of the Company, including research and development of major products and technologies of the Company, major business programs or plans, and key strategic cooperation arrangements;** **5. Excusive the implementation of the above matters;** **6. Other matters delegated by the Board.**	**If the Board of Directors does not adopt or fully adopt the suggestions of the Remuneration and Assessment Committee, it shall record the opinions of the Remuneration and Assessment Committee and the specific reasons for non-adoption in the board resolution and make a disclosure.** **The Company formulates the remuneration management system for directors and senior executives as per laws, administrative regulations and the provisions of relevant state departments to safeguard the legitimate rights and interests of employees and shareholders.**

The current articles of association	Revised articles of association
	Article 143 **The main responsibilities of the Strategic Committee include:** **(I) Conduct research on the Company's long-term strategic development plan and offer suggestions;** **(II) Research and offer suggestions on major investment and financing plans that must be approved by the Board of Directors as per the provisions of the Articles of Association;** **(III) Research and offer suggestions on major capital operation and asset management projects that require approval by the Board of Directors according to the provisions of the Articles of Association;** **(IV) Research and offer suggestions on major matters that influence the Company's development, such as research and development of major products and technologies, major business plans or programs and important strategic cooperation arrangements.** **(V) Inspect the implementation of the above matters;** **(VI) Other matters authorized by the Board of Directors.**

The current articles of association	Revised articles of association
Chapter 14 Qualifications and Obligations of Directors, Supervisors, General Manager, Deputy General Managers and Other Senior Management	**Chapter VI** Senior Executives
Article 170 The Company shall have one general manager who shall be appointed or dismissed by the board of directors. **The term of office for the general manager shall be three years, upon the expiry of the term of office, the general manager shall be eligible for re-election and re-appointment.** The Company shall have certain deputy general managers and **one financial controller to assist in general manager's work, who shall be nominated by the general manager** and appointed or dismissed by the board of directors. **Senior management of the Company shall not take up executive positions in the controlling shareholder of the Company except for the role of a director or supervisor. Any member of the senior management of the Company's controlling shareholder who serve concurrently as a director or supervisor of the Company shall ensure that he/she has sufficient time and effort to work for the Company.**	**Article 144** The Company shall have one General Manager who shall be **appointed or dismissed** by the Board of Directors. The Company shall have several Deputy General Managers who shall be appointed or dismissed by the Board of Directors.

The current articles of association	Revised articles of association
New addition	**Article 145** **The provisions of the Articles of Association regarding the circumstances not allowing serving as a director and the resignation management system shall also apply to senior executives.** **The provisions of the Articles of Association regarding the duties of loyalty and diligence of directors shall also apply to senior executives.**
New addition	**Article 146** **Personnel holding other administrative positions than directors and supervisors in the controlling shareholder unit of the Company shall not serve as senior executives of the Company.** **The Company's senior executives are only paid in the Company, not by the controlling shareholder.**
Article 170 **The Company shall have one general manager who shall be appointed or dismissed by the board of directors.** The term of office for the general manager shall be three years, upon the expiry of the term of office, the general manager shall be eligible for re-election and re-appointment. ……	**Article 147** The General Manager can hold the post for three years in each tenure. If the General Manager is continuously employed, he/she can serve consecutive tenures.

The current articles of association	Revised articles of association
Article 171 The general manager shall be accountable to the board of directors and shall perform the following functions: (1) To be in charge of the production and business operation of the Company, to organize the implementation of the resolutions of the board of directors and submit the report to the board of directors; (2) To organize the implementation of the annual business plan and investment proposals of the Company; (3) To prepare plans for the establishment of the internal management organs of the Company; (4) To formulate the basic management system of the Company; (5) To formulate **basic** rules and regulations of the Company; (6) To propose the appointment or dismissal of the deputy general manager(s) and **other senior managerial officers (including** financial controller**)** of the Company; (7) To appoint or dismiss principal management personnel other than those required to be appointed or dismissed by the board of directors;	**Article 148** The General Manager shall be responsible to the Board of Directors and exercise the following functions and powers: (I) Responsible for the production and operation management of the Company, organize to implement resolutions of the Board of Directors and report work to the Board of Directors; (II) Organize the implementation of the Company's annual business plans and investment proposals; (III) Draft plans for the establishment of the Company's internal management institutions; (IV) Draft the basic management systems of the Company; (V) Formulate the Company's **specific** rules and regulations; (VI) Propose for appointment or dismissal of the Deputy General Manager and Financial Director of the Company to the Board of Directors; (VII) **Determine** the appointment or dismissal of the Company's management personnel, other than those whose appointment or dismissal shall be **determined** by the Board of Directors;

The current articles of association	Revised articles of association
(8) **To determine reward and punishment, upgrading or downgrading, salary increase and reduction, employment, appointment, contract termination or dismissal of the Company's employees;** **(9) To handle important issues on the behalf of the Company under the authorization of the board of director;** (10) Other powers conferred by these Articles of Association of Association **and/**or the board of directors.	(VIII) Other functions and powers specified by the Articles of Association or Board of Directors. **The General Manager shall attend the Board Meeting.**

The current articles of association	Revised articles of association
Article 167 The Company shall have a secretary to the board of directors. who shall be a senior officer of the Company and shall be accountable to the Company and the board of directors. The board of directors shall set its secretary office according to its needs.	**Article 152** The Company has a Board Secretary who shall be responsible for the preparation of the Shareholders' Meetings and the Board Meetings, the safekeeping of documents, the management of shareholder information and the handling of information disclosure matters. The Board Secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.
Article 168 The secretary to the board of directors of the Company shall be a natural person who shall have the necessary professional knowledge and experience and who shall be selected, appointed and dismissed by the board of directors. Appointment or dismissal of the secretary to the board of directors shall be approved by the board of directors at a meeting but shall not in the form of circulation of written resolution. His principal duties are: (1) Responsible for documents keeping, to ensure the Company has complete constitutional documents and records;	

The current articles of association	Revised articles of association
(2) To ensure that the Company prepares and files documents and reports as required by authorities in accordance with laws; **(3) In charge of information of the Company's shareholders, to ensure that the register of shareholders of the Company is properly maintained and that persons entitled to receive such records and documents are provided with the relevant records and documents without delay;** **(4) To be responsible for the disclosure of information of the Company, and ensure the timeliness, accuracy, legality, truth and integrity of the disclosure of information of the Company;** **(5) To organize recording and collating the discussed matters of the general meeting and board meeting, sign on the resolutions of meeting, and ensure the accuracy of meeting minutes;** **(6) Other duties specified by the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.** **The secretary to the board of directors shall receive professional training, pass examination and obtain qualification certificate of the stock exchange and shall be appointed by the Board and reporting to the stock exchange for record and announced publicly; the secretary to the board of directors without such certificate shall be appointed by the Board upon the stock exchange's approval.**	

The current articles of association	Revised articles of association
Article 169 **A director or other senior management member of the Company may also act as the secretary to the board of directors of the Company.** **The senior management of the controlling shareholder and beneficial controller of the Company shall not serve as the secretary to the board of directors concurrently.** **Where the office of secretary to the board of directors of the Company is held concurrently by a director, and an act is required to be done by a director and the secretary to the board of directors of the Company separately, the person who holds the office of director and secretary to the board of directors of the Company may not perform the act in a dual capacity.** **While the board of directors engages a secretary, it shall also engage at least one securities administrative representative, who shall perform the duty of the secretary while the secretary is incapable of performing his/her duty. Such securities administrative representative shall have the required qualifications as the secretary, obtained qualification certificates by taking professional training course and passing the qualification examination organized by stock exchange.**	

The current articles of association	Revised articles of association
New addition	**Article 153** **If the senior executives cause damage to others while performing their duties for the Company, the Company shall bear the liability for compensation; if the senior executives have intentional misconduct or gross negligence, they shall also bear the liability for compensation.** **If senior executives, while performing their duties for the Company, violate the provisions of laws, administrative regulations, departmental rules or the Articles of Association, resulting in losses to the Company, they shall bear the liability for compensation.**
New addition	**Article 154** **Senior executives of the Company shall faithfully perform their duties and safeguard the interests of the Company and all shareholders.** **If the senior executives of the Company fail to faithfully perform their duties or violate the obligation of good faith, causing damage to the interests of the Company and the shareholders of public shares, they shall be liable for compensation in accordance with law.**

The current articles of association	Revised articles of association
Chapter 15 Financial Accounting System and Profit Distribution	**Chapter VII** Financial and Accounting System, Profit Distribution **and Audit**
New addition	**Section 1 Financial and accounting system**
Article 211 The Company shall establish the financial accounting system of the Company in accordance with laws, administrative regulations and **the provisions of the PRC accounting standards formulated by the financial supervisory authorities of the State Council.**	**Article 155** The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the provisions of **relevant national** departments.

The current articles of association	Revised articles of association
Article 212 The Company should submit the Company's annual **financial** report, within four months after the end of a financial year, to China Securities Regulatory Commission and the stock exchange. The Company should submit the interim financial report, **within two months from the end of the first six months** of a financial year, to the relevant authorities authorized by China Securities Regulatory Commission and the stock exchange. The Company should submit **the Company's quarterly financial report, within one month from the end of the first three months and first nine months of a financial year, to the relevant authorities authorized by China Securities Regulatory Commission and the stock exchange.** The above **financial** reports shall be prepared in accordance with laws, administrative regulations and **the provisions of departmental regulations.**	**Article 156** The Company shall submit **and disclose** the annual report to **the dispatched agency** of the China Securities Regulatory Commission and the stock exchange within four months from the end of each accounting year and submit **and disclose the interim** report to the dispatched agency of China Securities Regulatory Commission and the stock exchange within **two months** from the end of **the first half** of each accounting year. The above-mentioned **annual reports and interim reports** are prepared pursuant to the provisions of relevant laws, administrative regulations, **China Securities Regulatory Commission, securities regulatory rules of the place where the Company's stocks are listed and the stock exchange.**

The current articles of association	Revised articles of association
Article 219 No books of account other than those provided by law shall be established by the Company. **Assets** of the Company shall not be deposited in an account maintained in any individual's name.	**Article 157** Except for the legal accounting books, the Company shall not separately set other accounting books. **The funds** of the Company shall not be stored in any account opened in the name of any individual.
Article 224 The Company shall allocate 10% of the profit after tax to the statutory **surplus** reserve. Further allocation need not be made if the accumulated amount of the statutory **surplus** reserve has reached 50% of the Company's registered capital. If the statutory **surplus** reserve is not sufficient to make up the losses of the **Company** in the preceding years, the profits of that year shall be used for making up such losses before the allocation to the statutory **surplus** reserve in accordance with the requirement of the preceding provision. Any **surplus** of profits after the Company has made up losses and made allocations to the statutory surplus reserve may be distributed as dividends to shareholders in proportion to their shareholdings.	**Article 158** When the Company distributes after-tax profits for the current year, 10% of the profits shall be extracted to be included in the **Company's** statutory reserve fund. If the accumulative amount of the Company's statutory reserve fund is more than 50% of the Company's registered capital, it may no longer be withdrawn. If the Company's legal accumulation fund is not sufficient to make up for the losses of **previous years**, the Company shall first make up for the losses with the profits of the current year before drawing the statutory reserve fund according to the provisions of the preceding paragraph. **After withdrawing the statutory reserve funds from the after-tax profits, upon the resolution of the Shareholders' Meeting, the Company may also withdraw optional reserve funds from the after-tax profits.**

The current articles of association	Revised articles of association
The shareholders' general meeting or the board of directors of the Company shall not pay any dividends to the shareholders before the Company has made up its losses and has made allocation to the statutory surplus reserve. The dividends paid in breach of this Article shall be returned to the Company.	**Except as otherwise provided in the Articles of Association,** the remaining **after-tax** profits of the Company **after** making up for losses and withdrawing the statutory reserve fund shall be distributed among shareholders as per the proportion of shares held by the shareholders. **Where the shareholders' meeting violates the Company Law by distributing profits to shareholders, the shareholders shall return the profits distributed in violation of the regulations to the company. Where losses are caused to the Company, shareholders and directors and senior management personnel who are responsible shall bear the liability for compensation.** **The shares of the Company held by the Company itself shall not be distributed as profits.**

The current articles of association	Revised articles of association
Article 229 …… (II) Form of profit distribution The Company may distribute profit by way of cash, shares or a combination of cash and shares. When the conditions of cash dividend are met, priority shall be given to profit distribution by way of cash dividend. The objective of the cash dividend policy is residual dividend. When the Company's audit report in the most recent years shows an modified opinion or unqualified opinions with significant uncertainty of going concern **or the asset-liability ratio is higher than a certain proportion or operating cash flow is lower than a certain level,** it is possible not to make a profit distribution. ……	**Article 159** …… (II) Form of profit distribution The Company can distribute profits in the form of cash, share, or combination of cash and share. Under the conditions of meeting the cash dividend requirements, the Company shall give priority to distributing profits in the form of cash dividends. The objective of the cash dividend policy is the residual dividend. When the Company's audit report for the most recent year is a modified audit report or contains an unqualified opinion with a paragraph of material uncertainty related to going concern **or other circumstances prescribed by laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed occur,** profit distribution may not be carried out. ……

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<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 230
After the shareholders make a decision for distribution of profits in general meeting, or after the Board of Directors formulates a specific plan in accordance with the conditions and upper limit of the interim dividend for the next year that approved by the annual general meeting of shareholders, the board of directors must finish distributing the dividends (or shares) within two months.</td><td rowspan="2">Article 160
After the Shareholders' Meeting of the Company makes a resolution on the profit distribution plan, or after the Board of Directors of the Company formulates a specific plan in light of the conditions and upper limits of the interim dividend for the next year approved by the Annual General Meeting, the distribution of dividends (or shares) shall be completed within two months.
The Company shall appoint one or more collection agents for H share shareholders in Hong Kong. The collection agent shall collect and keep on behalf of the H share shareholders the dividends distributed for H shares by the Company and other payable amounts to be paid to such H share shareholders. The collection agent appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.</td></tr>
<tr><td>Article 231
Dividends or other payments declared by the Company to be payable to holders of domestic shares shall be declared, calculated, and paid in Renminbi within two months after the declaring date. Dividends or other payments payable to holders of overseas listed foreign shares shall be declared and calculated in Renminbi, and paid in in the local currency of the place in which such overseas listed foreign shares are listed (if such shares are listed in more than one place, then the currency of the principal place on which such shares are listed as determined by the board of directors) within two months after the declaring date.</td></tr>
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The current articles of association	Revised articles of association
Article 232 **The Company shall pay the dividends and other payments to the holders of overseas listed foreign shares according to the national provisions for foreign exchange management. Unless specified in respective provisions, the applicable conversion rate is an average closing quotation declared by the People's Bank of China a week before the date on which the dividends and other payments are declared.**	
Article 233 **When distributing dividends, the Company shall withhold on behalf of the individual shareholders the tax payable on dividend income in accordance with PRC tax law.**	
Article 234 The Company **shall** appoint receiving agents on behalf of the shareholders of **overseas listed foreign shares**. Receiving agents shall receive on behalf of the relevant shareholders dividends distributed and other monies payable by the Company in respect of the **overseas listed foreign shares**. The receiving agent appointed by the Company shall comply with the laws and **the requirements of the regulations of the stock exchange where the shares of the Company are listed.** **The receiving agents appointed for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.**	

The current articles of association	Revised articles of association
Article 226 The reserve of the Company shall only be used for the following purposes: (1) Making up losses **(except for capital reserve)**; (2) Expansion of the production and operation of the Company; (3) **Conversion into additional share capital of the Company. With the approval of the shareholders' general meeting, the Company may convert the reserves into share capital, and issue new shares to shareholders pro rata to their existing shareholdings or increase the par value of the shares. However, when the statutory surplus reserve is converted into share capital, the amount remaining in such statutory reserve shall not be less than 25% of the registered capital of the Company.**	**Article 161** The statutory reserve fund of the Company is used to make up for its losses, expand its production and operations **or for conversion into additional registered capital of the Company.** **To make up for the Company's losses with the statutory reserve fund, the discretionary reserve fund and statutory reserve fund shall be used first; If they still cannot be made up for, the capital accumulation fund may be used in accordance with regulations.** **When the statutory reserve funds are transferred to registered capital, the reserved accumulation funds shall not be less than 25% of the Company's registered capital before increase by transferring.**

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<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>New addition</td><td>Section 2 Internal audit</td></tr>
<tr><td>Article 220
The Company shall have an internal audit system and shall establish an internal audit department or have internal audit staff, for the carrying out of internal audit and supervision on the financial income and expenditure and economic activities of the Company under the leadership of the board of directors.</td><td rowspan="2">Article 162
The Company implements an internal audit system, with the leadership system, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for internal audit work defined.
The internal audit system of the Company is implemented after being approved by the Board of Directors and disclosed to the public.</td></tr>
<tr><td>Article 221
The Company's internal audit system and audit staff's duties shall be implemented after the approval of the board of directors. The person in charge of the audit shall be accountable and report to the board of directors.</td></tr>
<tr><td>New addition</td><td>Article 163
The internal audit institution of the Company supervises and inspects such matters as business activities, risk management, internal control and financial information of the Company.
The internal audit institution shall maintain its independence and be equipped with full-time auditors and must not be under the leadership of the Finance Department or work in the same office as the Finance Department.</td></tr>
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The current articles of association	Revised articles of association
Article 221 **The Company's internal audit system and audit staff's duties shall be implemented after the approval of the board of directors. The person in charge of the audit shall be accountable and report to** the board of directors.	**Article 164** **The internal audit institution is accountable to** the Board of Directors. **The internal audit institution shall accept the supervision and guidance of the Audit Committee in the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information. When discovering any major issues or clues, the internal audit institution shall immediately report them directly to the Audit Committee.**
New addition	**Article 165** **The specific implementation and organization of the internal control evaluation of the Company shall be in charged by the internal audit institution. The Company issues the annual internal control evaluation report in terms of the evaluation report issued by the internal audit institution and deliberated by the Audit Committee as well as relevant materials.**
New addition	**Article 166** **When the Audit Committee communicates with external auditing units (such as accounting firms and national auditing institutions), the internal audit institution shall actively cooperate and provide necessary support and collaboration**.

The current articles of association	Revised articles of association
New addition	**Article 167** **The Audit Committee participates in the assessment of the person in charge of internal audit**.
Chapter 16 Appointment of Accounting Firm	Section 3 Appointment of the accounting firm
Article 235 The Company **should** appoint the accounting firm which is **independent** and **complies with the relevant provision of the State**. **The accounting firm audits the Company's annual financial accounts report and other financial reports.** **The Company's first accounting firm may be appointed by the inaugural meeting of the Company before the first annual general meeting of shareholders, and accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.** **If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.**	**Article 168** The Company shall appoint the accounting firm complying with the *Securities Law* and the regulations of the stock exchange **for the audit of accounting statements, verification of net assets and other relevant consultation services. The employment period is one year, and the employment can be renewed.**

The current articles of association	Revised articles of association
Article 236 The accounting firm appointed by the Company shall hold office **from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual meeting of shareholders.** **The Company shall appoint an accounting firm at each annual general meeting to hold office from until the conclusion of the next annual meeting of shareholders. The Company shall not remove the accounting firm before the end of its term of office without first obtaining shareholders' approval at a shareholders' general meeting. The Company shall send a circular proposing the removal of the accounting firm to shareholders with any written representations from the accounting firm, not less than 10 business days before the shareholders' general meeting. The Company shall allow the accounting firm to attend the shareholders' general meeting and make written/oral representations to shareholders at the meeting.**	**Article 169** **The engagement or dismissal of accounting firms by the Company shall be decided by the Shareholders' Meeting. The Board of Directors shall not appoint an accounting firm before a decision is made at the Shareholders' Meeting.** The term of employment of the accounting firm **by the Company shall last from the end of the Annual General Meeting with the employment of the accounting firm deliberated to the end of the next Annual General Meeting.** **The Company must appoint an auditor at each Annual General Meeting, and the term of office shall last until the end of the next Annual General Meeting. The Company may not remove the auditor before the expiration of the auditor's term of office without the prior approval of the shareholders at the Shareholders' Meeting.**

The current articles of association	Revised articles of association
New addition	**Article 170** **The Company guarantees to provide the appointed accounting firm with true and complete accounting proof, accounting books, financial and accounting reports and other accounting materials and shall not refuse, conceal or falsify them.**
Article 240 **The remuneration of** an accounting firm **or the manner in which such firm is to be remunerated** shall be determined by the shareholders' general meeting. **The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.**	**Article 171** The **audit fees** of accounting firms are determined by the Shareholders' Meeting.
Article 242 Prior to the removal or the non-renewal of the appointment of an accounting firm, a 30 days advance notice **shall** be given to **the accounting firm and such firm shall be entitled to make representation at the shareholders' general meeting.** Where the accounting firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any impropriety on the part of the Company.	**Article 172** When the Company dismiss or does not renew the employment of the accounting firm, it shall inform the accounting firm 30 days in advance. **When the dismissal of the accounting firm is voted at the Shareholders' Meeting of the Company, the accounting firm is allowed to present its opinions.**

The current articles of association	Revised articles of association
An accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice that shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include: **1. A statement to the effect that there is no circumstance connected with its resignation that it considers should be brought to the notice of the shareholders or creditors of the Company; or** **2. A statement of any matters of which an account should be given.** **Where a notice is deposited under the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of overseas listed foreign shares at the address registered in the register of shareholders.** **Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.**	If the accounting firm proposes to resign, it shall explain to the Shareholders' Meeting if there are any improper situations in the Company.

The current articles of association	Revised articles of association
Chapter 24 Notification	**Chapter VIII** Notice **and Announcement**
Article 271 **Save as provided otherwise in these Articles, notices, documents, information or written declaration by the Company to shareholders can be (1) delivered by hand (including courier), (2) by post to each of the shareholders according to their respective addresses appearing on the register of members, (3) by public notice on newspapers, (4) on the premise of complying with laws, administrative regulations and relevant regulations of the security regulatory authority of the listing location, by e-mail or on the website of the Company and the designate website of the stock exchange of the listing location, or (5) by other forms specified by the articles of association.**	**Section 1 Notice** **Article 173** **The Company's notices shall be issued in the following forms:** **(I) Personal delivery;** **(II) By mail;** **(III) By announcement;** **(IV) Other forms stipulated in the Articles of Association** **Article 174** **If the Company issues a notice by announcement, it shall be deemed that all relevant personnel have received the notice once announced.** **Article 175** **The notice of convening the shareholders' meeting by the Company shall be made through an announcement.** **Article 176** **The convening notices of the Board Meeting of the Company shall be delivered by the personal service, telephone, fax, mail or other means set out in the Articles of Association.**

The current articles of association	Revised articles of association
If it is sent by post, the address shall be written clearly on the envelope carrying the notice and sent in the form of prepaid mail. Unless otherwise specified in these Articles, the letter of the notice shall be deemed as being received by the shareholders five days after the sending. Notices, documents, information or written declarations delivered by way of public notice should be published in newspapers in public circulation in Hong Kong (or the location of other shareholders) and/or stipulated by securities regulatory authorities of the State or on the designated websites of the stock exchanges, and shall be sufficient to enable shareholders whose registered addresses are in Hong Kong to exercise their rights or comply with the terms of the notice. Upon publication of such notice, all relevant shareholders shall be deemed to have received such notices, documents, information or written declarations.	**Article 177** If the Company's notice is delivered by personal service, the recipient shall sign (or seal) on the service receipt, and the date of receipt by the recipient shall be deemed as the date of service; If the Company notice is delivered by mail, the 5th working day since it was delivered to the post office is the date of service; in case of the Company notice delivered by an announcement, the 1st day of the publishing of the announcement is the date of service. **Article 178** If the meeting notice is not sent to a person who is entitled to receive the notice, or if such person does not receive the meeting notice for accidental omission, the meeting and the resolution made at the meeting shall not be invalid.

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<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 272
Where a notice is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and is deemed served to shareholders on the date of dispatch.</td><td rowspan="3">Section 2 Announcement
Article 179
The Company publishes its announcements and other information that needs to be disclosed through qualified media and HKEXnews website.
Unless otherwise specified in the context, the announcements issued to A share shareholders or announcements that must be issued within the territory of China as per relevant regulations and the Articles of Association refer to the publication of information on the website of Shenzhen Stock Exchange and in media that meet the conditions stipulated by China Securities Regulatory Commission; The announcements made to H share shareholders or the announcements that are required to be made in Hong Kong pursuant to relevant regulations and the Articles of Association must be published on the Company's website, the website of HKEX and other websites prescribed by the Hong Kong Listing Rules from time to time in line with the relevant requirements of the Hong Kong Listing Rules.</td></tr>
<tr><td>Article 273
Any notice, document, information or written statement given by a shareholder or Director to the Company shall be delivered by hand or by registered mail to the legal address of the Company. Where a notice of the Company is served by hand, the addressee shall be required to sign his name (or affix his chop) on the receipt, and the signing date of the receipt shall be the date of service.</td></tr>
<tr><td>Article 274
Shareholders or directors of the Company who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same have been served on the Company within the designated periods by common practice of delivery, or evidential materials showing that the mailing address is correct and the postage is fully paid.</td></tr>
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The current articles of association	Revised articles of association
	As for the manner in which the Company provides and/or distributes corporate communications to H share shareholders pursuant to the listing rules of the place where the shares are listed, under the premise of complying with the relevant listing rules of the place where the Company's shares are listed, the Company may also send or provide the Company's communications to its H share shareholders by electronic means or by releasing information on the Company's website or the website of the stock exchange where the Company's shares are listed to replace the delivery of Company communications to H share shareholders by personal delivery or by postpaid mail.

The current articles of association	Revised articles of association
Chapter 20 Merger and Division of the Company **Chapter 21 Dissolution and Liquidation of the Company**	**Chapter IX Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation**
New addition	**Section 1 Merger, division, capital increase and capital reduction**
Article 253 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. A company that absorbs another company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company, whereby the merged companies shall be dissolved. ……	**Article 180** The Company mergers can be subject to the form of merger by absorption or merger by consolidation. The absorption of other companies by a company is called as merger by absorption and the absorbed company is dissolved. The combination of two or more companies to establish a new company is called as merger by consolidation, and the parties are dissolved after merger.
New addition	**Article 181** **Except as otherwise provided in the Articles of Association, if the price of combined payment by the Company does not exceed 10% of the Company's net assets, it may not be subject to the resolution of the Shareholders' Meeting.** **If the Company merges based on the provisions of the preceding paragraph without the resolution of the Shareholders' Meeting, it shall be subject to the resolution of the Board of Directors.**

The current articles of association	Revised articles of association
Article 253 …… In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company **shall** notify its creditors within 10 days of the date of the Company's merger resolution and shall publish a public notice in a **newspaper** within 30 days. Within 30 days of receiving the notice by the creditors, or for creditors who have not received such notice, within 45 days the notice is announced, the creditors may demand the Company to settle its debts or to provide corresponding guarantee. ……	**Article 182** As for the company merger, the merging parties shall sign a merger agreement and prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of making the resolution on merger and make an announcement **on qualified media, the National Enterprise Credit Information Publicity System and the website of the HKEXnews website** within 30 days. The creditors may, within 30 days since the date of the receipt of the notice or within 45 days since the date of announcement if it fails to receive the notice, require the Company to pay off the debts or to provide corresponding guarantee.
Article 253 …… At the time of merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.	**Article 183** In the case of merger of the company, the creditor's rights and debts of the merged parties **shall** be succeeded by the company that exists after the merger or by the newly established company.

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<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td rowspan="2">Article 254
In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company’s division resolution and shall publish a public notice in a newspaper within 30 days.
Debts of the Company prior to division shall be assumed incidentally by the companies which exist after the division.</td><td>Article 184
When the Company is divided, its assets shall be divided accordingly.
As for the division of the Company, balance sheets and a property list shall be prepared. The Company shall notify its creditors within 10 days from the date of making the resolution of division and make an announcement on qualified media, the National Enterprise Credit Information Publicity System and the website of the HKEXnews website within 30 days.</td></tr>
<tr><td>Article 185
Unless otherwise agreed in a written agreement between the Company and its creditors regarding debt repayment prior to the division, the debts of the Company before its division shall be jointly and severally borne by the Company after its division.</td></tr>
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The current articles of association	Revised articles of association
Article 34 When the Company reduces its registered capital, the Company shall prepare a balance sheet and an inventory of assets. The Company **shall** notify its creditors within 10 days from the date on which the resolution for the reduction of capital has been passed and shall publish a notice to that effect in a **newspaper** within 30 days thereof. The creditors who have received such notice shall, within 30 days thereafter, and those creditors who have not received such notice shall, within 45 days from the date the notice is **first published**, be entitled to require the Company to repay the debt or to provide corresponding guarantees for the debt. The registered capital of the Company after the reduction of **capital shall not fall below the minimum amount required by law.** For any **increase or** decrease in registered capital, the Company shall **register such alteration at the company registration institution in accordance with the law.**	**Article 186** When the Company reduces the registered capital, balance sheets and a list of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of making the resolution to reduce the registered capital and make an announcement **on qualified media, the National Enterprise Credit Information Publicity System and the website of the HKEXnews website** within 30 days. The creditors has the right, within 30 days since the date of the receipt of the notice or within 45 days since the date of announcement if it fails to receive the notice, to require the Company to pay off the debts or to provide corresponding guarantee. **Except as otherwise provided by laws or the Articles of Association,** if the Company reduces its registered capital, **it shall reduce the amount of capital contribution or the shares held by the shareholders pursuant to the proportion of shares held by shareholders accordingly.**

The current articles of association	Revised articles of association
New addition	**Article 187** **If there are still losses after the Company has made up for its losses as per Paragraph 2 of Article 161 of the *Articles of Association*, the registered capital can be reduced to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not distribute it to the shareholders or relieve the shareholders of the obligation to pay the capital contribution or share capital.** **If the registered capital is reduced according to the provisions of the preceding paragraph, the provisions of Paragraph 2 of Article 186 of the Articles of Association shall not apply, but an announcement shall be made within 30 days from the date when a resolution to reduce the registered capital is made at the Shareholders' Meeting on qualified media, the National Enterprise Credit Information Publicity System and the HKEXnews website.** **After the Company reduces its registered capital based on the provisions of the preceding two paragraphs, it shall not distribute profits before the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.**

The current articles of association	Revised articles of association
New addition	**Article 188** **If the registered capital is reduced in violation of the *Company Law* and other relevant regulations, the shareholders shall return the funds they have received. If the shareholders' capital contribution is reduced or exempted, the original state shall be restored. In case of causing losses to the Company, the shareholders and the responsible directors or senior executives shall be liable for compensation.**
New addition	**Article 189** **Except as otherwise provided in the Articles of Association or except that it's determined by the resolution of the Shareholders' Meeting, shareholders will not have the pre-emptive right when the Company issues new shares to increase its registered capital.**

The current articles of association	Revised articles of association
Article 255 The Company shall, in accordance with law, apply for change in **its registration** with the companies registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.	**Article 190** In case of merger or division of the Company and a change in registered items, the change registration shall be lawfully handled at the company registration **authority**; if the Company is dissolved, the cancellation registration **shall be** handled in accordance with the law; if the Company establishes a new company, the establishment registration **shall be** handled in accordance with the law. **When the Company increases or decreases its registered capital, the change registration shall be lawfully handled at the company registration authority.**

The current articles of association	Revised articles of association
New addition	**Section 2 Dissolution and liquidation**
Article 256 The Company **shall be dissolved and liquidated upon the occurrence of any of the following events:** (1) a resolution for dissolution is passed by shareholders' general meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) **the Company is legally declared insolvent due to its failure to repay debts as they become due; and** (4) **the business licence of the Company is cancelled according to the laws, the Company is ordered to close Down or deregistered because of its violation of laws and administrative regulations.** (1) The Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of shareholders and there are no other solutions to resolve the matters. **Shareholders holding 10% or more** of the total voting rights of the Company may appeal to the People's Court for dissolution of the Company.	**Article 191** The Company is dissolved **for the following reasons:** (I) **The business term stipulated in the Articles of Association expires or other dissolution reasons stipulated in the Articles of Association occur;** (II) The dissolution is decided at the Shareholders' Meeting; (III) The dissolution is required due to the Company's merger or division; **(IV) The business license is legally revoked, or the Company is ordered to close down or cancelled;** (V) If the operation and management of the Company encounter serious difficulties and its continued existence will cause significant losses to the interests of shareholders, which cannot be resolved through other means, **shareholders holding more than 10%** of the voting rights of the Company may request the People's Court to dissolve the Company. **The Company shall, within 10 days of the occurrence of the reasons for dissolution stipulated in the preceding paragraph, publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System.**

The current articles of association	Revised articles of association
New addition	**Article 192** **If the Company falls under the circumstances prescribed in Subparagraph (1) and (2) of Article 191 of the Articles of Association and has not yet distributed its property to shareholders, it may exist by amending the Articles of Association or the resolution of the Shareholders' Meeting.** **If any amendment to the Articles of Association or a resolution of the Shareholders' Meeting is made in terms of the provisions of the preceding paragraph, it shall be approved by more than two-thirds of the voting rights held by the shareholders attending the Shareholders' Meeting.**
Article 257 **A liquidation committee shall be set up within 15 days of the Company being dissolved pursuant to sub-paragraph (1), (4) and (5) of the preceding Article, and the composition of the liquidation committee of the Company shall be determined by an ordinary resolution of shareholders' general meeting. If a liquidation committee is not set up within the specified time limit, the creditors of the Company may apply to the people's court to appoint designated persons to carry out the liquidation.** **Where the Company is dissolved under sub-paragraph (3) of the preceding Article, the People's Court shall in accordance with the provisions of relevant laws establish a liquidation committee to carry out the liquidation.**	**Article 193** **If the Company is dissolved pursuant to Subparagraph (1), (2), (4) and (5) of Article 191 of the Articles of Association, it shall be liquidated. The directors shall be the obligors of the Company's liquidation and form a liquidation group to carry out liquidation within 15 days from the date when the cause of dissolution arises.** **The liquidation group is composed of directors, except as otherwise provided in the Articles of Association or as resolved by the Shareholders' Meeting to elect another person.** **The liquidation obligor shall be liable for compensation in case of failing to fulfill his/her liquidation obligations in a timely manner and causing losses to the Company or creditors.**

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 260
During the liquidation period, the liquidation committee shall exercise the following functions and powers:
(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
(2) to inform creditors by notice or to public announcements;
(3) to dispose of and liquidate any unfinished businesses of the Company;
(4) to pay all outstanding taxes;
(5) to settle claims and debts;
(6) to deal with the surplus assets remaining after the Company's debts have been repaid;
(7) to represent the Company in any civil proceedings.</td><td>Article 194
The liquidation group shall exercise the following functions and powers during liquidation:
(I) Liquidate the Company's assets and prepare a balance sheet and a list of property respectively;
(II) Inform and announce creditors;
(III) Dispose the Company's unsettled business related to liquidation;
(IV) Pay off the taxes owed and the taxes incurred in the process of liquidation;
(V) Liquidate the creditors' rights and debts;
(VI) Distribute the remaining properties after the Company pays off its debts;
(VII) Participate civil litigation activities on behalf of the Company.</td></tr>
</table>

The current articles of association	Revised articles of association
Article 259 The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days, publish a public announcement in a **newspaper**. A creditor shall, within 30 days of receipt of the notice, **or** for creditors who have not personally received such notice, within 45 days of the date of **the first public** announcement, report its rights to the liquidation committee. When reporting his rights, the creditor shall provide an explanation of matters which are relevant thereto and shall provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights.	**Article 195** The liquidation group shall notify its creditors within 10 days from the date of establishment and make an announcement on **qualified media, the National Enterprise Credit Information Publicity System and the website of the HKEXnews website** within 60 days. The creditors shall declare their creditor's rights to the liquidation group within 30 days in case of receiving the notice or within 45 days from the date for announcement in the case of failing to receive the notice. The creditors who declare their creditor's rights shall explain the relevant matters of their creditor's rights and provide evidentiary materials. The liquidation group shall register the creditor's rights. **During the declaration for creditors' rights, the liquidation group shall not make any repayment to the creditors.**

The current articles of association	Revised articles of association
Article 261 After it has **sorted out** the Company's assets and prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to **the relevant governing authority** for confirmation. The Company's assets **shall be distributed in accordance with the priority required by law or regulation. If there is no applicable law, such distribution shall be carried out in accordance with a fair and reasonable procedure determined by the liquidation committee.** **Any surplus assets of the Company remaining after its debts have been repaid shall be distributed to its shareholders according to the class of shares and the proportion of shares held.** **During the liquidation period, the Company but shall not commence any new business activities.**	**Article 196** After **settling** the Company's property and preparing a balance sheet and the list of **property**, the liquidation group shall formulate a liquidation scheme and submit it to the Shareholders' Meeting or the **People's Court** for confirmation. The remaining property of the Company **after paying liquidation expenses, employee salaries, social insurance premiums, statutory compensation and outstanding taxes and settling company's debts shall be distributed by the Company according to the proportion of shares held by shareholders.** **During the liquidation period, the Company shall exist, but shall not carry out business activities unrelated to liquidation. None of the properties of the Company may be distributed to any shareholder before they are used for the repayment as stated in the preceding paragraph.**

The current articles of association	Revised articles of association
Article 262 If after **sorting out** the Company's assets and preparing a balance sheet and an inventory of assets in connection **with the liquidation of the Company,** the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court for a declaration of insolvency. After a **Company is declared insolvent** by a ruling of the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the People's Court.	**Article 197** If the liquidation group discovers that the Company's assets are insufficient to pay off debts after **liquidating** the Company's assets and preparing a balance sheet and a list of property, an application for bankruptcy **liquidation** shall be made to the People's Court **in accordance with the law**. The liquidation group shall transfer the liquidation affairs to **the bankruptcy administrator appointed** by the People's Court after the People's Court **accepts** the bankruptcy **application**.
Article 263 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, **a statement of income and expenditure and a financial account books in respect of the liquidation period, which shall be verified by a Chinese registered accountant and submitted to** the shareholders' general meeting **or the relevant governing authority** for confirmation. **The liquidation committee shall, within 30 days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.**	**Article 198** After the end of the liquidation, the liquidation group shall develop a liquidation report, send it to the Shareholders' Meeting or **the People's Court** for validation **and submit it to the Company registration authority to apply for cancellation registration of the Company.**

The current articles of association	Revised articles of association
New addition	**Article 199** **Members of the liquidation group shall perform their liquidation duties and bear the duty of loyalty and diligence.** **If members of the liquidation group fails to perform their liquidation duties, causing losses to the Company, they shall be liable for compensation; if members of the liquidation group by intentional misconduct or gross negligence causes losses to creditors, they shall bear the liability for compensation.**
New addition	**Article 200** **If the Company is declared to be bankrupt in accordance with the law, the bankruptcy liquidation shall be carried out in accordance with the laws regarding enterprise bankruptcy.**
New addition	**Chapter X Amendment of Articles of Association**
New addition	**Chapter XI Special Procedures for Voting by Class Shareholders**

The current articles of association	Revised articles of association
Chapter 25 Supplementary Articles	Chapter XII Supplementary Provisions
Article 275 Definitions: (1) De facto controller means a party that is not a shareholder of the company, but shall be capable to control the act of the Company through investment relationship, agreement or other arrangements. ……	**Article 213** Explanation (I) **Controlling shareholder refers to a shareholder whose shares account for more than 50% of the total share capital of a limited liability company; or shareholder whose proportion of shares held does not exceed 50%, but the voting rights of the shares hold have been sufficient to have a significant impact on the resolutions of the Shareholders' Meeting.** (II) Actual controller refers to **natural person, legal person or other organization** that can actually control the Company's behavior through investment relationships, agreements or other arrangements. ……
Article 276 The meaning of "Accounting Firm" is as same as "Auditor" herein.	**Article 214** The meaning of "accounting firm" as referred to in the Articles of Association **is consistent with the meaning of** "auditor" **in the *Hong Kong Listing Rules***.
Article 277 **All figures herein include the figure mentioned.** The expressions of "above", "within" and **"below"** shall include the figure mentioned whilst the expression of **"under"**, "beyond", "less than" and "more than" shall not include the figure mentioned.	**Article 217** The "above" and "within" as referred to in the Articles of Association include this number; The "**below**", "beyond", "less than", and "more than" do not include this number.

The current articles of association	Revised articles of association
Article 280 These Articles of Association shall be interpreted by the Company's board of directors.	**Article 218** The interpretation of the Articles of Association shall be the responsibility of the Board of Directors of the Company.
New addition	**Article 220** **If the Articles of Association conflict with the provisions of laws, administrative regulations and normative documents promulgated from time to time and the securities regulatory rules of the place where the Company's shares are listed, the provisions of laws, administrative regulations and normative documents promulgated from time to time and the securities regulatory rules of the place where the Company's shares are listed shall prevail.**
New addition	**Article 221** **The Articles of Association shall come into effect as of the date of being approved by the Shareholders' Meeting.**
Article 8 **The Company may invest in other limited liability companies or joint stock limited companies, and is liable for an invested company up to the amount of capital it contributes to the invested company. However, the Company shall not become shareholder of any profitmaking organization with unlimited liability.**	Delete

The current articles of association	Revised articles of association
Article 9 **The Company is an independent corporate legal person with all its actions governed by the laws and regulations of China and the place where its overseas listed foreign invested shares are listed and the legal rights of its shareholders shall be protected. All capital of the Company are divided into shares of equal value. The shareholders are liable for the Company up to the amount of shares they subscribed and all the Company's assets are made liable for its debts.** **Subject to compliance with PRC laws and administrative regulations, the Company shall have the right to raise funds or to obtain loans. Funding for the Company shall include, but not limited to, issue of corporate bonds, charge or pledge the ownership or right of use of part or all of the Company's assets and other rights as permitted under the PRC laws and administrative regulations, and under all circumstances provide guarantee in various kinds for the debts of any third parties (including but not limited to the Company's subsidiaries or associates), provided that in exercising the above rights, the rights of any class shareholders shall not be prejudiced or deprived.**	Delete

The current articles of association	Revised articles of association
Article 12 **The Company shall create ordinary shares at any time, and if required, other types of shares may be created upon approval by the company examination and approval authority as authorized by the State Council.**	Delete
Article 16 **Subject to the approval of the competent securities authority under the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.** **"Foreign Investors" referred to above mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. "Domestic Investors" mean those investors who subscribe for the Company's shares and who are located within the territory of the PRC other than the regions described above.**	Delete

The current articles of association	Revised articles of association
Article 20 **The Company's board of directors may take all necessary action for the issuance of overseas listed foreign invested shares and domestic shares after proposals for issuance of the same have been approved by the State Council's securities authorities.** **The Company may implement its proposal to issue overseas listed foreign invested shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the State Council's securities authorities.**	Delete
Article 21 **Where the total number of shares stated in the proposal for the issuance of shares include overseas listed foreign invested shares and domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the State Council's securities authorities, be issued in separate branches.**	Delete
Article 25 **The shares of the Company once being transferred, the transferee shall become the owner of those shares and his/her name shall be put in the register of shareholders.**	Delete

The current articles of association	Revised articles of association
Article 30 **Any overseas listed foreign shareholders shall transfer all or parts of their shares by standard form of transfer and documents as prescribed by the HK Stock Exchange. Transfer documents should be signed by the transferor and transferee by hand or in mechanically-printed form.**	Delete
Article 31 **The Company has to ensure all the overseas listed foreign shares to contain the statement as below, and indicates to its share registration office to refuse to register any persons as shareholders for subscribing, purchasing or transferring any of the Company's shares unless and until he shows to the share registration office a share certificate with the following statement and a properly signed form of transfer:** **(1) The purchaser agrees with the Company and each of its shareholders and the Company agrees with each shareholder to observe and comply with the Company Law and other relevant laws, administrative regulations and these Articles of Association;**	Delete

The current articles of association	Revised articles of association
(2) The purchaser agrees with the Company and each of its shareholders, directors, supervisors and senior officers, and the Company for itself and on behalf of its directors, supervisors and senior officers agrees with its shareholders that it will refer all disputes and claims arising from the Articles of Association or from the rights and obligations specified in the Company Law or other relevant laws or administrative regulations to legal proceedings in accordance with the Articles of Association, and any reference to legal proceedings shall be deemed to authorize the conduct of an open hearing session and to publish its results; (3) The purchaser agrees with the Company and each of its shareholders that the shares can be freely transferred by the holder; (4) the purchaser authorizes the Company to conclude contract on his behalf with each director and senior officer, and such director and senior officer shall undertake to observe and fulfill their duties for shareholders as specified in the Articles of Association.	

The current articles of association	Revised articles of association
Article 32 **The Company may cease sending dividend warrants by post under the following circumstances.** **(1) The dividend warrant is left uncashed on two consecutive occasions.** **(2) The dividend warrant is returned undelivered after the initial delivery.** **The Company can sell the untraceable shares and retain the unclaimed dividends, provided that:** **the Company has distributed dividends on such shares for at least three times in 12 years, which dividends are not claimed by anybody during the period;** **(1) upon expiration of the 12-year period, the Company makes an announcement of its intention to sell such shares in newspapers with the approval of the securities department under the State Council, and notify such department and the relevant securities regulatory authority at the place where the shares of the Company are listed.** **(2) Regarding the exercise of power to forfeit the unclaimed dividend, such power may be exercised only upon expiry of the applicable period.**	Delete

The current articles of association	Revised articles of association
Article 38 **After the Company has repurchased the shares according to law, the Company shall, within the time limit stipulated by laws and administrative regulations, cancel that part of the shares and shall apply to the original company registration institution for the registration of the alteration of its registered capital.** **The Company shall obtain the approval in a general meeting of shareholders for repurchase of its shares for the purposes set out in clauses (1) to (2) of the first kind Article 35. The Company should take the following actions after the repurchase in accordance with the above-mentioned Article 35. In case of clause (1) of Article 35, the shares shall be cancelled within 10 days from the date of the repurchase. In the case of clause (2) or (4) of Article 35, the shares so repurchased shall be transferred or cancelled within 6 months.**	Delete

The current articles of association	Revised articles of association
Shares repurchased by the Company in accordance with clause (3), (5) and (6) of Article 35 shall not exceed 10% of the Company's total issued capital. The fund used for repurchase shall be made out from the Company's after-tax profit. All the repurchased shares shall be transferred to incentive scheme participants or shall be cancelled within three years. The registered capital of the Company shall be reduced by the amount of the total nominal value of the shares so cancelled. Where the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchanges on which the Company's shares are listed have provisions on the aforesaid relevant matters in respect of share repurchase, such provisions shall prevail. If the Company acquires its own shares, it shall fulfil its information disclosure obligation as required under the Securities Law.	

The current articles of association	Revised articles of association
Article 39 **Unless the Company is in liquidation, the repurchase of issued shares by the Company shall be subject to the following provisions:** **(I) For those shares repurchased at par value, payment may be made out of the distributable profits as shown on the accounts of the Company or from the proceeds of the issue of new shares which are issued for the purpose of repurchasing the old shares;** **(II) For those shares repurchased at a value exceeding the par value, payment up to the par value thereof shall be made out of the distributable profits as shown on the accounts of the Company or from the proceeds of the issue of new shares which are issued for the purpose of repurchasing the old shares; payment of the portion in excess of the par value shall be dealt with in the following manners:** **1. For those repurchased shares which were issued at par value, it shall be paid out of the distributable profits as shown on the accounts of the Company;**	Delete

The current articles of association	Revised articles of association
2. For those repurchased shares which were issued in excess of the par value, it shall be paid out of the distributable profits as shown on the accounts of the Company or from the proceeds of the issue of new shares which are issued for the purpose of repurchasing old shares; provided that the amount paid out of the proceeds of the issue of new shares shall not exceed the total premium received from the issue of such repurchased shares, nor shall it exceed the amount in the Company's share premium account or capital reserve fund account (including the amount of premium from the issue of new shares) at the time of such repurchase; (III) The payments made by the Company for the following purposes shall be paid out of the distributable profits of the Company; 1. Acquisition of rights to repurchase its shares; 2. Alteration of any agreement for repurchase of its shares; 3. Discharging any of its obligations under any repurchase agreement.	

The current articles of association	Revised articles of association
(IV) After the reduction of the total nominal value of the shares which have been so canceled from the registered capital of the Company pursuant to the relevant provisions, the amount which has been deducted from the distributable profits and which has been used for repurchasing the nominal value of the shares shall be credited to the share premium account or capital reserve fund account of the Company.	
Article 41 **The financial assistance referred to in this Chapter shall include, but not be limited to, the following forms:** **(1) Gifts;** **(2) Mat endowment;** **(3) Guarantees (including the assumption of obligations by the guarantor or the offering of property by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation to be made as a result of default on the part of the Company itself), discharge or waiver of rights;**	

The current articles of association	Revised articles of association
(4) Provisions of loans or entering into contracts in which the Company has to perform obligations prior to the performance of obligations by the other party, changes to loans or to the contracting parties and the assignment of such loans or contracts; **(5) Any other forms of financial assistance given by the Company when the Company is unable to pay its debts or has no net assets or as a result of which the Company's net assets would be reduced to a material extent.** **The assumption of obligations referred to in this Chapter shall include the obligations assumed by the obligor due to changes in its financial position by entering into contracts or making arrangements (whether or not such contract or arrangement is enforceable and whether or not such person is liable individually or jointly with others) or by any other means.**	

The current articles of association	Revised articles of association
Article 42 **The following acts are not deemed as prohibited by the provisions of Article 40 of these Articles of Association of Association:** **(I) the financial assistance is given by the Company in good faith in the interests of the Company and the principal purpose in giving such assistance is not for the purchase of the Company's shares, or the assistance so given is only an incidental part of some larger purpose of the Company;** **(II) The distribution of dividends by the Company by way of distributing its assets in accordance with law;** **(III) The distribution of dividends by way of bonus shares;** **(IV) Reduction of registered capital, repurchase of shares of the Company, restructuring of the share capital or other restructuring in accordance with these Articles of Association of Association;** **(V) lending of money by the Company in the ordinary course of business which falls within its scope of business (but the net assets of the Company shall not be reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Company);** **(VI) Provision of funds by the Company for the employee share scheme (but the net assets of the Company shall not be reduced thereby, or even if reduced, the said financial assistance is made out of the distributable profits of the Company).**	Delete

The current articles of association	Revised articles of association
Article 43 **The share certificates of the Company shall be in registered form.** **The particulars to be set out in the share certificates of the Company shall include:** **(I) The name of the Company;** **(II) The date of incorporation of the Company;** **(III) The class and nominal value of and the number of shares represented by the share certificates;** **(IV) The serial number of the share certificates; and** **(V) Other particulars which are required to be included by the stock exchanges on which the shares of the Company are listed, except for those stated in the Company Law and Special Provisions.**	Delete
Article 44 **Share certificates shall be signed by the chairman of the board of directors. If the stock exchange on which the shares of the Company are listed shall require other senior managerial officers to sign thereon, such other senior managerial officers so required shall also sign on such certificates. The share certificates shall be effective after the seal of the Company have been affixed thereto or the seal has been affixed thereto in a printed form. The affixing of the Company seal upon the share certificate shall be authorized by the board of directors. The signatures of the chairman of the board of directors or other relevant senior managerial officers of the Company on the share certificates may also be made in printed form.**	Delete

The current articles of association	Revised articles of association
Article 48 **The various parts of the register of shareholders shall not overlap. A transfer of shares registered in a particular part of the register of shareholders shall not be registered in another part of the register of shareholders during the subsistence of the registration of such shares.** **Changes or rectification of each part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register of shareholders is kept.**	Delete
Article 49 **All the overseas listed foreign invested shares shall be transferred by adopting ordinary, common or other written transfer documents accepted by the board of directors; they can be signed by hands without any seal. If the shareholder is a clearing house or his agent accepted by the laws in Hong Kong, the transfer document can be signed in machine printing form.** **All paid up overseas listed foreign invested shares which are listed in Hong Kong shall be freely transferable in accordance with these Articles of Association of Association; unless the following conditions are satisfied, the board of directors may refuse to recognize any transfer documents without giving any reasons:**	Delete

The current articles of association	Revised articles of association
(I) 2.50 Hong Kong dollars (for each transfer document) or a fee of such amount as may be prescribed from time to time in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the registration of the transfer documents of the shares and other documents relating to or affecting the ownership of shares is paid; **(II) The transfer document only involves overseas listed foreign invested shares which are listed on the Main Board of the HK Stock Exchange;** **(III) The stamp duty payable in respect of the transfer document has been paid;** **(IV) The relevant share certificates, together with the evidence as reasonably required by the board of directors showing that the transferor is entitled to transfer the shares are produced;** **(V) If the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;** **(VI) The Company shall not have any lien over the relevant shares.** **If the Company refuses to register the share transfer, the Company shall send a written notice of rejection to the transferer and transferee within two months from the date of transfer application.**	

The current articles of association	Revised articles of association
Article 50 **The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.** **Upon termination of listing of the shares, such share certificates of the Company shall continue to be traded in the share transfer agency system.**	Delete
Article 52 **Any person who disputes the register of shareholders and requests to have his name (or description) registered thereon, or requests to have his name (or description) removed there from may apply to the court of competent jurisdiction to rectify the register of shareholders.**	Delete

The current articles of association	Revised articles of association
Article 53 **If any shareholders whose name has been registered in the register of shareholders or any person who requires to have his name (or description) entered into the register of shareholders has lost his share certificate(s) ("Original Certificate(s)"), he may apply to the Company for the issue of (a) replacement certificate(s) in respect of such shares ("Relevant Shares"). Unless the Company is ascertained that the Original Certificate is destroyed, otherwise no new certificate shall be issued for replacement of the lost certificate.** **The application for the issue of replacement certificates by holders of domestic shares who lost their share certificates shall be made in accordance with section 144 of the Company Law.** **The application for the issue of replacement certificates by holders of overseas listed foreign invested shares who lost their share certificates shall be made in accordance with the laws, stock exchange regulations and other relevant regulations of the place where the original of the register of members of such overseas listed foreign invested shares is kept.**	Delete

The current articles of association	Revised articles of association
The application for the issue of replacement certificates by H shareholders who lost their share certificates shall be made in accordance with the following procedures: **(I) Applicants shall submit an application in standard form designated by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason for the application made by the applicant, the circumstances under which the share certificate(s) was/were lost with supporting evidence and a declaration that no other persons may request to be registered as a shareholder in respect of the Relevant Shares;** **(II) The Company does not receive any declaration from any person other than the applicant requesting registration as the shareholder of such shares before the Company determines to issue (a) replacement share certificate(s).**	

The current articles of association	Revised articles of association
(III) If the Company decides to issue (a) replacement share certificate(s) to the applicant, an announcement of such intention to issue replacement share certificate(s) shall be published in the newspapers designated by the board of directors; the period for such announcement shall be 90 days and such announcement shall be published at least once every 30 days during such period. **(IV) Prior to the publishing of the announcement for the issue of (a) replacement certificate(s), the Company shall submit a copy of such proposed announcement to the stock exchange on which it is listed and shall obtain the reply of such stock exchange confirming that such announcement has been published at the stock exchange and such publication shall last until the expiry of 90 days from the date of receipt of such announcement.** **If the consent to the application for (a) replacement certificate(s) has not been obtained from the registered shareholder of the Relevant Shares, the Company shall send to such shareholder by post a copy of such proposed announcement.**	

The current articles of association	Revised articles of association
(V) Upon the expiry of the 90-day period for the publication of the said announcement as provided in paragraphs (III) and (IV) of this Article, if no objection has been received by the Company from any person to the replacement of such certificate(s), (a) replacement share certificate(s) shall be issued pursuant to the applicant's application. **(VI) Upon issuing (a) replacement share certificate(s) pursuant to this Article, the Company shall immediately cancel the Original Certificate(s) and such cancellation and replacement shall be registered in the register of shareholders.** **(VII) All costs incurred by the Company in connection with the cancellation of the Original Certificates and issuing replacement share certificates shall be borne by the applicant. Unless the applicant provides reasonable security, the Company shall be entitled to refuse to take any action.**	

The current articles of association	Revised articles of association
Article 54 **Upon the issuance by the Company of (a) replacement share certificate(s) pursuant to the provisions of this Chapter, the name (description) of a bona fide purchaser who acquired the new share certificate(s) as aforesaid or a shareholder who is subsequently registered as the owner of such shares (if being a bona fide purchaser) shall not be removed from the register of shareholders.**	Delete
Article 55 **The Company shall have no liability for any loss sustained by any person as a result of the cancellation of the Original Certificates or in issuing replacement share certificates; unless it can be proved that the Company has acted fraudulently.** **Upon termination of listing of the shares, such share certificates of the Company shall continue to be traded in the share transfer agency system.**	Delete

The current articles of association	Revised articles of association
Article 56 **Shareholders are the persons who hold shares of the Company legitimately, and whose names (descriptions) are registered in the shareholders' register.** **Shareholders shall enjoy rights and assume obligations according to the different types of shares held; shareholders who have the same type of shares shall enjoy the same rights and assume the same obligations.** **If any one of the joint shareholders dies, only the remaining joint shareholders shall be deemed to be the persons entitled to the ownership of the relevant shares, provided that the board of directors shall have the right to require the provision of documents certifying their death, as it deems fit; in respect of joint shareholders of any shares, only the shareholder named first in the register of shareholders shall be entitled to receive from the Company the share certificates in respect of the relevant shares and to receive notices of and to attend and vote at the shareholders' general meetings of the Company and any notices served to the said person shall be deemed to be served on all the joint shareholders of the relevant shares.**	Delete

The current articles of association	Revised articles of association
Article 58 **For any shareholder who needs to observe or obtain the relevant information stated in the previous article, he shall offer the written documents which can prove his ownership of types and number of shares to the Company, the Company will provide the information on the request after confirming his identity.**	Delete
Article 63 **Any shareholder who owns 5% or more of the voting rights of the Company must report to the Company in writing with respect to any pledge of the shares in the Company held by him on the same day of the creation of the pledge.**	Delete

The current articles of association	Revised articles of association
Article 64 **Save for the obligations required under the laws, administrative regulations or the listing rules of a recognized stock exchange on which the shares of the Company are listed, in exercising its rights as a shareholder, a controlling shareholder shall not exercise his voting rights to make decisions which would prejudice the interests of all or some of the shareholders in respect of the following matters:** **(1) to exempt the directors or supervisors from their obligation to act in good faith and in the best interests of the Company;** **(2) to authorize the directors or supervisors (in the interests of himself or themselves or other persons) to deprive the Company in any manner of its assets, including but not limited to any opportunities beneficial to the Company;** **(3) to authorize the directors or supervisors (in the interests of himself or themselves or other persons) to deprive the personal rights of other shareholders, including but not limited to any entitlement to distribution or voting rights but excluding reorganization of the Company approved by the shareholders in general meeting pursuant to these Articles of Association of Association.**	Delete

The current articles of association	Revised articles of association
Article 65 **The controlling shareholder referred to in the preceding Article shall mean a person who meets one of the following conditions:** **(1) such person, either acting alone or in concert with others, may elect half or more of the directors;** **(2) Such person, either acting alone or in concert with others, may exercise 30% or more of the voting rights of the Company or control the exercise of 30% or more of the voting rights of the Company;** **(3) Such person, either acting alone or in concert with others, may hold 30% or more of the issued shares of the Company held by the public;** **(4) Such person, either acting alone or in concert-with others, may have de facto control of the Company in any other way.**	Delete

The current articles of association	Revised articles of association
Article 66 **The controlling shareholder or beneficial controller of the Company should not use its connected relationship to damage the Company's interest. The controlling shareholder or beneficial controller should be liable for compensation if it violates this rule and causes damage to the Company.** **The controlling shareholder or beneficial controller should have fidelity duty to the other shareholders and the Company. The controlling shareholder should strictly follow the law to enforce its rights as a shareholder, and should not damage the Company's and the other shareholders' lawful rights in profit distribution, restructure of assets, external investments, use of capital, and loan and guarantee. The controlling shareholder should not use its controlling position to infringe the interest of the Company and the other public shareholders.**	Delete
Article 67 **The shareholders' general meeting is the governing body of the Company and it shall perform its functions in accordance with relevant laws.**	Delete
Article 83 **The proposal on nomination of directors shall be submitted, notified and announced at least 10 trading days before the date of convening the shareholders' general meeting.**	Delete

The current articles of association	Revised articles of association
Article 91 **Any shareholder who is entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (whether being a shareholder or not) as his proxies to attend and vote at such meeting on his behalf. Such proxy or proxies may exercise the following rights pursuant to the appointment made by the appointing shareholder:** **(1) The right of such shareholder to speak at the shareholders' general meeting;** **(2) To act on his own or join with other persons to demand for a poll;** **(3) To exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.**	Delete

The current articles of association	Revised articles of association
If the shareholder is a recognized clearing house (or their agent) as defined in the relevant laws and regulations of Hong Kong ("Recognized Clearing House"), he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' general meeting or class meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to attend meetings and exercise the rights on behalf of the Recognized Clearing House, (Including the right of speak and vote), as if they were the individual shareholders of the Company.	
Article 94 **The instrument delivered to a shareholder by the board of directors of the Company for appointing a proxy shall be in such form so as to enable the shareholder to instruct freely at his choice the proxy to vote in favor of or against any resolution and to give instruction on each item of the business put to vote at the meeting. Such instrument of proxy shall specify that if no instruction is given by the shareholder, the proxy may vote in the way as he thinks fit.**	Delete

The current articles of association	Revised articles of association
Article 96 **Notwithstanding the death or incapacity of the appointor, or the revocation of the appointment or revocation of the authority under which the appointing instrument is signed, or the relevant shares have been transferred, a vote by such proxy pursuant to the instrument of appointment shall still be valid provided that no notice in writing in respect of the events mentioned above has been received by the Company prior to the commencement of the relevant meeting.**	Delete
Article 106 **A shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote.** **If any shareholder can only abstain or give an affirmative or negative vote to any special resolution according to any applicable law or regulation, any vote given by this shareholder or his representative by breaching this requirement or limit will not be counted.**	Delete

The current articles of association	Revised articles of association
Article 107 **In the shareholders' general meeting, all votes cast by shareholders shall be by poll, unless the chairman in good faith decides that resolutions solely related to procedural or administrative issues shall be voted by show of hands. The Company shall announce the voting results in the manner as directed by the HK Stock Exchange.** **Such procedural or administrative issues include:** **(1) Issues not covered in the agenda of the shareholders' general meeting or any supplementary circulars to shareholders; and** **(2) Issues involving the duties of the chairman for holding the meeting in an orderly manner and/or enabling the business of the meeting to be handled more effectively, and that all shareholders would have a reasonable opportunity to express his view.**	Delete

The current articles of association	Revised articles of association
Notwithstanding the above, at any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded: (I) by the chairman of the meeting; (II) by at least two (2) shareholders present in person or by proxy entitled to vote thereat; (III) by one (1) or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote at the meeting; and (IV) by the director(s) and/or the relevant shareholders, chairman of the meeting who individually or jointly hold 5% or more of the total voting rights by proxy at the meeting (if on a show of hands, the voting results are against those as shown in the proxy forms), before or after a vote is carried out by a show of hands. Unless a poll is demanded, a declaration by the chairman that a resolution is passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	

The current articles of association	Revised articles of association
Article 108 **If a poll is demanded for the election of the chairman or the adjournment of the meeting, such matters shall be resolved by poll immediately; in respect of a poll demanded for other matters, the time for such a poll shall be decided by the chairman of the meeting and other business may be proceeded with at the meeting. The result of such a poll shall still be deemed as a resolution passed at the meeting.**	Delete
Article 109 **On a poll taken at a meeting, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.**	Delete
Article 112 **The Company shall, subject to the shareholders' general meetings being legally and validly held, make it convenient for the shareholders to attend the general meetings through various means, including using modern information technology to establish an online voting platform for A shareholders.**	Delete
Article 128 **The board of directors and supervisory committee shall respond or explain to any shareholder's query and advice in the general meeting, except for the Company's business secrets.**	Delete

The current articles of association	Revised articles of association
Article 129 **A shareholders' general meeting shall be convened and presided by the chairman of the board of directors. If the chairman of the board of directors cannot attend the meeting, the vice-chairman shall convene and take the chair of the meeting; if both the chairman and the vice-chairman cannot attend the meeting, the board of directors may designate a director of the Company to convene and take the chair of the meeting; if no chairman of the meeting has been so designated, the shareholders present may choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder present in person or by proxy in the meeting and holding the largest number of shares which carry the right to vote shall be the chairman of the meeting.** **As for the shareholders' general meeting convened by the supervisory committee, the chairman of the supervisory committee shall call and serve as the chairman of the meeting. If the chairman is unable to perform duties or not performing his duties, more than half of the supervisors may elect a supervisor to call such meeting and be the chairman of the meeting.**	Delete

The current articles of association	Revised articles of association
As for the shareholders' general meeting convened by the shareholders, the conveners nominate representative to call and serve as the chairman of the meeting. **When a shareholders' general meeting is convened, if the chairman of the meeting contravenes the rules of procedures, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the shareholders' general meeting to serve as the chairman and the meeting may proceed.**	
Article 130 **The chairman of the meeting shall be responsible for determining whether a resolution of the shareholders' general meeting is passed and his determination shall be final and the same shall be announced at the meeting and recorded in the minutes of the meeting.**	Delete

The current articles of association	Revised articles of association
Article 132 **In the event a count of the votes has been made at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.**	Delete
Article 134 **A shareholder shall be entitled to inspect copies of the minutes of shareholders' general meeting(s) free of charge during office hours of the Company. Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes so requested within seven days of the receipt of reasonable payment therefore.**	Delete

The current articles of association	Revised articles of association
Article 149 **Where there is a disposition of fixed assets by the board of directors and the aggregate of the expected value of the consideration for the proposed disposition and the value of the consideration for any disposition of fixed assets made within 4 months immediately preceding the proposed disposition exceeds 33 per cent of the value of the fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting, the board of directors shall not dispose or agree to dispose of the fixed assets without the prior approval of shareholders' general meeting.** **In this Article, 'disposition of fixed assets' includes an act involving transfer of an interest in property other than the pledge of fixed assets for security.** **The validity of a disposition by the Company shall not be affected by a breach of the first paragraph of this Article.** **In making decisions concerning market development, mergers and acquisitions, and investments in new frontiers, if the value of such investments, mergers and acquisitions amounts to more than 10% of the Company's total assets, the board of directors shall engage relevant experts and professionals to examine and appraise which will form an important basis for the board's decision.**	Delete

The current articles of association	Revised articles of association
Article 155 **If the director has attended the meeting, and has not received any objection of meeting notice before the meeting or at the beginning of meeting, it shall be considered that the notice has been sent to him.**	Delete
Article 161 **When a director's resignation takes effect or his/her term of service expires, the director shall complete all transfer procedures with the Board. His/her duties towards the Company and the shareholders do not necessarily cease before the resignation letter becomes effective or within twelve months after it has become effective or after the end of his/her term of service in accordance with these Articles of Association.**	Delete
Article 164 **For matters requiring resolution of the provisional board meeting, when the content of the resolution to be proposed is given to all directors in writing, and the number of directors signed with consent reaches the required number of directors as specified in Article 145 and Article 157 of this chapter, a valid resolution can be formed without any board meeting held.**	Delete

The current articles of association	Revised articles of association
Article 176 **The general manager may attend the meeting of the board of directors, but the general manager, not being a director, shall not have the right to vote at the meeting of the board of directors.**	Delete
Article 177 **In performing their duties, the General Manager and the deputy general manager(s) shall not alter the resolutions of the meeting of the shareholders or of the board of directors or exceed the scope of his authority.**	Delete
Article 178 **In performing their duties, the general manager and the deputy general managers of the Company shall act in good faith and diligently according to laws, administrative regulations and these Articles of Association of Association.**	Delete

The current articles of association	Revised articles of association
Chapter 14 Qualifications and Obligations of Directors, Supervisors, General Manager, Deputy General Managers and Other Senior Management	Delete
Article 193 **A person may not serve as a director, supervisor, general manager, deputy general manager or other senior management of the Company if any of the following circumstances apply:** **(1) The person lacks civil capacity or such capacity is otherwise being restricted;** **(2) The person has been convicted of an offence of corruption, bribery, misappropriation or embezzlement of properties or disrupting the economic order of the socialist market, and less than 5 years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than 5 years have elapsed since the expiration of the enforcement period;**	Delete

The current articles of association	Revised articles of association
(3) The person is a former director or factory manager or manager of a company or an enterprise which has become insolvent as a result of improper operation and management and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise; (4) The person was the legal representative of a company or an enterprise whose business license has been revoked as a result of the violation of the laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business license of such company or enterprise; (5) The person has a relatively large amount of personal indebtedness which is due and outstanding;	

The current articles of association	Revised articles of association
(6) The person is under criminal investigation by the judicial authorities due to violation of criminal laws, where such investigation is still pending; **(7) The person is currently being barred by the China Securities Regulatory Commission from participating in the securities market;** **(8) The person is a non-natural person;** **(9) The person has been convicted of offences under the provisions of the relevant securities regulations by a relevant supervisory authority which involved fraud or dishonest acts and where less than five years have elapsed since the date of such conviction.** **(10) Other contents set by the laws, administrative regulations or departmental rules.**	
Article 194 **The validity of an act of a director, general manager, deputy general manager and other senior management of the Company acting on behalf of the Company vis-a-vis a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.**	Delete

The current articles of association	Revised articles of association
Article 195 **In addition to the obligations required by the laws, administrative regulations or listing rules of the stock exchanges on which the Company's shares are listed, the director, supervisor, general manager, deputy general manager and other senior management shall bear the following obligations for each shareholder during the implementation of duties and rights given by the Company:** **(1) Not make the Company exceed the business scope specified by its business license;** **(2) Act honestly and in the best interests of the Company;** **(3) Not to expropriate the Company's property in any way, including (without limitation) usurpation of opportunities which benefit the Company;** **(4) Not deprive of the personal rights and interests of shareholders, including but not limited to distribution rights or voting rights, save and except for the reorganization approved by the shareholders' general meeting in accordance with the Articles of Association.**	Delete

The current articles of association	Revised articles of association
Article 196 **In exercising his rights or discharging his duties, the director, supervisor, general manager, deputy general manager and other senior management owes a duty to exercise the care, diligence and skill of a reasonable and prudent person acting under similar circumstances.** **The board of directors should periodically review the time required for directors to perform their duties for the Company and whether each director has provided sufficient time to perform his duties. Directors should also provide their training records to the Company.**	Delete
Article 197 **In discharging his duties, a director, supervisor, general manager, deputy general manager and other senior management of the Company shall observe the fiduciary principle and shall not put himself in a position where his personal interests and his duties may conflict. Such principle shall include but not be limited to, the undertaking of the following obligations:** **(1) To act honestly in the best interests of the Company;** **(2) To exercise powers within, and not to exceed the scope of, his authority;**	Delete

The current articles of association	Revised articles of association
(3) To exercise the discretionary power vested in him personally and not allow himself to act under the direction of another person and, unless and to the extent permitted by law or administrative regulations or the informed consent of the shareholders' general meeting, not to delegate the exercise of his discretion; **(4) To treat the shareholders of the same class equally and to treat the shareholders of different classes fairly;** **(5) Unless otherwise provided herein or with the informed consent of the shareholder's general meeting, not to enter into contracts, transactions or arrangements with the Company;** **(6) Without the informed consent of the shareholder's general meeting, not to use the property of the Company in any manner for his own benefit;** **(7) Not to exploit his position to accept bribes or other unlawful income and not to expropriate the Company's property in any way, including (without limitation) usurpation of opportunities which benefit the Company;**	

The current articles of association	Revised articles of association
(8) Without the informed consent of the shareholder's general meeting, not to accept any commission in connection with the transactions of the Company; **(9) To abide by these Articles of Association of Association, to perform his duties faithfully, to protect the interests of the Company, and not to pursue personal benefits by exploiting his position and authority in the Company;** **(10) Not to compete in any way with the Company unless with the informed consent of the shareholder's general meeting;** **(11) Not to misappropriate the funds of the Company or to lend the funds of the Company to others; not to deposit the assets of the Company in the accounts opened under his own name or the name of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or any other persons;**	

The current articles of association	Revised articles of association
(12) Without the informed consent of the shareholder's general meeting, not to disclose any confidential information of the Company acquired during his term of office, nor shall he use such information otherwise than for the Company's benefit, save that such information may be disclosed to a court of law or other governmental authorities under the following situations: **1. Disclosure is required by law;** **2. Disclosure is required in the public interest;** **3. Disclosure is required in the interests of such director, supervisor, general manager, deputy general manager and other senior management.**	
Article 198 **A director, supervisor, general manager, deputy general manager and other senior management of the Company shall not cause following persons or organizations ("associates") to do what he is prohibited from doing:** **(1) The spouse or the minor child of the director, supervisor, general manager, deputy general manager and other senior management;**	Delete

The current articles of association	Revised articles of association
(2) A trustee of the director, supervisor, general manager, deputy general manager and other senior management or of the persons mentioned in paragraph (1) of this Article; **(3) A partner of the director, supervisor, general manager, deputy general manager and other senior management or of the persons mentioned in paragraphs (1) and (2) of this Article;** **(4) Companies actually and solely controlled by the director, supervisor, general manager, deputy general manager and other senior management, or companies actually and jointly controlled by the persons referred to in paragraphs (1), (2) and (3) of this Article or the director, supervisor, general manager, deputy general manager and other senior management of the Company;** **(5) The director, supervisor, general manager, deputy general manager and other senior management of the companies being controlled as mentioned in paragraph (4) of this Article.**	

The current articles of association	Revised articles of association
Article 199 **The fiduciary duties of a director, supervisor, general manager, deputy general manager and other senior management of the Company do not necessarily cease upon the expiry of his term of office. The obligations to keep the trade secrets of the Company confidential shall survive the expiry of his term of office. Other obligations may continue for such period as the principle of fairness may require depending on the length of the time between its occurrence and his departure from office and the circumstances and conditions under which his relation with the Company was terminated.**	Delete
Article 200 **The liability of a director, supervisor, general manager, deputy general manager and other senior management of the Company in respect of the breach of certain specific obligations may be discharged with the informed consent of the shareholder's general meeting except for the circumstances provided for in Article 64 of these Articles of Association of Association.** **A director should promptly inform the board of directors of any change in his major commitment.**	Delete

The current articles of association	Revised articles of association
Article 201 **In the event that a director, supervisor, general manager, deputy general manager and other senior management of the Company is interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Company (except for the service contract of the director, supervisor, general manager, deputy general manager and other senior management with the Company), he shall disclose to the board of directors the nature and extent of his interest at the earliest opportunity, whether or not the relevant matters are subject to the approval by the board of directors in normal circumstances.** **Unless the director, supervisor, general manager, deputy general manager and other senior management of the Company so interested has disclosed such interest to the board of directors as required in this Article and the board of directors has approved the same in a meeting in which he has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke such contract, transaction or arrangement except as against a bona fide party without notice of the breach of the duty by the director, supervisor, general manager, deputy general manager and other senior management concerned.**	Delete

The current articles of association	Revised articles of association
If any associate of a director, supervisor, general manager, deputy general manager and other senior management of the Company is interested in certain contracts, transactions or arrangements, such director, supervisor, general manager, deputy general manager and other senior management shall also be deemed as interested in the same.	
Article 202 **If, before the Company first considers the entering into of the relevant contract, transaction or arrangement, a director, supervisor, general manager, deputy general manager and other senior management of the Company gives written notice to the board of directors, stating that by reasons of the facts contained in the notice, he is interested in such contract, transaction or arrangement to be entered into by the Company subsequently, such director, supervisor, general manager, deputy general manager and other senior management shall be deemed to have made such disclosure as stipulated in the preceding Article herein to the extent as stated in the notice.**	Delete

The current articles of association	Revised articles of association
Article 203 **The Company shall not in any manner pay taxes for any of its directors, supervisors, general manager, deputy general manager and other senior management.**	Delete
Article 204 **No loans or guarantees for loans shall be provided, directly or indirectly, by the Company to a director, supervisor, general manager, deputy general manager and other senior management of the Company or of its parent, nor shall such loans or guarantee for loans be provided to the associates of the above-mentioned persons.** **The provisions as aforesaid shall not apply to the following situations:** **The Company provides loans or guarantee for loans to its subsidiaries.**	Delete
Article 205 **If the provision of a loan made by the Company is in breach of the provisions of the preceding Article, the recipient of the loan should repay the same forthwith regardless of the terms of such loan.**	Delete

The current articles of association	Revised articles of association
Article 206 **Guarantees for loans provided by the Company in breach of the provisions of paragraph 1 of Article 204 shall be unenforceable against the Company except under the following situations:** **(1) At the time when the loans were made to the associates of the director, supervisor, general manager, deputy general manager and other senior management of the Company or those of its parent, the lender has no knowledge of the circumstances;** **(2) The security provided by the Company has been legally sold by the lender to a bona fide purchaser.**	Delete
Article 207 **The guarantee referred to in the preceding Article shall include the assumption of obligations by the guarantor or the provision of property to secure the performance of obligations by the obligor.**	Delete

The current articles of association	Revised articles of association
Article 208 **Where a director, supervisor, general manager, deputy general manager and other senior management of the Company is in breach of his obligations to the Company, the Company shall apart from the various rights and remedies provided by laws and administrative regulations be entitled to take the following measures:** **(1) To demand the relevant director, supervisor, general manager, deputy general manager and other senior management to pay damages for the losses sustained by the Company as a result of the dereliction of duties on his part;** **(2) To revoke any contract or transaction made between the Company and the relevant director, supervisor, general manager, deputy general manager and other senior management, and a contract or transaction made between the Company and a third party (if such third party knows or should have known that the director, supervisor, general manager, deputy general manager and other senior management representing the Company are in breach of the obligations to the Company);**	Delete

The current articles of association	Revised articles of association
(3) To demand the relevant director, supervisor, general manager, deputy general manager and other senior management to account for the profits obtained by him as a result of the breach of the obligations; **(4) To recover from the relevant director, supervisor, general manager, deputy general manager and other senior management the monies which should have been received by the Company including, but not limited to, commission received by them;** **(5) To demand the relevant director, supervisor, general manager, deputy general manager and other senior management to return the interest earned or that may be earned from the monies which should have been payable to the Company.**	

<table>
<tr><th>The current articles of association</th><th>Revised articles of association</th></tr>
<tr><td>Article 209
The Company shall enter into a contract in writing with directors and supervisors of the Company in respect of remuneration, with the prior approval of the shareholders' general meeting. The remuneration matters as aforesaid shall include:
(1) The remuneration for acting as a director, supervisor or senior management of the Company;
(2) The remuneration for acting as a director, supervisor or senior management of a subsidiary of the Company;
(3) The remuneration for the provision of other services in the management of the Company or its subsidiaries; and
(4) The payment for compensation for loss of office or retirement of such directors and supervisors.
Except pursuant to the contract as aforesaid, no legal proceedings shall be instituted by a director or supervisor in respect of the benefits receivable by him in respect of the aforesaid matters.</td><td>Delete</td></tr>
</table>

The current articles of association	Revised articles of association
Article 210 **There shall be a provision in the contract in relation to remuneration made between the Company and a director or supervisor of the Company that the director or the supervisor of the Company shall be entitled to the compensation or other payments as a result of loss of office or retirement when the Company is to be taken over, provided that prior approval shall have been obtained at a shareholders' general meeting. A takeover of the Company referred to above shall mean one of the following situations:** **(1) A takeover offer to all shareholders has been made by any person;** **(2) A takeover offer has been made by any person to enable the offeror to become the controlling shareholder. The meaning of "controlling shareholder" is the same as that defined in Article 65 of these Articles of Association of Association.** **In the event that the relevant director or supervisor does not comply with the provisions of this Article, any monies received by him shall belong to the persons who sold their shares as a result of the offer made and the expenses incurred as a result of pro rata distribution of such monies shall be borne by such director or supervisor and such expenses shall not be deducted from such monies.**	Delete

The current articles of association	Revised articles of association
Article 213 **The Company shall prepare a financial report at the end of each accounting year and the same shall be audited in accordance with law.** **The accounting year of the Company shall be calendar year from January 1 to December 31.** **The financial report of the Company shall include the following financial and accounting statements and schedules:** **(1) Balance sheet;** **(2) Profit and Profit distribution statement;** **(3) Statement of change in equity;** **(4) Statement of cash flows;** **(5) Notes to the financial statements.**	Delete
Article 214 **The financial report prepared by the Company in accordance with the relevant laws, administrative regulations and regulatory documents issued by local government or supervisory authorities shall be submitted by the board of directors of the Company to the shareholders at each annual general meeting.**	Delete

The current articles of association	Revised articles of association
Article 215 **The financial report of the Company shall be made available at the Company for inspection by shareholders 20 days prior to the holding of the annual general meeting. Each shareholder of the Company shall be entitled to obtain the financial report mentioned in these Articles of Association of Association.** **Copies of aforesaid report, together with the director's report, shall be sent by prepaid post to each holder of overseas listed foreign invested shares at least 21 days prior to the annual general meeting. The address of the recipient shall be the address recorded in the register of shareholders. It can also be sent by publishing it through the website of Company and HKEX while following the relevant procedures of the laws and regulations of the overseas listing location.**	Delete
Article 216 **The financial report of the Company shall be prepared in accordance with PRC accounting standards and legal regulations.**	Delete
Article 217 **The interim results or financial information published or disclosed by the Company should be prepared in accordance with PRC accounting standards and legal regulations.**	Delete

The current articles of association	Revised articles of association
Article 218 **The Company shall submit the directors' report and its annual accounts and auditor's reports for these accounts to each shareholder at least 21 days prior to the date of annual general meeting and within 90 days after the end of fiscal period.** **The Company shall prepare an interim report conforming to the Main Board Listing Rules for the first six months of each fiscal year, which shall be published within 60 days after the end of this period.**	Delete
Article 222 **The profit after tax of the Company shall be distributed in the following order of priority:** **(1) Making up losses;** **(2) Allocation to the statutory surplus reserve;** **(3) Allocation to the discretionary surplus reserve approved by the resolutions of shareholders' general meeting;** **(4) 10% of profits available for distribution to shareholders may be allocated as the bonus fund with approval by the resolution of shareholders' general meeting;** **(5) Payment of dividends for ordinary shares.** **No dividend or bonus shall be distributed by the Company before losses have been made up and allocations to the statutory surplus reserve have been made.**	Delete

The current articles of association	Revised articles of association
Article 223 **The reserve fund of the Company includes surplus reserve and capital reserve. The surplus reserve fund includes statutory surplus reserve and discretionary surplus reserve.**	Delete
Article 225 **The capital reserve shall include the following items:** **(1) Premium received in excess of the par value of the shares issued;** **(2) Other revenue required by the competent financial department of the State Council to be so included.**	Delete
Article 227 **The Company's bonus fund shall be used for the awards of medium or above managers who have over fulfilled their operation tasks.**	Delete

The current articles of association	Revised articles of association
Article 228 **Dividends of the Company of each year shall be paid within six months after the end of each financial year to each shareholder according to the type and proportion to their respective shareholding.** **Unless otherwise resolved at shareholders' general meeting, the shareholders' general meeting may authorise the board of directors to distribute interim dividends. Unless otherwise specified in the laws or regulations, the amount of interim dividends shall not exceed 50% of distributable profits in Company's interim profit statement.** **Holders of shares that have been paid up before payment calls by the Company are entitled to dividends, but holders of prepaid shares are not entitled to dividends declared thereafter.** **The Company may exercise the power to forfeit unclaimed dividends, provided that it does so only after the expiration of the applicable relevant period.**	Delete

The current articles of association	Revised articles of association
Article 237 **The accounting firm appointed enjoys and exercises the following rights:** **(1) Access the accounting books, records and vouchers of the Company at any time, and request the Company's director, general manager and deputy general manager or other senior management to provide the relevant information and explanation;** **(2) Request the Company to take all reasonable measures in order to obtain such information and explanation from the subsidiaries the Company as are necessary for the discharge of its duties;** **(3) Attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.**	Delete

The current articles of association	Revised articles of association
Article 238 **If there is a vacancy in the position of auditor of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.**	Delete
Article 239 **The shareholders' general meeting may by ordinary resolution remove the Company's auditors before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company's auditors. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.**	Delete

The current articles of association	Revised articles of association
Article 241 **The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders' general meeting. The resolution of the shareholders' general meeting shall be filed with the securities regulating authorities of the State Council.** **Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reappoint a retiring accounting firm appointed by the board of directors to fill a casual vacancy, or to remove the accounting' firm before the expiration of its term of office, the following provisions shall apply:** **(2) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm that has left its post in the relevant fiscal year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.**	Delete

The current articles of association	Revised articles of association
(3) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late): 1. in any notice given to shareholders about a resolution to be made, state the representations that has been made by the leaving accounting firm; and 2. attach a copy of the representations to the notice and deliver it to the shareholders as required by the Articles of Association. (4) If the firm's representations are not sent in accordance with paragraph (2) of this Article, the relevant firm may require that the representations be read at the shareholders' general meeting and may make further complaints. (5) An accounting firm that is leaving its post shall be entitled to attend: 1. the shareholders' general meeting relating to the expiry of its term of office; 2. any shareholders' general meeting where it is proposed to fill the vacancy caused by its removal; and 3. any shareholders' general meeting convened for its resignation. The leaving accounting firm is entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.	

The current articles of association	Revised articles of association
Article 243 **The Company purchases various insurances from designated institutions by specified way in accordance with the provisions of competent Chinese authorities, including insurance companies registered in China and lawfully permitted to offer insurance to Chinese companies. The board of directors will deliberate and determine the types, amounts and period of insurance in line with the general industry practices abroad as well as the general practices and legal requirements in China.**	Delete
Article 244 **The Company formulates its labour and personnel management system in accordance with the Labor Law of the People's Republic of China.**	Delete
Article 245 **The Company may at its discretion employ and dismiss employees and enter into employment contracts with all employees based on the business development needs of the Company and in accordance with the requirements of the laws and regulations of the State.**	Delete

The current articles of association	Revised articles of association
Article 246 **The Company decides its labour and payroll systems and payment methods in accordance with the relevant laws and regulations of the State and the economic benefits of the Company.**	Delete
Article 247 **The Company shall endeavour to improve its employee benefits and to continually improve the working environment and living standards of its employees.**	Delete
Article 248 **The Company shall accrue the medical, retirement, unemployment and industrial injury insurance fund, and establish the labor insurance system in line with relevant laws and regulations of the State.**	Delete
Article 249 **Labour union is organized to protect the legitimate interest of employes in accordance with the Trade Union Law of the People's Republic of China. The Company shall provide necessary conditions for activities of the trade union**	Delete

The current articles of association	Revised articles of association
Article 250 **When employees have established a trade union according to laws, the Company shall appropriate 2% of total monthly wage for employees to a trade union fund. The fund shall be used by the trade union of the Company in accordance with the Measures for the Management of the Income and Expenditures of Basic-Level Trade Unions.**	Delete
Article 251 **In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in these Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company.** **Such special documents shall be sent by mail to holders of overseas listed foreign shares at the address registered in the register of shareholders.**	Delete

The current articles of association	Revised articles of association
Article 252 **The Company shall notify the creditors within 10 days of the date of merger or division resolution of the general meeting of shareholders, and make a public notice in a newspaper within 30 days.**	Delete
Article 258 **Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.** **Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.** **The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.**	Delete

The current articles of association	Revised articles of association
Article 264 **The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and the Company's Articles of Association.**	Delete
Article 266 **The Articles of Association shall be amended in line with the following procedure:** **(1) a resolution for amending the Articles of Association and related draft amendment is adopted by the board of directors in accordance with the Articles of Association;** **(2) the aforesaid draft amendment is provided to the shareholders in writing and the shareholders' general meeting is convened to vote on the amendment; and** **(3) the draft amendment is approved by the shareholders' general meeting as a special resolution.**	Delete

The current articles of association	Revised articles of association
The shareholders' general meeting may authorize the board of directors by the ordinary resolution: (1) when the Company increases its registered capital, the board of directors shall have the right to amend the content concerning the registered capital of the Company in the Articles of Association; (2) If the Articles of Association approved by the shareholders' general meeting need to be changed in terms of the wording or order of Articles when being submitted to the company approval authority authorized by the State Council and the securities regulatory authority under the State Council, the board of directors shall have the right to make the corresponding amendment as required by the aforesaid approval authority and securities regulatory authority under the State Council.	

The current articles of association	Revised articles of association
Article 270 **The settlement of disputes shall abide by the following rules:** **(1) Whenever any disputes or claims arise between: holders of the overseas listed foreign shares and the Company; holders of the overseas listed foreign shares and the Company's directors, supervisors, general manager, deputy general manager and other senior management; or holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations arising from these Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.**	Delete

The current articles of association	Revised articles of association
Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, supervisors, general manager, deputy general manager and other senior management of the Company, comply with the arbitration. **Disputes in relation to the definition and register of shareholders need not be resolved by arbitration.** **(2) A claimant may choose arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body chosen by the claimant.**	

The current articles of association	Revised articles of association
If a claimant chooses arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre. **(3) If any disputes or claims of rights prescribed in subparagraph (1) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in laws and administrative regulations.** **(4) The arbitration award shall be final and binding on all parties.**	

Shandong Molong Petroleum Machinery Company Limited*
Rules of Procedure for shareholders' meeting

Chapter I General Rules

Article 1 In order to safeguard the legitimate rights and interests of Shandong Molong Petroleum Machinery Company Limited*. (hereinafter referred to as the "**Company**") and its shareholders, clarify the duties and authorities of the shareholders' meeting, and ensure that the shareholders' meeting exercises its powers in accordance with the law and practices, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), the Rules of the Shareholders' Meetings of Listed Companies (hereinafter referred to as the "**Shareholders' Meeting Rules**"), the Code of Corporate Governance for Listed Companies the Rules Governing the Listing of Stocks of the Shenzhen Stock Exchange (hereinafter referred to as the "**Listing Rules**") and Guidelines for the Standard Operation of Companies Listed on the Shenzhen Stock Exchange No. 1 – Standardized Operations of Main Board Listed Companies, the Articles of Association of Shandong Molong Petroleum Machinery Company Limited* (hereinafter referred to as the "**Articles of Association**") and relevant national regulations.

Article 2 The Company shall convene shareholders' meetings in strict accordance with the relevant provisions of laws, administrative regulations, the Articles of Association and these Rules to ensure that shareholders can exercise their rights in accordance with the law.

The board of directors of the Company shall perform its duties earnestly and organize the shareholders' meeting carefully and on time. All directors of the Company shall be diligent and responsible to ensure the normal convening of the shareholders' meeting and the exercise of powers in accordance with the law.

Article 3 The shareholders' meeting shall exercise its powers within the scope prescribed by the Company Law and the Articles of Association.

Article 4 Shareholders (including their proxies) shall attend the shareholders' meeting and shall be entitled by law to the right to be informed, the right to speak, the right to question and the right to vote.

Article 5 When the Company convenes a shareholders' meeting, it shall engage a lawyer to issue legal opinions on the following issues and make an announcement:

(1) Whether the convening and holding procedures of the meeting comply with the provisions of laws, administrative regulations and the Company's Articles of Association;

(2) Whether the qualifications of the attendees and the convener are legal and valid;

(3) Whether the voting procedures and results of the meeting are legal and valid;

(4) Legal opinions on other relevant issues as requested by the Company.

Chapter II Nature and Powers of the Shareholders' meeting

Article 6 According to the Company Law and the Articles of Association, the shareholders' meeting is the highest authority of the Company and exercises the following powers in accordance with the law:

(1) To elect and replace directors and to decide on matters concerning the remuneration of directors;

(2) Review and approve the report of the board of directors;

(3) Review and approve the Company's profit distribution plan and loss recovery plan;

(4) Make resolutions on increasing or decreasing the registered capital of the Company;

(5) Make resolutions on the issuance of corporate bonds;

(6) Make resolutions on the merger, division, dissolution, liquidation or change of form of the Company;

(7) Amend the Articles of Association;

(8) Make resolutions on the engagement and dismissal of accounting firms undertaking the Company's audit business;

(9) Review and approve the guarantee matters as stipulated in Article 7 of these Rules;

(10) Review matters where the purchase or sale of major assets by the Company within one year exceeds 30 percent of the Company's most recent audited total assets;

(11) Review and approve matters concerning changes in the use of raised funds;

(12) Review equity incentive plans and employee stock ownership plans;

(13) Review other matters that shall be decided by the shareholders' meeting as prescribed by laws, administrative regulations, departmental rules or the Articles of Association.

The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

The Company may, by resolution of the shareholders' meeting or by resolution of the board of directors authorized by the shareholders' meeting, issue stocks and corporate bonds convertible into stocks. The specific implementation shall comply with laws, administrative regulations, the provisions of the China Securities Regulatory Commission and the stock exchange.

Unless otherwise provided by laws, administrative regulations, the China Securities Regulatory Commission or the securities regulatory rules of the place where the Company's shares are listed, the powers of the above-mentioned shareholders' meeting shall not be exercised by the board of directors or any other institution or individual through authorization.

Article 7 The guarantee provided by the Company shall, in addition to being approved by more than half of all directors, also be approved and resolved by more than two-thirds of the directors present at the board meeting and disclosed in a timely manner.

Where the guarantee provided by the Company falls under any of the following circumstances, it shall also be submitted to the shareholders' meeting for review after being approved by the board of directors:

(1) Any guarantee provided after the total amount of external guarantees provided by the Company and its wholly-owned subsidiaries exceeds 50 percent of the most recent audited net assets;

(2) Any guarantee provided by the Company after the total amount of external guarantees exceeds 30 percent of the most recent audited total assets;

(3) Guarantees provided by the Company to others within one year for an amount exceeding 30 percent of the Company's most recent audited total assets;

(4) Guarantees provided for objects with a debt-to-asset ratio exceeding 70 percent;

(5) Guarantees with a single guarantee amount exceeding 10 percent of the latest audited net assets;

(6) Guarantees provided to shareholders, actual controllers and their related parties;

(7) Other circumstances as stipulated in the securities regulatory rules of the place where the Company's shares are listed or in the Company's Articles of Association.

When the shareholders' meeting of the Company deliberates on the guarantee matters referred to in Paragraph 3 of the preceding paragraph, it shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

When the shareholders' meeting deliberates on a proposal to provide security for a shareholder, the actual controller and their related parties, the shareholder or the shareholder under the control of the actual controller shall abstain from voting, and the vote shall be passed by more than half of the voting rights held by the other shareholders present at the shareholders' meeting.

Directors and senior management of the Company shall be held accountable if they fail to enter into an external guarantee contract in accordance with the approval authority and review procedures for external guarantees of the Company and cause damage to the Company. Directors who are responsible for making decisions on non-compliant or obviously inappropriate external guarantees shall bear joint and several liability for the losses caused to the Company by such guarantees.

Chapter III Procedures for convening a shareholders' meeting

Section 1 Ways to convene a shareholders' meeting

Article 8 Shareholders' meetings are divided into annual and extraordinary shareholders' meetings. The annual shareholders' meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year. An extraordinary shareholders' meeting shall be convened within two months in the event of circumstances under Article 113 of the Company Law where an extraordinary shareholders' meeting shall be convened.

Article 9 Where any of the following circumstances occurs, the Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of the fact:

(1) Where the number of directors is less than two-thirds of the number stipulated in the Company Law or in the Articles of Association;

(2) When the Company's unremedied losses account for one-third of its total share capital;

(3) At the request of shareholders who hold 10 percent or more of the Company's shares either individually or collectively;

(4) Where the board deems it necessary;

(5) When the Audit Committee proposes so;

(6) Other circumstances as prescribed by laws, administrative regulations, departmental rules or the Company's Articles of Association.

Article 10 The place where the shareholders' meeting of the Company shall be held shall be the domicile of the Company or the place specified in the notice of the shareholders' meeting of the Company.

The shareholders' meeting shall be held in the form of an on-site meeting or by electronic communication concurrently. The time and place of the on-site meeting should be convenient for shareholders to attend. After the notice of the shareholders' meeting is given, the venue of the shareholders' meeting shall not be changed without justifiable reasons. If a change is necessary, the convener shall make an announcement at least two working days before the on-site meeting and explain the specific reasons. The Company will also provide online voting to provide convenience to shareholders. Shareholders who attend the shareholders' meeting by the above-mentioned means shall be deemed to be present.

Section 2 Convening of the shareholders' meeting

Article 11 The board of directors shall convene the shareholders' meeting on time within the prescribed period.

Article 12 With the consent of no less than half of all independent directors, an independent director shall have the right to propose to the board of directors to convene an extraordinary shareholders' meeting. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback within ten days after receiving the proposal to convene an extraordinary shareholders' meeting, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting. If the board agrees to convene an extraordinary shareholders' meeting, it shall give notice of the convening of the shareholders' meeting within five days after making the board resolution; If the board does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

Article 13 If the Audit Committee proposes to the board of directors to convene an extraordinary shareholders' meeting, it shall submit a written proposal to the board of directors. The board shall, in accordance with laws, administrative regulations and the Company's Articles of Association, provide written feedback within ten days of receipt of the proposal indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the board agrees to convene an extraordinary shareholders' meeting, it shall give notice of convening the shareholders' meeting within five days after making the board resolution, and any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board does not agree to convene an extraordinary shareholders' meeting or fails to give feedback within ten days of receiving the proposal, it shall be deemed that the board is unable to perform or does not perform its duty to convene the shareholders' meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 14 Shareholders who hold 10 percent or more of the Company's shares, either individually or collectively, shall request the board of directors to convene an extraordinary shareholders' meeting in writing. The board shall, in accordance with laws, administrative regulations and the Company's Articles of Association, provide written feedback within ten days of receipt of the request indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the board agrees to convene an extraordinary shareholders' meeting, it shall give notice of convening the shareholders' meeting within five days after making the board resolution, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the board of directors does not consent to the convening of an extraordinary shareholders' meeting, or fails to give feedback within ten days of receipt of the request, shareholders holding 10 percent or more of the Company's shares, either individually or collectively, who propose to the Audit Committee to convene an extraordinary shareholders' meeting shall submit a written request to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall give notice of convening the shareholders' meeting within five days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to give notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting. Shareholders who have held, individually or collectively, 10 percent or more of the Company's shares (including preferred shares with restored voting rights, etc.) for more than 90 consecutive days may convene and preside over the shareholders' meeting on their own.

Article 15 Where the Audit Committee or a shareholder decides to convene a shareholders' meeting on his own, he shall notify the board of directors in writing and file with the stock exchange.

The Audit Committee or the convening shareholders shall, at the time of issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting, submit relevant supporting materials to the stock exchange.

Before the announcement of the resolution of the shareholders' meeting, the shareholding ratio of the convening shareholders shall not be less than ten percent.

Article 16 The board of directors and the secretary of the board of directors shall cooperate for a shareholders' meeting convened by the Audit Committee or by shareholders themselves. The board shall provide a register of shareholders as of the record date. If the board fails to provide the register of shareholders, the convener may apply to the securities registrar and settlement authority for it with the relevant announcement of the notice of convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' meeting.

Article 17 The expenses of a shareholders' meeting convened by the Audit Committee or by shareholders themselves shall be borne by the Company.

Section 3 Preparation of the shareholders' meeting and documents

Article 18 The preparation of the shareholders' meeting shall be carried out under the leadership of the convener, with the responsibility of the secretary of the board of directors and the organization of relevant departments of the Company. The time and place of the shareholders' meeting should be chosen to allow as many shareholders as possible to attend the meeting, and the proportion of shareholders' participation in the shareholders' meeting should be increased through various means and channels, including the full use of modern information technology.

Article 19 The preparation of the shareholders' meeting documents shall be carried out under the leadership of the convener, by the secretary of the board of directors, organized by the relevant personnel of the Company, and delivered to the shareholders or their representatives and directors and senior management before the shareholders' meeting is held.

Section 4 Notice of the shareholders' meeting

Article 20 The convener shall notify shareholders by public notice twenty-one days before the annual general meeting and by public notice fifteen days before the extraordinary general meeting.

The notice of the shareholders' meeting shall include the following:

(1) The time, place and duration of the meeting;

(2) Matters and proposals to be submitted for consideration at the meeting;

(3) Clearly stating in writing that all common shareholders are entitled to attend the shareholders' meeting and may appoint in writing an agent to attend the meeting and vote, and the agent must not be a shareholder of the Company;

(4) The record date of the shareholders entitled to attend the shareholders' meeting;

(5) Name and telephone number of the permanent contact person for the meeting affairs;

(6) Time and procedure for voting through the Internet or other means.

The start time of online or other means of voting at the shareholders' meeting shall not be earlier than 3:00 p.m. on the day before the on-site shareholders' meeting and shall not be later than 9:30 a.m. on the day of the on-site shareholders' meeting. The end time shall not be earlier than 3:00 p.m. on the day when the on-site shareholders' meeting ends.

There shall be no more than seven working days between the record date and the date of the meeting.

Article 22 The record date determined in the notice of the shareholders' meeting shall not be changed once confirmed.

Article 23 The notice of the shareholders' meeting and the supplementary notice shall fully and completely disclose the specific contents of all resolutions, as well as all information or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed. Where the matter to be discussed requires the opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed simultaneously when the notice of the shareholders' meeting or the supplementary notice is issued.

Article 24 Where the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the director candidates, including at least the following:

(1) Personal information such as educational background, work experience, part-time positions, etc.

(2) Relationship with the Company or its controlling shareholders and actual controllers;

(3) The number of shares held in the Company;

(4) Whether they have been subject to punishment by the China Securities Regulatory Commission and other relevant authorities and disciplinary actions by the stock exchange.

Except for the election of directors by cumulative voting system, each director candidate shall be presented as a single proposal.

Article 25 After the notice of the shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the resolutions listed in the notice shall not be cancelled. In the event of a postponement or cancellation, the convener shall make an announcement and explain the reasons at least two working days before the originally scheduled convening date.

If the shareholders' meeting is postponed, the record date shall not be changed and shall remain the date determined in the original notice of the shareholders' meeting, and the postponed date of the on-site meeting shall still be subject to the rule that there shall be no more than seven working days between the postponed date and the record date.

Section 5 Contents of the shareholders' meeting and proposals

Article 26 Proposals of the shareholders' meeting shall fall within the authority of the shareholders' meeting, have clear topics and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association of the Company.

Article 27 When the Company convenes a shareholders' meeting, the board of directors, the Audit Committee and shareholders who hold one percent or more of the Company's shares either individually or collectively shall have the right to make proposals to the Company.

Shareholders who hold one percent or more of the Company's shares may submit provisional proposals in writing to the convener ten days before the shareholders' meeting. The convener shall, within two days of receiving the proposal, issue a supplementary notice to the shareholders' meeting, announce the content of the provisional proposal, and submit the provisional proposal to the shareholders' meeting for deliberation. Except where the provisional proposal contravenes laws, administrative regulations or Articles of Association, or is not within the purview of the shareholders' meeting. The Company may not increase the shareholding ratio of the shareholder who put forward the provisional proposal.

Except as provided in the preceding paragraph, after the convener issues the notice of the shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.

Proposals not listed in the notice of the shareholders' meeting or not in compliance with Article 26 of these Rules shall not be voted on and resolved by the shareholders' meeting.

Article 28 Proposals concerning investment, property disposal, and mergers and acquisitions shall provide a detailed account of the matter, including: the amount involved, the price (or valuation method), the book value of the assets, the impact on the Company, the approval status, whether related transactions are involved, etc.

Article 29 The list of candidates for directors shall be submitted to the shareholders' meeting for voting in the form of proposals.

When the shareholders' meeting votes on the election of directors, the cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolution of the shareholders' meeting.

Where the shareholders' meeting of the company elects more than two independent directors, the cumulative voting system shall be implemented. Cumulative voting shall be implemented when a single shareholder and his or her concerted parties have an interest in 30 percent or more of the shares.

The cumulative voting system referred to above means that when a shareholders' meeting elects directors, each share has the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders can be concentrated. The board shall make public to shareholders the resumes and basic information of the candidate directors.

The methods and procedures for nominating directors are:

(1) The board of directors and shareholders who hold one percent or more of the Company's shares, either individually or collectively, are entitled to nominate non-independent directors. Candidates for non-independent directors shall make a written commitment before the shareholders' meeting to accept the nomination. (Except for employee representative directors);

(2) Employee representative directors shall be democratically nominated and elected by the employees of the Company through the employee representative assembly, the employee assembly or other forms;

(3) The board of directors and shareholders who hold one percent or more of the Company's shares, either individually or collectively, have the right to nominate independent directors. Investor protection institutions established in accordance with the law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.

Nominators may not nominate persons with whom they have an interest or other closely related persons who may affect the performance of independent duties as candidates for independent directors. A nominator for an independent director shall obtain the consent of the nominee before making the nomination. The nominator of an independent director shall be fully informed of the nominee's occupation, educational background, title, detailed work experience, all part-time positions, whether there is any record of major bad faith, and other information that should be disclosed in accordance with the Articles of Association, and shall express opinions on the nominee's eligibility for independence and other conditions for serving as an independent director. The nominee shall make a public statement regarding his or her eligibility for independence and other conditions to serve as an independent director.

Article 30 The board shall provide each attending shareholder (or shareholder representative), director and other senior management with a set of documents including the meeting agenda, meeting resolutions, relevant background information and voting ballots for the matters to be considered at the shareholders' meeting, to ensure that the attendees can understand the content under consideration and make accurate judgments. Where a proposing shareholder convenes a shareholders' meeting on his own, the proposing shareholder shall provide the documents and materials as required above.

Section 6 Attendance and Registration of the shareholders' meeting

Article 31 All shareholders or their agents who are registered on the record date shall be entitled to attend the shareholders' meeting, and the Company and the convener shall not refuse for any reason. Shareholders who attend the shareholders' meeting shall have one vote for each share they hold. Shares of the Company held by the Company have no voting rights.

Shareholders may attend the shareholders' meeting in person or by proxy.

Article 32 Where an individual shareholder attends the meeting in person, he or she shall present his or her identity card or other valid documents or certificates that can identify his or her identity. He who attends the meeting on behalf of others shall present his valid identification document and the power of attorney of the shareholder.

Corporate shareholders shall be represented by the legal representative or an agent or authorized representative entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and valid proof of his/her status as the legal representative; If an agent or authorized representative attends the meeting, the agent or authorized representative shall present his/her identity card and a written power of attorney issued by the legal representative or authorized person of the legal person shareholder unit in accordance with the law.

If the shareholder is an approved clearing house or its agent as defined by the laws of Hong Kong (hereinafter referred to as the "approved clearing house"), the shareholder may authorize one or more persons whom he deems appropriate to represent him at any general meeting or meeting of any class of shareholders; However, if more than one person is authorized, the power of attorney shall specify the number and type of shares involved for each of those persons under such authorization. A person authorized in this way may exercise rights (including the right to speak and vote) on behalf of the recognized clearing house as if he were an individual shareholder of the Company.

Article 33 A power of attorney issued by a shareholder on behalf of another person to attend the shareholders' meeting shall set forth the following:

(1) The name or title of the principal, the class and quantity of shares held in the Company;

(2) The name or title of the agent;

(3) Specific instructions from shareholders, including instructions to vote in favor of, against or abstain from each item on the agenda of the shareholders' meeting;

(4) The date of issuance and validity period of the proxy;

(5) Signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate entity shall be affixed.

Where a proxy voting power of attorney is authorized by the principal to be signed by another person, the power of attorney or other authorization document that authorizes the signing shall be notarized. The notarized power of attorney or other authorization document, along with the proxy voting power of attorney, shall be kept at the Company's domicile or at any other place specified in the notice of convening the meeting.

Article 34 The register of attendees shall be prepared by the Company. The register shall contain the names (or names of entities) of the participants, their identification numbers, the number of voting shares they hold or represent, and the names (or names of entities) of the principal.

Article 35 The convener and the lawyer shall jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement institution, and register the names or designations of the shareholders and the number of voting shares they hold. The registration of the meeting shall be terminated until the chairperson announces the number of shareholders and proxies present at the meeting and the total number of voting shares they hold.

Article 36 Where the shareholders' meeting requires directors and senior management to attend the meeting as non-voting participants, such directors and senior management shall attend and be subject to shareholders' inquiries.

Section 7 Convening of the shareholders' meeting

Article 37 Where the shareholders' meeting of the Company is held by means of the Internet or otherwise, the time and procedure for voting by means of the Internet or otherwise shall be clearly stated in the notice of the shareholders' meeting.

Article 38 The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the shareholders' meeting. For acts that interfere with the shareholders' meeting, cause trouble and infringe upon the legitimate rights and interests of shareholders, measures shall be taken to stop them and they shall be reported to the relevant authorities in a timely manner for investigation and handling.

Section 8 Procedures for Deliberation and Voting at the Shareholders' Meeting

Article 39 The shareholders' meeting shall be presided over by the chairman of the board. Where the chairman is unable to perform his duties or fails to perform his duties, the meeting shall be presided over by the vice chairman. Where the vice chairman is unable to perform his duties or fails to perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

A shareholders' meeting convened by the Audit Committee itself shall be chaired by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform his duties or fails to perform his duties, he shall be presided over by one of the members of the Audit Committee who are jointly elected by more than half of the members of the Audit Committee.

A shareholders' meeting convened by shareholders themselves shall be presided over by the convener or the representative elected by him.

If the chairperson of the shareholders' meeting violates the Articles of Association or these Rules and makes it impossible for the shareholders' meeting to proceed, with the consent of more than half of the shareholders with voting rights present at the shareholders' meeting, the shareholders' meeting may elect one person to be the chairperson and continue the meeting.

Article 40 Unless there is a major, the chairperson of the meeting shall declare the meeting at the scheduled time.

Article 41 The chairperson of the meeting shall announce the number of shareholders and their proxies present at the meeting and the total number of shares with voting rights they hold before the vote. The number of shareholders and their proxies present at the meeting and the total number of shares with voting rights they hold shall be subject to the registration of the meeting.

Article 42 Under the chairmanship of the chairperson, the meeting shall be conducted item by item in the order of the topics and proposals included in the agenda. For items included in the agenda, the chairperson may, depending on the circumstances, adopt the method of reporting first, deliberating and voting in a centralized manner, or for more complex items, adopt the method of reporting, deliberating and voting one by one. The shareholders' meeting should give each topic reasonable time for discussion.

Article 43 At the annual general meeting, the board of directors shall report to the shareholders on its work for the past year. Each of the independent directors shall also make a report.

Article 44 Directors and senior management shall explain and clarify the inquiries and suggestions of shareholders at the shareholders' meeting.

Article 45 Shareholders may raise questions and suggestions regarding the content of the motion, and directors or senior management present shall explain or explain the questions and suggestions of shareholders. In any of the following circumstances, the chairperson may refuse to answer the question but shall explain the reasons to the questioner:

(1) The question is not related to the topic;

(2) The question is subject to investigation;

(3) Involving the Company's trade secrets that cannot be disclosed at the shareholders' meeting;

(4) Answering questions would significantly harm the common interests of shareholders;

(5) Other significant matters.

Article 46 When the shareholders' meeting deliberates on matters related to related-party transactions, related-party shareholders shall abstain from voting, and the number of voting shares they represent shall not be included in the total number of valid votes. The announcement of the resolution of the shareholders' meeting shall fully disclose the voting situation of non-related shareholders.

If, under any applicable law or regulation, any shareholder is required to abstain from voting on any particular resolution or to vote only for or against any particular resolution, any vote cast by that shareholder or on behalf of that shareholder in violation of that requirement or restriction will not be counted in the voting rights.

The recusal and voting procedures for related shareholders are as follows:

(1) If the matters under consideration at the shareholders' meeting are related to a shareholder, the shareholder shall explain the related relationship to the board of directors of the Company before the shareholders' meeting is held and voluntarily apply for recusal;

(2) When the shareholders' meeting deliberates on matters related to related transactions, the chairperson of the meeting announces the shareholders with related relationships and explains and clarifies the related relationships between the related shareholders and the related transaction matters;

(3) When the shareholders' meeting votes on related transactions, related shareholders shall recuse themselves, and related transactions shall be deliberated and voted on by non-related shareholders present at the meeting;

(4) If a related shareholder does not abstain from voting on a related matter, the resolution on that matter shall be invalid.

After the recusal of an associated shareholder, the other shareholders shall vote based on their voting rights and pass the corresponding resolution in accordance with the provisions of the Articles of Association.

Article 47 Except in special circumstances such as a crisis, the Company shall not enter into a contract with any person other than directors or senior management to entrust the management of all or important business of the Company to such person without the approval of a special resolution of the shareholders' meeting.

Article 48 The shareholders' meeting shall adopt the form of a written vote on matters on the agenda. Each shareholder (including shareholder proxies) and his representative shall exercise the right to vote in the number of voting shares he represents, and each share shall have one vote. The voting shall be conducted by a named vote.

Shareholders exercise their voting rights based on the number of voting shares they represent, with each share having one vote.

When the shareholders' meeting considers major matters that affect the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote count shall be disclosed in a timely manner.

Shares of the Company held by the Company have no voting rights and such shares are not included in the total number of shares with voting rights present at the shareholders' meeting.

Where a shareholder buys shares of the Company with voting rights in violation of the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not exercise the right to vote within 36 months after the purchase and shall not be counted in the total number of shares with voting rights present at the shareholders' meeting.

The board of directors of the Company, independent directors, shareholders holding more than one percent of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit voting rights from shareholders. The solicitation of shareholders' voting rights shall fully disclose to the solicited party the specific voting intentions and other information. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except as required by law, the Company may not impose a minimum shareholding ratio limit on the solicitation of voting rights.

The term "shareholders" as referred to in Paragraph 1 of this article includes shareholders who attend the shareholders' meeting by proxy.

Article 49 Except in cases where the shareholders' meeting is suspended or unable to make a resolution due to force majeure or other special reasons, the shareholders' meeting shall not suspend or refrain from voting on proposals. Where there are different proposals on the same matter at the annual shareholders' meeting, the voting shall be conducted in the order in which the proposals were put forward, and a resolution shall be made on the matter.

Article 50 Where a proposal for the election of directors is passed by the shareholders' meeting, the term of office of the new director shall be calculated from the date on which the resolution is passed.

Article 51 The shareholders' meeting may apply the cumulative voting system in the election of directors. The cumulative voting system shall not apply to any proposal other than the election of directors.

The method of voting under the cumulative voting system shall be stipulated in the detailed Rules for the Implementation of the Cumulative Voting System.

Article 52 When the shareholders' meeting considers a proposal, it shall not modify the proposal. If it is changed, it shall be regarded as a new proposal and shall not be voted on at the current shareholders' meeting.

Article 53 The same voting right may be exercised in person, online or by any other voting method. In the event of a duplicate vote for the same right, the result of the first vote shall prevail.

Article 54 Before the shareholders' meeting votes on a proposal, two shareholder representatives shall be elected to count and supervise the vote. Where a matter under consideration is related to a shareholder, the relevant shareholder and his agent shall not participate in the counting and supervision of votes.

When the shareholders' meeting votes on proposals, lawyers and shareholder representatives shall jointly be responsible for counting and supervising the votes, and the voting results shall be announced on the spot. The voting results of resolutions shall be recorded in the minutes of the meeting.

Shareholders or their agents who vote through the Internet or other means shall have the right to check their voting results through the corresponding voting system.

Article 55 A shareholder or his agent who is present at the shareholders' meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain. Except where the securities registration and settlement institution, as the nominal holder of the shares traded under the interconnection mechanism between the Mainland and Hong Kong stock markets, makes a declaration in accordance with the intention of the actual holder.

Ballots that are not filled in, wrongly filled in, or whose handwriting is illegible, and ballots that have not been cast shall be deemed as a waiver of the voting right of the voter, and the voting result of the number of shares held shall be counted as "abstention".

Article 56 Shares held by shareholders who are ordered to leave the meeting by the chairperson before voting and those who do not fill in their ballots for reasons such as leaving halfway shall not be counted in the total number of shares with valid voting rights present at the meeting.

Article 57 The end time of the shareholders' meeting shall not be earlier than that of the online or other means. The chairperson of the meeting shall announce the voting situation and results of each proposal and declare whether the proposal is passed based on the voting results.

Before the voting results are officially announced, all parties involved in the on-site, online and other voting methods of the shareholders' meeting, including the Company, the vote counters, the supervisors, the shareholders and the online service providers, shall keep confidential the voting situation.

Section 9 Resolutions of Shareholders' Meeting

Article 58 The resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting.

A special resolution shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.

The term "shareholders" as used in this article includes shareholders who attend the shareholders' meeting by proxy.

Article 59 The following matters shall be adopted by the shareholders' meeting by ordinary resolution:

(1) The work report of the board of directors;

(2) Profit distribution plan and loss recovery plan prepared by the board;

(3) The appointment and removal of board members and their remuneration and methods of payment;

(4) Other matters that shall be adopted by special resolution except as provided by laws, administrative regulations or the Articles of Association.

Article 60 The following matters shall be adopted by the shareholders' meeting by special resolution:

(1) Increase or decrease of the registered capital of the Company;

(2) Division, merger, dissolution and liquidation of the Company;

(3) Amendments to the Articles of Association;

(4) The amount of major assets purchased or sold by the Company or guarantees provided to others within one year exceeds 30 percent of the Company's most recent audited total assets;

(5) Equity incentive plans;

(6) Other matters as prescribed by laws, administrative regulations or the Articles of Association of the Company, as determined by ordinary resolution of the shareholders' meeting that will have a significant impact on the Company and require special resolution.

Article 61 The chairperson of the meeting shall decide whether the resolution of the shareholders' meeting is passed based on the voting result and shall announce the voting result at the meeting. The voting results shall be recorded in the minutes of the meeting.

Article 62 If the chairperson of the meeting has any doubt about the result of the resolution submitted for voting, he may organize a count of the votes cast; If the chairperson of the meeting fails to count the votes, shareholders present at the meeting or their proxies who have objections to the results announced by the chairperson shall have the right to request a count immediately after the announcement of the voting results, and the chairperson shall organize the count immediately.

Article 63 Resolutions of the shareholders' meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and their proxies present at the meeting, the total number of shares with voting rights held and the proportion of the total number of shares with voting rights of the Company, the voting method, the voting result of each proposal and the details of the resolutions passed.

Article 64 If a proposal is not passed, or if the current shareholders' meeting changes the resolution of the previous shareholders' meeting, special notice shall be given in the announcement of the shareholders' meeting resolution.

Article 65 A resolution of the shareholders' meeting of the Company shall be invalid if it violates any law or administrative regulation.

Where the procedure for convening the shareholders' meeting or the method of voting violates laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, shareholders may, within 60 days from the date of the resolution, request the People's Court to revoke it. Except where the procedure for convening the shareholders' meeting or the method of voting is only slightly flawed and has no substantial effect on the resolution.

Article 66 Resolutions formed by the shareholders' meeting shall be executed by the board of directors and shall be implemented and carried out by the general manager of the Company in accordance with the contents of the resolutions; Matters that the shareholders' meeting resolution requires the Audit Committee to handle shall be implemented directly by the Audit Committee.

Article 67 Where the shareholders' meeting approves a proposal regarding cash distribution, bonus shares or capital reserve conversion into share capital, the Company shall implement the specific plan within two months after the shareholders' meeting concludes.

Article 68 The general manager shall report to the board of directors on the implementation of resolutions of the shareholders' meeting, and the board of directors shall report to the next shareholders' meeting;

Article 69 It is primarily the responsibility of the chairman of the board to disclose information to shareholders and the public, or by other directors authorized by the chairman of the board. The secretary of the board shall be the Company's appointed spokesperson.

Section 10 Minutes of Shareholders' Meeting

Article 70 The shareholders' meeting shall have minutes, which shall be the responsibility of the secretary of the board of directors.

The minutes shall record the following:

(1) The time, place, agenda and name of the convener of the meeting;

(2) The names of the chairperson of the meeting and the directors and senior management who are present at the meeting;

(3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the proportion of the total number of shares of the Company;

(4) The review process, key points of speech and voting results of each proposal;

(5) Shareholders' inquiries or suggestions and corresponding responses or explanations;

(6) Names of lawyers, vote counters and supervisors;

(7) Other contents required under the Articles of Association to be included in the minutes of the meeting.

The convener shall ensure that the minutes of the meeting are true, accurate and complete. Directors, the secretary of the board of directors, the convener or his representative, and the chairperson of the meeting who attended or were present at the meeting shall sign the minutes. The minutes shall be kept together with the register of shareholders present at the meeting, the power of attorney for proxy attendance, and valid information on voting through the Internet and other means for a period of at least ten years.

The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is formed. In the event that the shareholders' meeting is suspended or unable to make a resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the current shareholders' meeting, and a timely announcement shall be made. At the same time, the convener shall report to the local branch of the China Securities Regulatory Commission and the stock exchange.

Section 11 Shareholders' Meeting Discipline

Article 71 Shareholders of the Company who have completed the registration formalities, or their authorized agents, directors, secretaries of the board of directors, senior management personnel, engaged lawyers, notaries, and individuals invited by the board of directors or proposing shareholders such as guests, journalists, etc. may attend the shareholders' meeting.

Article 72 The chairperson of the meeting may order the following persons to leave the meeting:

(1) Those who are not qualified to attend the meeting;

(2) Those who disrupt the order of the venue;

(3) Persons carrying dangerous goods;

(4) Other circumstances where exit is necessary.

If the person does not comply with the order to leave, the chairperson of the meeting may send someone to force them to leave.

Article 73 When considering proposals, shareholders or proxies have the right to speak. Shareholders who speak shall first raise their hands to indicate and, with the permission of the chairperson, speak on the spot or in the designated speaking room. When there are multiple shareholders raising their hands to speak, the presiding officer shall appoint a speaker.

The host will specify the speaking time and the number of times each person will speak, depending on the circumstances. Shareholders are not allowed to be interrupted during the prescribed speaking period, so that shareholders have full right to speak. Directors, general managers, other senior executives of the Company, and those approved by the presiding officer may speak. The chairperson of the meeting may refuse or stop a shareholder's speech in violation of the provisions of the preceding two paragraphs.

Article 74 A shareholder or agent making a speech shall first introduce his or her shareholder status, the entity he or she represents, the number of shares held, and other relevant information, and then express his or her views.

Article 75 The Company shall adhere to the principle of simplicity when holding a shareholders' meeting and shall not grant additional economic benefits to shareholders (or agents) attending the meeting.

Chapter IV Adjournment and Closure

Article 76 The chairperson of a meeting has the authority to declare a temporary adjournment in accordance with the progress and schedule of the meeting. The adjournment shall not exceed two hours.

Article 77 Except for cumulative voting, the shareholders' meeting shall vote on all proposals one by one. If there are different proposals on the same matter, they shall be voted on in the order in which the proposals were put forward. Except in cases where the meeting is suspended or unable to make a resolution due to force majeure or other special reasons, the shareholders' meeting shall not hold or refrain from voting on proposals.

Article 78 The chairperson may declare the meeting closed only after the voting results of all proposals have been announced by the chairperson and there are no objections from shareholders.

Chapter V Supplementary Provisions

Article 79 Matters not covered by these Rules shall be governed by relevant national laws, regulations, normative documents and the provisions of the Company's Articles of Association. Where there is inconsistency between these Rules and the relevant laws, regulations, normative documents and articles of association, the relevant laws, regulations, normative documents and Articles of Association shall prevail.

Article 80 The terms "above" and "within" as used in these Rules include the number itself; "More than", "less than", "more than" does not include the base number.

Article 81 These Rules shall be interpreted by the Board of Directors of the Company.

Article 82 These Rules, as an annex to the Articles of Association, shall be drafted by the Board of Directors of the Company and shall come into effect upon approval by the shareholders' meeting of the Company, and the same shall apply to any amendment.

Board of Directors of
Shandong Molong Petroleum Machinery Company Limited*
October 2025

Shandong Molong Petroleum Machinery Company Limited* Rules of Procedure for Board of Directors

Chapter I General Rules

Article 1 In order to further standardize the methods of deliberation and decision-making procedures of the Board of Directors of Shandong Molong Petroleum Machinery Company Limited* (hereinafter referred to as the "Company"), to enable directors and the Board of directors to effectively perform their duties, and to improve the level of standardized operation and scientific decision-making of the Board of directors, In accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Rules Governing the Listing of Stocks of the Shenzhen Stock Exchange (hereinafter referred to as the "Listing Rules"), the Guidelines for the Standard Operation of Companies Listed on the Shenzhen Stock Exchange No. 1 – Standardized Operations of Main Board Listed Companies and Shandong Molong Petroleum Machinery Company Limited* These rules are formulated in accordance with the provisions of laws, regulations and normative documents such as the the Articles of Association of Shandong Molong Petroleum Machinery Company Limited* (hereinafter referred to as the "Articles of Association"), in light of the actual situation of the Company.

Chapter II Composition and Powers of the Board of Directors

Article 2 The Company shall establish a board of directors in accordance with the law. The board shall consist of nine directors, including one chairman, one vice chairman and one employee representative director. The chairman and vice chairman shall be elected by the board of directors by a majority vote of all directors.

Article 3 Directors of the company shall be natural persons and shall not serve as directors of the company under any of the following circumstances:

(1) Incapacitated or limited capacity for civil conduct;

(2) Has been sentenced to criminal punishment for embezzlement, bribery, misappropriation of property, misappropriation of property or disruption of the socialist market economic order, or has been deprived of political rights for a crime, and the period after the conclusion of the sanction period has not exceeded five years, and has been granted probation, and not more than two years have passed since the expiration of the probation period;

(3) Where he has served as a director or factory director or manager of a company or enterprise that underwent bankruptcy liquidation and is personally responsible for the bankruptcy of that company or enterprise, and it has not been more than three years since the completion of the bankruptcy liquidation of that company or enterprise;

(4) Where he has served as the legal representative of a company or enterprise whose business license has been revoked or which has been ordered to close down for violation of the law and is personally responsible, and less than three years have passed since the date of revocation of the business license or order to close down of the company or enterprise;

(5) A person who has been listed as a dishonest judgment defaulter by the People's Court for not being able to settle a large amount of debt due;

(6) Has been subject to a ban from the securities market by the China Securities Regulatory Commission and the ban period has not expired;

(7) Publicly identified by the stock exchange as unfit to serve as a director or senior executive of a listed company, etc., and the period has not expired;

(8) Other reasons as prescribed by laws, administrative regulations or departmental rules.

Where directors are elected or appointed in violation of the provisions of this Article, such election, appointment or engagement shall be invalid. If such circumstances arise during a director's term of office, the Company shall remove him from office and suspend him from performing his duties.

Article 4 Directors shall be elected or replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiration of their term of office. Directors serve a term of three years and may be re-elected upon the expiration of their term.

The term of office of directors is calculated from the date of assumption of office until the end of the term of the current board of directors. If a new director has not been elected in a timely manner upon the expiration of his term of office, the original director shall continue to perform his duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and the Company's Articles of Association until the newly elected director takes office.

Directors may be concurrently held by senior management, but the total number of directors concurrently holding senior management positions and directors held by employee representatives shall not exceed one half of the total number of directors of the company.

There shall be one employee representative of the Company among the board members. The employee representatives on the board of directors shall be democratically elected by the employees of the Company through the employee representative assembly, the employee assembly, or other forms, without the need for deliberation by the shareholders' meeting.

Article 5 Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association of the Company, have a duty of loyalty to the company, shall take measures to avoid conflicts between their own interests and those of the Company, and shall not use their powers to seek improper benefits.

Directors shall have the following duties of loyalty to the company:

(1) He shall not embezzle the Company's property or misappropriate the Company's funds;

(2) The Company's funds shall not be deposited in an account opened in his or her own name or in the name of any other individual;

(3) Not to use his position to bribe or accept any other illegal income;

(4) Shall not directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors or the shareholders' meeting and approval by the board of directors or the shareholders' meeting in accordance with the provisions of the Company's Articles of Association;

(5) Shall not take advantage of his position to seek business opportunities belonging to the Company for himself or others, except where he reports to the board of directors or the shareholders' meeting and is approved by the shareholders' meeting resolution, or where the Company is deemed unable to take advantage of such business opportunities due to accordance with laws, administrative regulations or the articles of association;

(6) Not to engage in or operate any business of the same nature as that of the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval by the shareholders' meeting;

(7) Shall not accept commissions from transactions between others and the Company as their own;

(8) Not to disclose Company secrets without authorization;

(9) Shall not use his related relations to harm the interests of the Company;

(10) Other duties of loyalty as prescribed by laws, administrative regulations, departmental rules and the Articles of Association.

Income obtained by directors in violation of this provision shall belong to the Company. He shall be liable for damages caused to the Company.

The close relatives of directors or senior management personnel, enterprises directly or indirectly controlled by directors or senior management personnel or their close relatives, and related persons with other associated relationships with directors or senior management personnel, when entering into contracts or conducting transactions with the Company, shall apply the provisions of Paragraph 2, Subparagraph (4) of this article.

Article 6 If a director fails to attend the board meeting in person for two consecutive times and does not entrust another director to attend the board meeting, it shall be deemed that he is unable to perform his duties, and the board shall recommend to the shareholders' meeting to replace him.

Article 7 A director may resign before the end of his term. A director's resignation shall be made by submitting a written resignation letter to the Company. The resignation shall take effect on the date the Company receives the resignation letter, and the Company shall disclose the relevant information within two trading days. If the resignation of a director results in the number of members of the board of directors falling below the statutory minimum, the original director shall still perform the duties of a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association of the Company until the newly elected director takes office.

Article 8 The Company has established a management system for the departure of directors, clearly defined safeguarding measures for accountability and recovery of unfulfilled public commitments and other unfulfilled matters. When a director's resignation takes effect or his term expires, he shall complete all handover procedures with the board of directors, and his duty of loyalty to the company and shareholders shall remain valid for twelve months after the director's resignation takes effect or his term expires. His obligation to keep confidential the Company's trade secrets, including its core technologies, remains valid until the trade secrets become public information, and he shall not use the company's core technologies in his possession to engage in the same or similar business as the Company. A director's duties for the performance of his or her duties during his or her tenure shall not be relieved or terminated upon leaving office.

Article 9 The shareholders' meeting may resolve to remove a director, and the removal takes effect on the date the resolution is made. If a director is removed before the expiration of his term without justifiable reasons, the director may demand compensation from the Company.

Article 10 No director may act on behalf of the Company or the board of Directors in his personal capacity without authorization under the provisions of the Articles of Association or the lawful authorization of the board of Directors. Where a director acts in his personal capacity, he shall declare his position and identity in advance if a third party would reasonably believe that he is acting on behalf of the Company or the board of directors.

Article 11 The Company shall be liable for damages caused by a director in the course of performing his duties for the Company; A director who has acted with intent or gross negligence shall also be liable for compensation.

A director who, in the course of performing his duties for the Company, violates laws, administrative regulations, departmental rules or the provisions of the Company's Articles of Association and causes losses to the company shall bear liability for compensation.

Article 12 The chairman of the board shall exercise the following powers:

(1) To preside over shareholders' meetings and to convene and preside over board meetings;

(2) Supervise and inspect the implementation of board resolutions;

(3) Other powers conferred by the board.

Article 13 The vice chairman of the board assists the chairman in his work, and if the chairman is unable to perform his duties or fails to perform his duties, the vice chairman shall perform the duties of the chairman; Where the vice chairman is unable to perform his duties or fails to perform his duties, a director elected by a majority of the directors shall perform the duties of the chairman.

Article 14 Independent directors shall perform their duties in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association of the Company, play a role in participating in decision-making, supervision and checks and balances, professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 15 Independent directors must maintain their independence. The following persons shall not serve as independent directors:

(1) Personnel employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and other major social relations;

(2) Natural person shareholders who directly or indirectly hold more than one percent of the issued shares of the Company or are among the top ten shareholders of the company and their spouses, parents or children;

(3) Shareholders who directly or indirectly hold more than 5 percent of the issued shares of the Company or persons who are among the top five shareholders of the company and their spouses, parents and children;

(4) Persons employed in the affiliated enterprises of the controlling shareholder or actual controller of the Company and their spouses, parents and children;

(5) Persons who have significant business dealings with the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, or persons who are employed in entities with significant business dealings and their controlling shareholders and actual controllers;

(6) Persons who provide financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all project team members of the intermediary agency providing the services, review personnel at all levels, persons signing reports, partners, directors, senior management personnel and principal persons in charge;

(7) Persons who have had any of the circumstances listed in items 1 to 6 within the last twelve months;

(8) Other persons who are not independent as stipulated by laws, administrative regulations, the China Securities Regulatory Commission, the business rules of the stock exchange and the Articles of Association of the Company.

The affiliated enterprises of the controlling shareholder or actual controller of the company referred to in items (4) to (6) shall not include enterprises that are under the control of the same state-owned asset management institution as the Company, where relevant provisions consider to have no affiliated relationship with the Company in accordance with the relevant provisions.

Independent directors shall conduct an annual self-examination of their independence and submit the self-examination results to the board of directors. The board shall assess the independence of the independent directors in office each year and issue a special opinion, which shall be disclosed in conjunction with the annual report.

Article 16 To serve as an independent director of the company, the following conditions must be met:

(1) Be qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;

(2) Meet the independence requirements stipulated in the Company's Articles of Association;

(3) Possess basic knowledge of the operation of a listed company and be familiar with relevant laws, regulations and rules;

(4) Have more than five years of experience in law, accounting or economics necessary to perform the duties of an independent director;

(5) Have good personal character and no record of major bad faith or other bad records;

(6) Other conditions as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the securities regulatory rules of the place where the company's stocks are listed, and the Company's Articles of Association.

Article 17 Independent directors, as members of the board of Directors, are obligated to be faithful and diligent to the Company and all shareholders and to perform the following duties prudently:

(1) Participate in board decisions and express clear opinions on matters discussed;

(2) Supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior management, and protect the legitimate rights and interests of minority shareholders;

(3) Provide professional and objective advice on the Company's operation and development to promote the improvement of the board's decision-making level;

(4) Other duties as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed as prescribed by the China Securities Regulatory Commission and the Company's Articles of Association.

Article 18 Independent directors exercise the following special powers:

(1) Independently engage an intermediary agency to audit, consult or verify specific matters of the Company;

(2) Propose to the board of directors to convene an extraordinary shareholders' meeting;

(3) Propose to convene a board meeting;

(4) Publicly solicit shareholder rights from shareholders in accordance with the law;

(5) Express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(6) Other powers as prescribed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed as prescribed by the China Securities Regulatory Commission and the Articles of Association.

Where an independent director exercises the powers listed in items (1) to (3) of the preceding paragraph, it shall be subject to the consent of more than half of all independent directors.

Where an independent director exercises the powers listed in Paragraph 1, the Company shall disclose them in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company will disclose the specific circumstances and reasons.

Article 19 The Board has established special committees such as the Strategy Committee, Audit Committee, Nomination Committee, Remuneration and Appraisal Committee, whose members are elected by the board from among the directors and are responsible for the Company's strategic planning, auditing and supervision, nomination and remuneration assessment of directors and senior management, etc.

The special committee is accountable to the board of directors and shall perform its duties in accordance with the Company's Articles of Association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for review and decision. Members of the special committees shall consist entirely of directors, among whom independent directors shall be the majority and conveners of the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, the convener of the Audit Committee shall be an accounting professional among the independent directors, and members of the Audit Committee shall be directors who do not hold senior management positions in the Company.

The Board is responsible for formulating the rules of procedure of the special committees to regulate their operation.

Article 20 The Board is accountable to the shareholders' meeting and exercises the following powers:

(1) Convene the shareholders' meeting and report to it on its work;

(2) Implement the resolutions of the shareholders' meeting;

(3) Decide on the business plans and investment schemes of the Company;

(4) Formulate the Company's profit distribution plan and loss recovery plan;

(5) Formulate plans for increasing or decreasing registered capital, issuing bonds or other securities and going public;

(6) Prepare plans for major acquisitions of the Company, the acquisition of its own shares or mergers, divisions, dissolutions and changes in the form of the Company;

(7) Within the scope authorized by the shareholders' meeting, decide on matters such as the company's external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted wealth management, related party transactions, external donations, etc.

(8) Decide on the establishment of the internal management structure of the Company;

(9) Decide on the appointment or dismissal of the general manager, the secretary of the board of directors and other senior management personnel, and decide on their remuneration and rewards and punishments; Based on the nomination of the general manager, decide on the appointment or dismissal of senior management personnel such as deputy general managers and chief financial officers, and decide on their remuneration and rewards and punishments;

(10) Establish the basic management system of the Company;

(11) Formulate a plan for amending the Articles of Association;

(12) Manage the Company's information disclosure matters;

(13) Request to the shareholders' meeting to engage or replace the accounting firm for the company's audit;

(14) Review the work report of the company's general manager and inspect the work of the manager;

(15) Other powers conferred by laws, administrative regulations, departmental rules, the Articles of Association or the shareholders' meeting. Matters beyond the scope authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.

The board of directors of the Company shall explain to the shareholders' meeting the non-standard audit opinion issued by the certified public accountant on the Company's financial reports.

Article 21 The board shall determine the authority for external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted wealth management, related transactions, external donation, etc., and establish strict review and decision-making procedures; Major investment projects shall be reviewed by relevant experts and professionals and submitted to the shareholders' meeting for approval.

(1) Where a transaction of the Company (excluding providing guarantees and financial assistance) meets any of the following standards, it shall be submitted to the board of directors for deliberation:

1. The total assets involved in the transaction (higher of the book value or appraised value) account for more than 10% of the Company's most recent audited total assets;

2. The net assets involved in the transaction subject (such as equity) (higher of the book value or appraised value) account for more than 10% of the Company's most recent audited net assets and the absolute amount exceeds 10 million Chinese yuan;

3. The revenue related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 10% of the audited revenue of the Company in the most recent accounting year, and the absolute amount exceeds 10 million Chinese yuan;

4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds 1 million Chinese yuan;

5. The transaction amount (including debt and expenses assumed) is more than 10% of the Company's audited net assets for the most recent period and the absolute amount exceeds 10 million Chinese yuan;

6. Profits generated from transactions account for more than 10% of the Company's audited net profit for the most recent accounting year, and the absolute amount exceeds 1 million Chinese yuan.

In addition to the provisions of paragraph 4 of Article 21 of these Rules, if a transaction of a listed company meets one of the following standards, it shall be disclosed in a timely manner and submitted to the shareholders' meeting for review after approval by the board of directors:

1. The total assets involved in the transaction account for more than 50% of the Company's most recent audited total assets. If the total assets involved in the transaction have both book value and appraised value, the higher of the two shall be adopted;

2. If the net assets involved in the transaction (such as equity) account for more than 50% of the most recent audited net assets of the Company and the absolute amount exceeds 50 million Chinese yuan. If the net assets involved in the transaction have both book value and appraised value, the higher shall be adopted;

3. The revenue related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited revenue of the Company in the most recent accounting year, and the absolute amount exceeds 50 million Chinese yuan;

4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds 5 million Chinese yuan;

5. The transaction amount (including debt and expenses assumed) accounts for more than 50% of the audited net assets of the Company in the most recent period, and the absolute amount exceeds 50 million Chinese yuan;

6. Profits generated from transactions account for more than 50% of the audited net profit of the listed company in the most recent accounting year, and the absolute amount exceeds 5 million Chinese yuan.

If the data involved in the calculation of the above indicators is negative, the absolute value shall be taken for calculation. The Company shall apply the provisions of the preceding paragraph on the principle of cumulative calculation for transactions of the same kind related to the subject matter within twelve months; Where the relevant obligations have been fulfilled in accordance with the provisions of the preceding paragraph, they shall not be included in the cumulative calculation. Transactions in which the Company unilaterally gains benefits, including receiving cash assets as gifts, obtaining debt relief, etc., may be exempted from the shareholders' meeting review procedures as stipulated in this paragraph; The Company may also be exempted from the shareholders' meeting review procedure if the transactions of the Company only meet the shareholders' meeting review criteria of Article 4 or 6 of the preceding paragraph and the absolute value of the Company's earnings per share for the most recent accounting year is less than 0.05 Chinese yuan.

(2) Provision of guarantees: Other external guarantee matters other than those stipulated in Article 50 of the Company's Articles of Association.

(3) Related-party transactions (except for providing guarantees):

1. Transactions with related natural persons with an amount exceeding 300,000 Chinese yuan;

2. Transactions with related legal persons (or other entities) that amount to more than 3 million Chinese yuan and account for 0.5% of the absolute value of the Company's most recent audited net assets.

For transactions between the Company and related parties, if the transaction amount is exceeds 30 million Chinese yuan and accounts for more than 5% of the absolute value of the Company's most recent audited net assets, shall be reviewed and approved by the board of directors and then submitted to the shareholders' meeting for review.

(4) Provide financial assistance:

The provision of financial assistance shall be considered by the board of directors. In addition to being approved by more than half of all directors, it shall also be approved and resolved by more than two-thirds of the directors present at the board meeting. Financial assistance matters that fall under any of the following circumstances shall be submitted to the shareholders' meeting after being approved by the board of directors:

1. The amount of a single financial assistance exceeds 10% of the Company's most recent audited net assets;

2. The most recent financial statement of the recipient shows a debt-to-asset ratio of more than 70%;

3. The cumulative amount of financial assistance within the last twelve months exceeds 10% of the Company's most recent audited net assets;

4. Other circumstances stipulated in the securities regulatory rules of the place where the Company's stocks are listed or in the Company's Articles of Association.

Where the Company provides financial assistance to a wholly-owned subsidiary within the scope of the Company's consolidated financial statements in which the Company's shareholding ratio exceeds 50%, and the other shareholders of such wholly-owned subsidiary do not include the Company's controlling shareholder, actual controller or related parties, the provisions of the preceding two paragraphs may be exempted.

Chapter III Convening and Notification of Board Meetings

Article 22 Board meetings are divided into regular meetings and ad hoc meetings. The board shall hold at least four regular meetings each year, convened by the chairman of the board, and each meeting shall be notified in writing to all directors ten days before the meeting.

Article 23 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the Audit Committee may propose to convene an extraordinary board meeting. The chairman of the board shall convene and preside over an extraordinary board meeting within ten days of receiving the proposal.

Article 24 The board shall notify the board of the convening of an extraordinary board meeting by means of personal delivery, telephone, fax, mail, text message, WeChat or other recordable means or other written means. The time limit for notification is to notify all directors five days before the meeting. In the event of an emergency, with the unanimous consent of all directors, the convening of an extraordinary board meeting may not be subject to the aforementioned notice time limit, but it shall be recorded in the board record and signed by all directors attending the meeting.

The first meeting of the board of directors after the change of term may be held on the day of the change of term, and the time of the meeting shall not be subject to the method and time of notification as stipulated in paragraph 1.

Article 25 The notice of the board meeting includes the following contents:

(1) Date and place of the meeting;

(2) Duration of the meeting;

(3) Subject matter and agenda;

(4) The date of the notice.

Article 26 After the written notice of the regular meeting of the board of directors has been issued, if it is necessary to change the time, place, etc. of the meeting or add, change or cancel the meeting proposal, a written notice of change shall be issued two days before the originally scheduled meeting date, stating the circumstances and the relevant contents and materials of the new proposal. If it is less than two days, the date of the meeting shall be postponed accordingly or the meeting shall be held as scheduled with the consent of all directors present.

After the notice of an extraordinary meeting of the board of directors is issued, if it is necessary to change the time, place or other matters of the meeting, or to add, change or cancel proposals for the meeting, the consent of all directors attending the meeting shall be obtained in advance and corresponding records shall be made.

Chapter IV Convening of the Board of Directors

Article 27 Board meetings shall be held in the form of on-site, electronic communication, or a combination of on-site and communication, and resolutions shall be voted on by named voting.

Article 28 A meeting of the board shall be held only when more than half of the directors are present. If the general manager and the secretary of the board are not directors, they shall attend the board meeting as non-voting participants. If the chairperson deems it necessary, he or she may notify other relevant persons to attend the board meeting as non-voting participants.

If a director has an association with an enterprise or individual involved in the matters to be resolved at the board meeting, the director shall promptly report in writing to the board. A director with an associated relationship shall not exercise the right to vote on such resolution, nor shall he exercise the right to vote on behalf of any other director. The board meeting may be held if more than half of the directors who are not associated with the board are present, and resolutions made at the board meeting must be passed by more than half of the directors who are not associated with the board. If the number of directors present at the board meeting is less than three, the matter shall be referred to the shareholders' meeting for consideration.

Article 29 The board meeting shall be attended by the directors themselves; If a director is unable to attend for any reason, he or she may entrust another director in writing to attend on his or her behalf. The power of attorney shall specify the name of the agent, the matters to be represented, the scope of authorization and the validity period, and shall be signed or sealed by the principal. A director who is attending the meeting on his behalf shall exercise the rights of a director within the scope of his authorization. A director who does not attend a board meeting and does not appoint a representative to attend shall be deemed to have waived his right to vote at that meeting.

Article 30 The following principles shall be followed when entrusting and being entrusted to attend board meetings:

(1) When considering related party transactions, non-related directors may not entrust related directors to attend on their behalf; A related director may not accept a commission from a non-related director either;

(2) An independent director may not entrust a non-independent director to attend on his behalf, and a non-independent director may not accept the entrustment of an independent director;

(3) A director may not fully entrust another director to attend on his behalf without stating his personal opinion on the proposal and his intention to vote, and the director concerned may not accept a full power of attorney or an attorney whose authorization is not clear.

(4) A director may not accept the entrustment of more than two directors, nor may a director entrust a director who has already accepted the entrustment of two other directors to attend on his behalf.

Chapter V Procedures, voting, resolutions and Records of the Board of Directors

Article 31 The chairperson of the meeting shall declare the meeting open at the scheduled time. After the directors have agreed on the agenda, the meeting, under the chairmanship of the chairperson, examines each motion item by item. First, the proposer of the motion or the person entrusted by the proposer of the motion reports to the board of directors or explains the motion.

The chairperson of the meeting shall ask the directors present at the board meeting to give a clear opinion on each proposal.

For proposals that require prior approval from independent directors as stipulated, the chairperson shall, before discussing the relevant proposals, appoint an independent director to read out the written approval opinion reached by the independent directors.

If a director hinders the normal progress of the meeting or affects the speech of other directors, the chairperson of the meeting shall promptly stop it.

Except with the unanimous consent of all directors present at the meeting, the board meeting shall not vote on proposals not included in the meeting notice. A director who is entrusted by another director to attend a board meeting shall not vote on proposals not included in the meeting notice on behalf of the other directors.

Article 32 The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all independent directors of the company:

(1) Related transactions that should be disclosed;

(2) Plans for the Company and related parties to change or waive commitments;

(3) Decisions and measures taken by the board of directors of the acquired company in connection with the acquisition;

(4) Other matters as prescribed by laws, administrative regulations, the China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed, and the Company's Articles of Association.

Article 33 Voting at the meeting shall be conducted on a one-person-one-vote basis by means of written registration, etc.

Each director has one vote. A resolution of the board must be passed by a majority vote of all directors. Where this rule requires the approval of more than two-thirds of the directors, a resolution may be made only with the approval of more than two-thirds of the directors.

Article 34 When the board of directors considers related party transactions, related party directors shall abstain from voting and shall not exercise voting rights on behalf of other directors, and their voting rights shall not be counted in the total number of voting rights. The board meeting may be held if more than half of the non-affiliated directors are present, and resolutions made at the board meeting must be passed by more than half of the non-affiliated directors. If the number of non-affiliated directors present at the board meeting is less than three, the Company shall submit the transaction to the shareholders' meeting for consideration.

Article 35 The board of directors shall act strictly in accordance with the authorization of the shareholders' meeting and the Company's Articles of Association, and shall not form resolutions beyond its authority.

Article 36 The board of directors shall make minutes of the decisions on the matters discussed at the meeting, and the directors attending the meeting and the secretary of the board of directors shall sign the minutes. The minutes shall be true, accurate and complete. Directors attending the meeting shall have the right to request that explanatory notes be made in the minutes of their speeches at the meeting.

Minutes of board meetings shall be kept as company archives for a period of no less than ten years.

The minutes of board meetings include the following:

(1) The date, place and name of the convener of the meeting;

(2) The names of the directors attending the meeting and the names of the directors (agents) attending the meeting on behalf of others;

(3) Agenda of the meeting;

(4) Key points of Directors' statements;

(5) The voting method and result for each resolution item (the result shall indicate the number of votes in favor, against or abstention).

Article 37 The directors attending the meeting shall sign the minutes of the meeting and the minutes of the resolutions on behalf of themselves and the directors who entrusted them to attend. If a director has a dissenting opinion on the minutes or resolutions, he or she may make a written statement when signing. If a director neither signs the minutes as prescribed in the preceding paragraph nor makes a written statement of his dissenting opinion, it shall be deemed that he fully agrees with the contents of the minutes and resolutions.

Directors shall be responsible for the resolutions of the board meetings. Directors who participated in the resolution of the board meeting shall be liable for compensation to the Company if the resolution of the board meeting violates laws, administrative regulations or the articles of association and causes serious losses to the Company; A director may be exempted from liability if it is proved that he expressed an objection at the time of voting and such objection is recorded in the minutes of the meeting.

Article 38 Matters concerning the announcement of board resolutions shall be handled by the secretary of the board in accordance with the relevant regulations of the regulatory authorities of the listing place. Before the announcement of the resolution is made public, the directors present at the meeting, the attendees of the meeting, the recorders and service personnel, etc. are obligated to keep the content of the resolution confidential. The chairman of the board shall urge the relevant personnel to implement the board resolution, inspect the implementation of the resolution, and report on the execution of the formed resolution at subsequent board meetings.

Article 39 Board meeting archives, including meeting notices and materials, meeting sign-in books, power of attorney for directors to attend on their behalf, meeting audio data, voting ballots, meeting minutes signed and confirmed by attending directors, meeting minutes, resolution records, resolution announcements, etc., shall be kept by the secretary of the board.

Chapter VI Supplementary Provisions

Article 40 Matters not covered by these Rules shall be governed by relevant national laws, regulations, normative documents and the provisions of the Company's Articles of Association. Where there is any inconsistency between these Rules and the relevant laws, regulations, normative documents and Articles of Association, the relevant laws, regulations, normative documents and Articles of Association shall prevail.

Article 41 The terms "above" and "before" as used in these rules include the base number; "More than half", "over", "more than", "less than", "less than" do not include the base number.

Article 42 This rule shall be interpreted by the board of directors.

Article 43 These Rules, as an annex to the articles of association, are drafted by the Board of Directors of the company and shall come into effect on the date of approval by the shareholders' meeting of the company, and the same applies to any amendments.

Board of Directors of
Shandong Molong Petroleum Machinery Company Limited*
October 2025

山東墨龍石油機械股份有限公司
Shandong Molong Petroleum Machinery Company Limited*

(A Sino-foreign joint venture limited by shares incorporated in the People's Republic of China)
(Stock Code: 568)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Shandong Molong Petroleum Machinery Company Limited* (the "**Company**") will be convened and held at 2:00 p.m. on Monday, 3 November 2025 at the conference room at No. 999 Wensheng Street, Shouguang City, Shandong Province, the People's Republic of China (the "**PRC**"), to consider and, if thought fit, approve the following resolutions.

SPECIAL RESOLUTION

1. To consider, and if thought fit, approve the resolution on adjustment of the corporate governance structure and amendments to articles of association and its annexes.

By order of the Board
Shandong Molong Petroleum Machinery Company Limited*
Han Gao Gui
Chairman

Shandong, the PRC
16 October 2025

Notes:

(A) The register of members of the Company will be closed from Friday, 31 October 2025 to Monday, 3 November 2025 (both days inclusive), during which period no share transfers will be effected. In order to qualify for attending and voting at the EGM, all instruments of transfer must be lodged with the registrar for H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 30 October 2025 For determining the entitlement to attend and vote at the EGM or any adjournment thereof, the record date is fixed on Monday, 3 November 2025

The address of the Company's registrar for H Shares is:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

The Company will publish specific announcement on the Shenzhen Stock Exchange setting out details of the eligibility of holders of A Shares to attend the EGM.

(B) A form of proxy for use at the EGM is enclosed with the circular of the Company and such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and of the Company. Whether or not you intend to attend the EGM, you are required to complete and return the enclosed form of

* *For identification purpose only*

proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

(C) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his proof of identity and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person Shareholder attends the EGM, such legal representative should produce his/her proof of identity and valid documents evidencing his capacity as such legal representative. If a legal person Shareholder appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his proof of identity and an authorization instrument affixed with the seal of the legal person Shareholder and duly signed by its legal representative.

(D) The EGM is expected to last for about one hour. Shareholders attending the EGM are responsible for their own transportation and quarter expenses.