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

(Stock Code: 3898)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that in its meeting held on 27 March 2020, it approved the proposed amendments to the Articles of Association in relation to, among others, requirements related to the notice period, requisition rights of Shareholders and procedures for convening general meetings.

The proposed amendments to the Articles of Association are subject to certain conditions including, among other things, the approval of the Shareholders by way of special resolution at the AGM and the approval of or registration or filing with the relevant PRC government authorities.

PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES

The Board further proposed to amend the General Meeting Rules to, among others, align with the proposed amendments to the Articles of Association and bring them in line with the Company's updated position. The proposed amendments to the General Meeting Rules are subject to approval by the Shareholders by way of ordinary resolution at the AGM.

A circular containing, among other things, further information on the proposed amendments to the Articles of Association, the proposed amendments to the General Meeting Rules and the notice for the AGM is expected to be despatched to the Shareholders in due course.

The Board announces that at its meeting held on 27 March 2020, it approved the proposed amendments to the Articles of Association and the General Meeting Rules.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details on the proposed amendments to the Articles of Association are set out in the Appendix I to this announcement.

In view of the requirements of the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) issued by the State Council of the PRC and taking into account the actual situation of the Company, the Board approved the proposed amendments to the Articles of Association.

The proposed amendments to the Articles of Association are subject to certain conditions including, among other things, the approval of the Shareholders by way of special resolution at the AGM and the approval of or registration or filing with the relevant PRC government authorities.

After the proposed amendments to the Articles of Association becoming effective, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES

Details on the proposed amendments to the General Meeting Rules are set out in the Appendix II to this announcement.

The proposed amendments to the General Meeting Rules are subject to approval by the Shareholders by way of ordinary resolution at the AGM. The General Meeting Rules are proposed to be amended to, among others, align with the proposed amendments to the Articles of Association and bring them in line with the Company's updated position.

After taking into account of the above factors, all Directors (including the independent non-executive Directors) consider that the proposed amendments to the Articles of Association and the proposed amendments to the General Meeting Rules are in the interests of the Company and the Shareholders as a whole.

A circular containing, among other things, further information on the proposed amendments to the Articles of Association and the proposed amendments to the General Meeting Rules, and the notice for the AGM is expected to be despatched to the Shareholders in due course.

DEFINITIONS

Unless the context otherwise requires, the following terms have the following meaning when used in this announcement:

“AGM”	the forthcoming annual general meeting of the Company (including any adjournment thereof)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zhuzhou CRRC Times Electric Co., Ltd. (株洲中車時代電氣股份有限公司), a joint stock company established in the PRC with limited liability whose H shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Domestic Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company
“General Meeting Rules”	the rules of procedures for general meetings of the Company
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in HKD
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“PRC”	the People’s Republic of China, excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)

“Shareholder(s)”

the holder(s) of Share(s) of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By order of the Board
Zhuzhou CRRC Times Electric Co., Ltd.
Li Donglin
Chairman

Zhuzhou, China, 27 March 2020

As at the date of this announcement, our chairman of the Board and executive Director is Li Donglin, our vice chairman of the Board and executive Director is Yang Shouyi, our other executive Directors are Liu Ke'an and Yan Wu, our non-executive Director is Zhang Xinning, and our independent non-executive Directors are Chan Kam Wing, Clement, Pao Ping Wing, Liu Chunru, Chen Xiaoming and Gao Feng.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles of Association	Proposed Amendments to Articles of Association
Contents	Contents
<p><i>Note:</i> In the margin notes to the provisions of the Articles of Association, “Company Law” means “The Company Law of the People’s Republic of China” (Order No. 42 of the President of the People’s Republic of China); “Mandatory Provisions” means “The Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC” jointly promulgated by the former Securities Commission of the State Council and the former State Economic System Restructuring Commission; “Special Regulations” means “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” promulgated by the General Office of the State Council; “Listing Rules” means “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” promulgated by the Stock Exchange of Hong Kong; “Zheng Jian Hai Han” means “The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong” (Zheng Jian Hai Han [1995] No. 1) jointly promulgated by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Economic System Restructuring Committee; “Opinions” means “The Opinions on Further Standardizing Operations and Reform of Companies Listed Outside the PRC” jointly promulgated by the State Economic and Trade Commission and the China Securities Regulatory Commission; and “Practice Guidelines for Secretary” means “The Practice Guidelines for Secretary to the Board of Directors of Companies Listed Outside the PRC” promulgated by the China Securities Regulatory Commission.</p>	<p><i>Note:</i> In the margin notes to the provisions of the Articles of Association, “Company Law” means “The Company Law of the People’s Republic of China” (Order No. 42 of the President of the People’s Republic of China); <u>“Securities Law” means “The Securities Law of the People’s Republic of China”</u>; “Mandatory Provisions” means “The Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC” jointly promulgated by the former Securities Commission of the State Council and the former State Economic System Restructuring Commission; “Special Regulations” means “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” promulgated by the General Office of the State Council; “Listing Rules” means “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” promulgated by the Stock Exchange of Hong Kong; “Zheng Jian Hai Han” means “The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong” (Zheng Jian Hai Han [1995] No. 1) jointly promulgated by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Economic System Restructuring Committee; “Opinions” means “The Opinions on Further Standardizing Operations and Reform of Companies Listed Outside the PRC” jointly promulgated by the State Economic and Trade Commission and the China Securities Regulatory Commission; and <u>“Practice Guidelines for Secretary” means “The Practice Guidelines for Secretary to the Board of Directors of Companies Listed Outside the PRC” promulgated by the China Securities Regulatory Commission; and “Adjustment Reply” means “Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad” (Guo Han [2019] No.97).</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Chapter 1 General Provisions	
<p>Article 1 Our company (or the “Company”) is a joint stock limited company established in the People’s Republic of China (“the PRC”) in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other relevant laws and administrative regulations of the State.</p> <p>The Company was established by way of promotion pursuant to the approval granted by the State-Owned Assets Supervision and Administration Commission of the State Council in the approval, Guo Zi Gai Ge [2005] No. 1095, and was registered with the Hunan Provincial Administration for Industry and Commerce on 26 September 2005 and had obtained business licence. The unified social credit code of the Company is 914300007808508659.</p> <p>The Promoters of the Company are:</p> <p>Promoter 1: 中車株洲電力機車研究所有限公司 CRRC Zhuzhou Institute Co., Ltd.</p> <p>Promoter 2: 中車株洲電力機車有限公司 CRRC Zhuzhou Locomotive Co., Ltd.</p> <p>Promoter 3: 中車集團常州戚墅堰機車車輛廠 CRRC Changzhou Qishuyan Locomotive & Rolling Stock Works</p> <p>Promoter 4: 中車投資租賃有限公司 CRRC Investment & Leasing Co., Ltd.</p> <p>Promoter 5: 中國鐵建高新裝備股份有限公司 CRCC High-Tech Equipment Corporation Limited</p>	<p>Article 1 Our company Zhuzhou CRRC Times Electric Co., Ltd. (“our Company” or the “Company”) is a joint stock limited company established in the People’s Republic of China (“the PRC”) in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other relevant laws and administrative regulations of the State.</p> <p>The Company was established by way of promotion pursuant to the approval granted by the State-Owned Assets Supervision and Administration Commission of the State Council in the approval, Guo Zi Gai Ge [2005] No. 1095, and was registered with the Hunan Provincial Administration for Industry and Commerce on 26 September 2005 and had obtained business licence. The unified social credit code of the Company is 914300007808508659.</p> <p>The Promoters of the Company are:</p> <p>Promoter 1: 中車株洲電力機車研究所有限公司 CRRC Zhuzhou Institute Co., Ltd.</p> <p>Promoter 2: 中車株洲電力機車有限公司 CRRC Zhuzhou Locomotive Co., Ltd.</p> <p>Promoter 3: 中車集團常州戚墅堰機車車輛廠 CRRC Changzhou Qishuyan Locomotive & Rolling Stock Works <u>中車常州實業管理有限公司</u> CRRC Changzhou Industrial Management Co., Ltd.</p> <p>Promoter 4: 中車投資租賃有限公司 CRRC Investment & Leasing Co., Ltd.</p> <p>Promoter 5: 中國鐵建高新裝備股份有限公司 CRCC High-Tech Equipment Corporation Limited</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Chapter 6 Share Certificates and Register of Members	
<p>Article 42 No registration of changes to the register of members resulting from transfer of shares shall be carried out within 30 days prior to the date of a general meeting to be convened or within 5 days before the reference date on which the Company decides to distribute dividends.</p>	<p>Article 42 No registration of changes to the register of members resulting from transfer of shares shall be carried out within 30 days prior to the date of a general meeting to be convened or within 5 days before the reference date on which the Company decides to distribute dividends. <u>Where the laws, regulations, departmental regulations, regulatory documents and the relevant stock exchange(s) or regulatory authorities of the place where the Company’s shares are listed stipulate the period of closure of the register of members prior to a general meeting or before the reference date on which the Company decides to distribute dividends, such provisions shall prevail.</u></p>
Chapter 7 Shareholders’ Rights and Obligations	
<p>Article 52 “Controlling shareholder” referred to in the preceding paragraph means a person who satisfies any one of the following conditions:</p> <p>(1) he alone, or acting in concert with others, has the power to elect more than half of the board;</p> <p>(2) he alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more (inclusive of 30%) of the voting rights in the Company;</p> <p>(3) he alone, or acting in concert with others, holds 30% or more (inclusive of 30%) of the issued and outstanding shares of the Company; or</p> <p>(4) he alone, or acting in concert with others, in any other manner has de facto control over the Company.</p>	<p>Article 52 “Controlling shareholder” referred to in the preceding paragraph means a person who satisfies any one of the following conditions:</p> <p>(1) he alone, or acting in concert with others, has the power to elect more than half of the board;</p> <p>(2) he alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more (inclusive of 30%) of the voting rights in the Company;</p> <p>(3) he alone, or acting in concert with others, holds 30% or more (inclusive of 30%) of the issued and outstanding shares of the Company; or</p> <p>(4) he alone, or acting in concert with others, in any other manner has de facto control over the Company.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Chapter 8 Shareholders' General Meeting	
<p>Article 54 The general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors that are appointed by the shareholder representatives and decide on matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the board;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's proposed annual financial budgets and final budgetary report;</p> <p>(7) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(8) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9) to resolve on matters such as merger, split, dissolution, liquidation and material acquisitions and disposals of the Company;</p>	<p>Article 54 The general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and decide on matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors that are appointed by the shareholder representatives and decide on matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the board;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's proposed annual financial budgets and final budgetary report;</p> <p>(7) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(8) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9) to resolve on matters such as merger, split, dissolution, liquidation and material acquisitions and disposals of the Company;</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
(10) to resolve the issue of debentures by the Company;	(10) to resolve the issue of debentures by the Company;
(11) to resolve the appointment, removal and non-reappointment of the accounting firm of the Company;	(11) to resolve the appointment, removal and non-reappointment of the accounting firm of the Company;
(12) to amend the Articles of Association of the Company;	(12) to amend the Articles of Association of the Company;
(13) to consider the motions raised by shareholders who represent 3% or more (inclusive of 3%) of the total number of voting shares of the Company;	(13) to consider the motions raised by shareholders who represent 3% or more (inclusive of 3%) of the total number of voting shares of the Company;
(14) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings.	(14) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings.;
(15) to authorise or delegate the board to deal with matters as authorised and instructed at the general meetings.	(15) to authorise or delegate the board to deal with matters as authorised and instructed at the general meetings.

Existing Articles of Association	Proposed Amendments to Articles of Association
<p>Article 56 General meetings shall include annual general meetings and extraordinary general meetings. General meeting shall be convened by the board. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) when the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;</p> <p>(3) when shareholder(s) individually or in aggregate holding 10% or more (inclusive of 10%) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting; or</p> <p>(4) when deemed necessary by the board or requested by the supervisory committee.</p>	<p>Article 56 General meetings shall include annual general meetings and extraordinary general meetings. General meeting shall be convened by the board. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) when the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;</p> <p>(3) when shareholder(s) individually or in aggregate holding 10% or more (inclusive of 10%) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting; or</p> <p>(4) when deemed necessary by the board or requested by the supervisory committee; <u>or</u></p> <p><u>(5) such other circumstances as provided for by laws, regulations, departmental regulations or the Articles of Association.</u></p> <p><u>The number of shares referred to in item (3) above shall be calculated on the date which the shareholder(s) propose such written request.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Nil	<p><u>Article 57 The supervisory committee shall be entitled to propose to the board to convene an extraordinary general meeting, and shall put forward its proposal to the board in writing. The board shall, pursuant to the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving such proposal.</u></p> <p><u>If the board agrees to convene the extraordinary general meeting, it will serve a notice of such meeting within five days after the resolution is passed by the board. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee shall be obtained.</u></p> <p><u>If the board does not agree to convene the extraordinary general meeting or fails to furnish a written reply within 10 days after receiving such proposal, the board shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the supervisory committee may convene and preside over the meeting on its own.</u></p> <p><u>For a general meeting convened by the supervisory committee on its own, it shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Nil	<p data-bbox="810 221 1382 327"><u>Article 58</u> <u>The shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting or a class meeting:</u></p> <p data-bbox="810 374 1382 1002"><u>Any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held may sign one or more written request(s) of identical form and substance requesting the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board shall, in accordance with the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting or class meeting within 10 days after receiving such request. The aforesaid number of shares shall be calculated at the market close on the date which the shareholder(s) propose such written request (if it falls on a non-trading date, the trading date immediately prior to the date which the shareholder(s) propose such written request).</u></p> <p data-bbox="810 1049 1382 1300"><u>If the board agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after the resolution is passed by the board. Consent of the relevant shareholder(s) shall be obtained in the event of any changes made to the original proposal in the notice.</u></p> <p data-bbox="810 1347 1382 1710"><u>If the board does not agree to convene an extraordinary general meeting or a class meeting or fails to furnish a written reply within 10 days after receiving such proposal, any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held is/are entitled to propose to the supervisory committee for convening an extraordinary general meeting or a class meeting and such proposal shall be made in writing.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p><u>If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after receiving such proposal. Consent of such shareholder(s) shall be obtained in the event of any changes made to the original proposal in the notice.</u></p> <p><u>If the supervisory committee fails to serve any notice of an extraordinary general meeting or a class meeting within the prescribed period after receiving such proposal, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held for more than 90 consecutive days may convene and preside over such a meeting on his or their own accordingly.</u></p>
Nil	<p><u>Article 59 Where the supervisory committee or the shareholder(s) decide to convene a general meeting on its or their own, it or they shall notify the board of directors in writing and, where necessary, file with the stock exchange(s) on which the Company's shares are listed.</u></p> <p><u>Before the announcement of the resolutions of the general meeting is made, the shareholding of the convening shareholder(s) shall not be less than 10%.</u></p> <p><u>Upon service of the notice of the general meeting and the announcement of the resolutions of the general meeting, the supervisory committee or the convening shareholder(s) shall submit the relevant supporting materials to the relevant regulatory authorities and/or the stock exchange(s) if necessary.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Nil	<p><u>Article 60</u> <u>Where the supervisory committee or the shareholder(s) convene a general meeting on its or their own, the board of directors and the secretary to the board shall provide assistance. The board shall provide the register of members as of the date of the share registration. In the event that the board fails to provide the register of members, the convener may apply to the securities registration and clearing institution or the agency with the relevant notice or announcement on the convening of the general meeting for obtaining the register of members. The register of members obtained by the convener shall not be used for purposes other than convening the general meeting.</u></p>
Nil	<p><u>Article 61</u> <u>Any necessary expenses incurred in connection with the convening and holding of the general meeting by the supervisory committee or the shareholder(s) on its or their own shall be borne by the Company.</u></p>
<p>Article 57 When the company convenes a general meeting, a written notice of the meeting shall be given 45 days (exclusive of the date of the meeting) before the date of the meeting to notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning the attendance of the meeting to the Company 20 days (exclusive of the date of the meeting) before the date of the meeting.²</p> <p>² This part complies with the requirements of Article 53 of the Mandatory Provisions. Article 103(1) of the Company Law provides that, in order to hold a general meeting, a notice concerning the time, venue and matters to be considered at the meeting shall be given to each shareholder 20 days in advance. In the event of an interim meeting of shareholders, the notice shall be given to each shareholder 15 days in advance. Where the company has issued bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made 30 days prior to the meeting. As the provisions in the Mandatory Provisions are stricter than that of the Company Law, the provisions of the Mandatory Provisions have been adopted herein. Corresponding amendments will be made to the Articles of Association when the Mandatory Provisions is amended.</p>	<p><u>Article 62</u> <u>Subject to compliance with the relevant requirements of laws and regulations and the listing rules of the place where the Company's shares are listed, when</u> When the company Company convenes a an annual general meeting, a written notice of the meeting shall be given 45 20 days (exclusive of the date of the meeting) before the date of the meeting to notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning the attendance of the meeting to the Company 20 days (exclusive of the date of the meeting) before the date of the meeting.; <u>when the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given 15 days before the date of the meeting, to notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p data-bbox="810 223 1390 293"><u>In determining the commencement date and the period, the date of the meeting shall be excluded.²</u></p> <p data-bbox="810 353 1390 761">²— This part complies with the requirements of Article 53 of the Mandatory Provisions. Article 103(1) of the Company Law provides that, in order to hold a general meeting, a notice concerning the time, venue and matters to be considered at the meeting shall be given to each shareholder 20 days in advance. In the event of an interim meeting of shareholders, the notice shall be given to each shareholder 15 days in advance. Where the company has issued bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made 30 days prior to the meeting. As the provisions in the Mandatory Provisions are stricter than that of the Company Law, the provisions of the Mandatory Provisions have been adopted herein. Corresponding amendments will be made to the Articles of Association when the Mandatory Provisions is amended.</p>
<p data-bbox="201 791 785 1044">Article 58 When the Company convenes an annual general meeting, shareholders holding 3% or more (inclusive of 3%) of the total voting shares of the Company shall have the right to propose new proposals in writing, and the Company shall include in the agenda the matters fall within the scope of duties of the general meeting in the proposal.</p>	<p data-bbox="810 791 1390 1123"><u>Article 63</u> When the Company convenes an annual a general meeting, <u>the board of directors, the supervisory committee, or</u> shareholders <u>shareholder(s) individually or in aggregate</u> holding <u>more than 3% or more</u> (inclusive of 3%) of the total voting shares of the Company shall have the right to propose new proposals in writing, and the Company shall include in the agenda the matters fall within the scope of duties of the general meeting in the proposal.</p> <p data-bbox="810 1166 1390 1415"><u>The content of the general meeting proposals shall fall within the scope of power of the general meeting. The subject issues for discussion and the specific matters to be resolved shall be clearly stated therein. The proposals shall comply with the relevant requirements of the laws, regulations and the Articles of Association.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p><u>Shareholder(s) individually or in aggregate holding more than 3% of the shares of the Company may submit their provisional proposals in writing to the convener 10 days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two days after receiving the proposals to notify the content of the provisional proposals, and shall submit such provisional proposals to the general meeting for consideration. Where the issue of supplementary notice of the general meeting fails to meet the relevant requirements of the issue of supplementary notice stipulated by the listing rules of the place where the Company's shares are listed, the Company shall adjourn the general meeting as appropriate. The content of the provisional proposals shall fall within the scope of power of the general meeting, the subject issues for discussion and the specific matters to be resolved shall be clearly stated therein. Save as the circumstances provided in the preceding paragraphs, after the issue of the notice of the general meeting by the convener, no changes shall be made to the proposals stated in the notice of the general meeting nor shall new proposals be added.</u></p> <p><u>Proposals not stated in the notice of the general meeting or which do not meet the requirements in paragraphs 2 and 3 of this Article, shall not be voted or resolved at the general meeting.</u></p>
<p>Article 59 The Company shall, based on the written replies received 20 days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting is more than half of the Company's total voting shares, the Company may hold the meeting. If not, the Company shall within 5 days notify the shareholders again by public notice of the matters to be considered in the meeting, the place and the date of the meeting. The Company may then hold the meeting after such publication has been made.</p> <p>An extraordinary general meeting shall not decide on those matters not stated in the notice of meeting.</p>	<p><u>Article 64 The Company shall, based on the written replies received 20 days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting is more than half of the Company's total voting shares, the Company may hold the meeting. If not, the Company shall within 5 days notify the shareholders again by public notice of the matters to be considered in the meeting, the place and the date of the meeting. The Company may then hold the meeting after such publication has been made.</u></p> <p>An extraordinary general meeting shall not decide on those matters not stated in the notice of meeting.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
<p>Article 60 A notice of a general meeting shall comply with the following requirements:</p> <p>(1) it shall be in writing;</p> <p>(2) it shall specify the place, the date and the time of the meeting;</p> <p>(3) it shall state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed decision on the proposals before them, including (but not limited to) where a proposal is made to merger, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contains a disclosure of the nature and extent, of the material interests, if any, of any director, supervisor, general manager, deputy general manager and other member of the senior management in the matter(s) to be discussed and the effect on them in their capacities as shareholders in so far as it is different from the effect on other shareholders of the same class;</p> <p>(6) contains the full text of any special resolutions proposed to be adopted at the meeting;</p> <p>(7) contains conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that proxy need not be a shareholder; and</p> <p>(8) specifies the time and place for lodging proxy forms for the relevant meeting.</p>	<p>Article 65 A notice of a general meeting shall comply with the following requirements:</p> <p>(1) it shall be in writing;</p> <p>(2) it shall specify the place, the date and the time of the meeting;</p> <p>(3) it shall state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed decision on the proposals before them, including (but not limited to) where a proposal is made to merger, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contains a disclosure of the nature and extent, of the material interests, if any, of any director, supervisor, general manager, deputy general manager and other member of the senior management in the matter(s) to be discussed and the effect on them in their capacities as shareholders in so far as it is different from the effect on other shareholders of the same class;</p> <p>(6) contains the full text of any special resolutions proposed to be adopted at the meeting;</p> <p>(7) contains conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that proxy need not be a shareholder; and</p> <p>(8) specifies the time and place for lodging proxy forms for the relevant meeting;</p> <p><u>(9) specifies the share registration date of the shareholders who are entitled to attend the general meeting; the interval between the share registration date and the date of the meeting shall comply with the requirements of the stock exchange(s) or the regulatory authorities of the place where the Company's shares are listed; and</u></p> <p><u>(10) provides the name and phone number of the contact person of the general meeting.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
<p>Article 61 The notice of a general meeting shall be sent to the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid airmail to their addresses as shown in the register of shareholders. Subject to the relevant laws, regulations, the listing rules of the stock exchange(s) on which the shares of Company are listed and the requirements of this Articles of Association, the Company may also give notice to H shareholders by facsimile, e-mail, CD-ROM or other electronic means, or the means published on the website(s) of the overseas stock exchange(s) on which the shares of the Company are listed (or on the website of the Company), or the means endorsed by the regulatory authority of the jurisdiction(s) where the shares of the Company are listed or other means as prescribed by the Articles of Association. For the holders of domestic shares, such notice of the general meeting may be issued by way of public notice.</p> <p>The public notice referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the interval between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Chinese and English versions of such public notice shall be published in accordance with the requirements of Article 183 of this Article of Association.</p>	<p>Article 66 <u>Unless otherwise provided in the laws, regulations, the listing rules of the place where the Company's shares are listed and the Articles of Associations, the</u> The notice of a general meeting shall be published through the website(s) of the stock exchange(s) on which the Company's shares are listed and the website of the Company, or sent to the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid airmail to their addresses as shown in the register of shareholders. Subject to the relevant laws, regulations, the listing rules of the stock exchange(s) on which the shares of Company are listed and the requirements of this Articles of Association, the Company may also give notice to H shareholders by facsimile, e-mail, CD-ROM or other electronic means, or the means published on the website(s) of the overseas stock exchange(s) on which the shares of the Company are listed (or on the website of the Company), or the means endorsed by the regulatory authority of the jurisdiction(s) where the shares of the Company are listed or other means as prescribed by the Articles of Association. For the holders of domestic shares, such notice of the general meeting may be issued by way of public notice.</p> <p>The public notice referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the interval between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Chinese and English versions of such public notice shall be published in accordance with the requirements of Article 183 of this Article of Association.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p><u>For holders of overseas listed foreign shares, subject to the securities regulatory rules of the place where the Company's shares are listed, the notice of a general meeting may also be issued or given in accordance with other means endorsed by the relevant regulatory authorities of the place where the Company's shares are listed or other means as permitted by Chapter 21 of the Articles of Association.</u></p>
<p>Article 70 At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:</p> <p>(1) by the chairman of the meeting;</p> <p>(2) by at least two shareholders entitled to vote present in person or by proxy; or</p> <p>(3) by one or more shareholders present in person or by proxy representing 10% or more (inclusive of 10%) of all shares (whether by one shareholder individually or in aggregate with other shareholders) carrying the right to vote at the meeting.</p> <p>Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>	<p><u>Article 75</u> At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:</p> <p>(1) by the chairman of the meeting;</p> <p>(2) by at least two shareholders entitled to vote present in person or by proxy; or</p> <p>(3) by one or more shareholders present in person or by proxy representing 10% or more (inclusive of 10%) of all shares (whether by one shareholder individually or in aggregate with other shareholders) carrying the right to vote at the meeting.</p> <p>Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
<p>Article 77 Convening of an extraordinary general meeting or a class meeting at the request of shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) two or more shareholders holding a total of 10% (inclusive of 10%) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board shall convene an extraordinary general meeting or a class meeting as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(2) if the board fails to issue a notice of such meeting within 30 days after having received the above-mentioned written notice, the shareholders who made such request may themselves convene the meeting within four months after the board had received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which general meetings are to be convened by the board.</p> <p>Where shareholders convene and hold a meeting due to the failure of the board to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the directors who neglect their duties.</p>	<p>Article 77 Convening of an extraordinary general meeting or a class meeting at the request of shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) two or more shareholders holding a total of 10% (inclusive of 10%) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board shall convene an extraordinary general meeting or a class meeting as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(2) if the board fails to issue a notice of such meeting within 30 days after having received the above-mentioned written notice, the shareholders who made such request may themselves convene the meeting within four months after the board had received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which general meetings are to be convened by the board.</p> <p>Where shareholders convene and hold a meeting due to the failure of the board to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the directors who neglect their duties:</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Nil	<p data-bbox="810 221 1380 327"><u>Article 82</u> <u>The list of candidates for directors and supervisors shall be submitted as proposal for voting at the general meeting.</u></p> <p data-bbox="810 374 1380 512"><u>When voting in respect of the election of directors and supervisors at the general meeting, the Company may, where necessary and practicable, implement a cumulative voting system.</u></p> <p data-bbox="810 559 1380 963"><u>The cumulative voting system in the preceding paragraph means that when electing directors or supervisors at the general meeting, the number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may either concentrate their votes at the election, or divide their votes among several candidates. The board of directors shall announce to shareholders the biography and the basic information of the candidates for directors and supervisors.</u></p> <p data-bbox="810 1010 1380 1117"><u>For the election of directors and supervisors, if the cumulative voting system is adopted, the procedures are as follows:</u></p> <p data-bbox="810 1164 1380 1270"><u>1. The election of executive directors, non-executive directors, independent non-executive directors and supervisors shall be voted separately.</u></p> <p data-bbox="858 1317 1380 1600"><u>(i) in the election of executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for executive directors of the Company.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p><u>(ii) in the election of non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for non-executive directors of the Company.</u></p> <p><u>(iii) in the election of independent non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of independent non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for independent non-executive directors of the Company.</u></p> <p><u>(iv) in the election of supervisors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of supervisors to be elected in that general meeting. That portion of voting rights may only be cast on candidates for supervisors of the Company.</u></p> <p><u>2. The number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may divide their votes equally among each candidates for directors or supervisors, or may concentrate their votes on one or some of the candidate(s), provided that the total number of votes exercised by a shareholder shall not exceed the total number of votes he is entitled to for such category of candidates.</u></p>

Existing Articles of Association	Proposed Amendments to Articles of Association
	<p><u>3. The candidates for directors and supervisors shall in the end be determined according to the number of votes and the requirements for directors and supervisors in this Articles of Association.</u></p> <p><u>4. Before voting for the candidates for directors and supervisors at the general meeting, the chairman of the meeting shall expressly inform the shareholders attending the meeting of the adoption of cumulative voting system for the candidates for directors and supervisors. The board of directors shall prepare ballot tickets that are suitable for cumulative voting system. The secretary to the board shall state and explain the method of cumulative voting system and the approach to filling in the ballot tickets.</u></p>
Chapter 9 Special Voting Procedures for Class Shareholders	
<p>Article 88 Written notice of a class meeting shall be given 45 days before the date of the class meeting (exclusive of the date of meeting) notifying all of the shareholders of the relevant class in the share register of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company 20 days before the date of the class meeting (exclusive of the date of meeting).</p> <p>If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the class meeting reaches more than half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five days notify the shareholders of the class again, by public notice, of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such notice has been made.</p>	<p><u>Article 93 When the Company convenes a class meeting, written</u> Written notice of a classthe meeting shall be given 45 days before the date of the class meeting (exclusive of the date of meeting) <u>by reference to Article 62 of this Articles of Association regarding the notice period requirement for convening an annual and extraordinary general meeting,</u> notifying all of the shareholders of the relevant class in the share register of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company 20 days before the date of the class meeting (exclusive of the date of meeting).</p> <p>If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the class meeting reaches more than half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five days notify the shareholders of the class again, by public notice, of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such notice has been made.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Chapter 10 Board of Directors	
<p>Article 92 The Company shall establish a board. The board shall compose of ten directors, including one chairman, one vice chairman and three or more independent non-executive directors among the eight directors.</p> <p>If necessary and subject to compliance with the relevant laws and administrative regulations, the board may establish, among others, special committees for strategic decision-making, audit and remuneration.</p>	<p>Article 97 The Company shall establish a board. The board shall compose of ten directors, including one chairman, one vice chairman and three or more independent non-executive directors among the eight directors, <u>among which the number of independent non-executive directors shall be at least three and shall represent at least one-third of the board, and at least one of the independent non-executive directors shall be a finance or accounting professional.</u></p> <p>If necessary and subject to compliance with the relevant laws and administrative regulations, the board may establish, among others, special committees for strategic decision-making <u>strategy</u>, audit, <u>risk control, nomination</u> and remuneration.</p>
Chapter 13 Supervisory Committee	
<p>Article 121 A written notice for convening the supervisory committee meeting shall be delivered to all supervisors not less than 10 days before the meeting. The supervisory committee meeting may be held if two-thirds or more (inclusive of two-thirds) of supervisors attend such committee.</p> <p>Supervisory committee meeting resolution shall be passed by two-thirds (inclusive of two-thirds) or more of supervisors.</p>	<p>Article 126 A written notice for convening the supervisory committee meeting shall be delivered to all supervisors not less than 10 days before the meeting. The supervisory committee meeting may be held if two-thirds or more (inclusive of two-thirds) of supervisors attend such committee.</p> <p>Supervisory committee meeting resolution shall be passed by two-thirds (inclusive of two-thirds) or more of supervisors.</p>

Existing Articles of Association	Proposed Amendments to Articles of Association
Chapter 15 Financial and Accounting Systems and Profit Distribution	
<p>Article 145 The Company’s financial reports shall be made available for shareholders’ inspection at the Company 20 days before the convening of the annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this chapter.</p> <p>The Company shall send the above mentioned reports to each shareholder of overseas listed foreign shares located in overseas by prepaid mail at least 21 days before the date of every annual general meeting and the addresses of the recipients shall be such addresses as shown in the register of members; or the above mentioned reports may be sent to the shareholders of overseas listed foreign shares located at overseas by other means as provided in this Articles of Association.</p>	<p>Article 150 The Company’s financial reports shall be made available for shareholders’ inspection at the Company 20 days before the convening of the annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this chapter.</p> <p>The Company shall, <u>at least 21 days before the date of the annual general meeting, send publish the above mentioned reports <u>or the report of directors together with the Company’s financial statements through the website(s) of the stock exchange(s) of the place where the Company’s shares are listed and the website of the Company, or shall deliver the same through other means endorsed by the relevant regulatory authorities of the place where the Company’s shares are listed or provided in this Articles of Association, or shall send the same</u></u> to each shareholder of overseas listed foreign shares located in overseas <u>by personal delivery or</u> by prepaid mail at least 21 days before the date of every annual general meeting and the addresses of the recipients shall be such addresses as shown in the register of members; or the above mentioned reports may be sent to the shareholders of overseas listed foreign shares located at overseas by other means as provided in this Articles of Association.</p>

Notes:

- (1) *As the proposed amendments involve additions and deletions of articles, references to articles and footnotes in the Articles of Association shall be re-numbered accordingly. For the cross-referencing by article number in the original Articles of Association, corresponding changes shall be made to the revised Articles of Association.*
- (2) *Should there be any discrepancy and/or inconsistency between the Chinese and the English versions of this the Articles of Association, the Chinese version shall prevail.*

APPENDIX II PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES

Existing General Meeting Rules	Proposed Amendments to General Meeting Rules
Chapter 1 General Provisions	
<p>Article 5 The general meetings convened in each year, except for the annual general meeting, shall be extraordinary general meetings, which shall be sequenced on the basis of the year of convening.</p>	<p>Article 5 The general meetings convened in each year, except for the annual general meeting, shall be extraordinary general meetings, which shall be sequenced on the basis of the year of convening.</p> <p><u>The Company shall convene an extraordinary general meeting within two months of the occurrence of any one of the following events:</u></p> <p><u>(1) when the number of directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</u></p> <p><u>(2) when the losses of the Company that have not been made up amount to one-third of the total amount of its share capital;</u></p> <p><u>(3) when requested by shareholder(s) individually or in aggregate holding more than 10% of the Company’s shares;</u></p> <p><u>(4) when deemed necessary by the board;</u></p> <p><u>(5) when requested by the supervisory committee;</u> <u>or</u></p> <p><u>(6) such other circumstances as provided for by laws, regulations, departmental regulations or the Articles of Association.</u></p> <p><u>The number of shares referred to in item (3) above shall be calculated on the date which the shareholder(s) propose such written request.</u></p>

Chapter 2 Powers of General Meetings

Article 11 The general meeting is the Company's authority and exercises the following powers according to law:

- (1) to decide on the Company's business policies and investment plans;
- (2) to elect and replace directors and decide on matters relating to their remuneration;
- (3) to elect and replace supervisors that are appointed by the shareholder representatives and decide on matters relating to their remuneration;
- (4) to consider and approve the reports of the board;
- (5) to consider and approve the reports of the supervisory committee;
- (6) to consider and approve the Company's proposed annual financial budgets and final budgetary report;
- (7) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (8) to resolve on the increase or reduction of the Company's registered capital;
- (9) to resolve on matters such as merger, split, dissolution, liquidation and material acquisitions and disposals of the Company;
- (10) to resolve the issue of debentures by the Company;

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- (1) to decide on the Company's business policies and investment plans;
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- (3) to elect and replace supervisors that are appointed by the shareholder representatives and decide on matters relating to their remuneration;
- (4) to consider and approve the reports of the board;
- (5) to consider and approve the reports of the supervisory committee;
- (6) to consider and approve the Company's proposed annual financial budgets and final budgetary report;
- (7) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (8) to resolve on the increase or reduction of the Company's registered capital;
- (9) to resolve on matters such as merger, split, dissolution, liquidation and material acquisitions and disposals of the Company;
- (10) to resolve the issue of debentures by the Company;

<p>(11) to resolve the appointment, removal and non-reappointment of the accounting firm of the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to consider the motions raised by shareholders who represent 3% or more (inclusive of 3%) of the total number of voting shares of the Company;</p> <p>(14) to authorise or delegate the board to deal with matters as authorised and instructed at the general meetings;</p> <p>(15) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings.</p> <p>The general meeting shall exercise its functions and powers within the scope prescribed by the Company Law and shall not interfere with the punishment of shareholders on their rights.</p>	<p>(11) to resolve the appointment, removal and non-reappointment of the accounting firm of the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to consider the motions raised by shareholders who represent 3% or more (inclusive of 3%) of the total number of voting shares of the Company;</p> <p>(14) to authorise or delegate the board to deal with matters as authorised and instructed at the general meetings;</p> <p>(15) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings.</p> <p>The general meeting shall exercise its functions and powers within the scope prescribed by the Company Law and shall not interfere with the punishment of shareholders on their rights.</p>
<p>Chapter 3 Authorization by the General Meeting</p>	
<p>Article 12 Matters that should be decided by the general meeting as stipulated by the laws, regulations and the Articles of Association must be considered at the general meeting to safeguard the shareholders' right of decision-making for such matters.</p>	<p>Article 12 Matters that should be decided by the general meeting as stipulated by the laws, regulations, <u>the listing rules of the places where the Company's shares are listed</u> and the Articles of Association must be considered at the general meeting to safeguard the shareholders' right of decision-making for such matters.</p>

Chapter 4 Procedures for Convening General Meeting

Section 1 Proposing of Resolutions, Collection and Consideration of General Meeting Proposals

Article 15 Proposals put forward at the general meetings shall be specific and shall relate to the matters to be considered at the general meeting.

Article 15 Proposals put forward at the general meetings shall be specific and shall relate to the matters to be considered at the general meeting.

The content of the general meeting proposals shall fall within the scope of power of the general meeting. The subject issues for discussion and the specific matters to be resolved shall be clearly stated therein. The proposals shall comply with the relevant requirements of the laws, regulations and the Articles of Association.

Proposals not stated in the notice of the general meeting or which do not meet the requirements in the preceding paragraph, shall not be voted or resolved at the general meeting.

Article 17 Where two or over half of the independent directors make a request to the board for convening an extraordinary general meeting, they shall be responsible for putting forward the resolutions. If the board does not agree to convene an extraordinary general meeting, the relevant details shall be disclosed.

~~**Article 17** Where two or over half of the independent directors make a request to the board for convening an extraordinary general meeting, they shall be responsible for putting forward the resolutions. If the board does not agree to convene an extraordinary general meeting, the relevant details shall be disclosed.~~

Article 18 When the Company convenes an annual general meeting, the supervisory committee, over half of the independent directors, shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company shall have the right to submit provisional proposals. If the proposing shareholders object to the board's decision not to include their proposals to the agenda of the general meeting, they can make a request to convene an extraordinary general meeting in accordance with the requirement in the Rules.

~~**Article 17** When the Company convenes an annual a general meeting, the board of directors, the supervisory committee, over half of the independent directors, shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company shall have the right to submit provisional proposals. If the proposing shareholders object to the board's decision not to include their proposals to the agenda of the general meeting, they can make a request to convene an extraordinary general meeting in accordance with the requirement in the Rules.~~

Shareholder(s) individually or in aggregate holding more than 3% of the shares of the Company may submit their provisional proposals in writing to the convener 10 days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two days after receiving the proposals to notify the content of the provisional proposals.

	<p><u>Save as the circumstances provided in the preceding paragraphs, after the issue of the notice of the general meeting by the convener, no changes shall be made to the proposals stated in the notice of the general meeting nor shall new proposals be added.</u></p>
<p>Article 21 Before the chairman of the board issues notice of the board related to convening the general meeting, the secretary to the board may seek and collect proposals from shareholders individually holding more than 3% of the Company’s total voting shares (at the time when proposing to convene an annual general meeting) or individually holding more than 10% of the Company’s total voting shares (at the time when proposing to convene an extraordinary general meeting), supervisors and independent directors, and submit such proposals to the board for consideration and, if approved, submit the same as a proposal to the general meeting for consideration.</p>	<p>Article 20 Before the chairman of the board issues notice of the board related to convening the general meeting, the secretary to the board may seek and collect proposals from shareholders individually holding more than 3% of the Company’s total voting shares (at the time when proposing to convene an annual general meeting) or individually holding more than 10% of the Company’s total voting shares (at the time when proposing to convene an extraordinary general meeting); and supervisors and independent directors, and submit such proposals to the board for consideration and, if approved, submit the same as a proposal to the general meeting for consideration.</p>
<p>Article 24 Where the supervisory committee, two or more shareholders holding in aggregate more than 10% of the shares carrying the right to vote at the meeting proposed to be held propose to convene an extraordinary general meeting or a class meeting, it/they may sign one or more written request(s) of identical form and substance, stating the subject of the meeting, and at same time submit to the board a proposal with meet the requirement of the preceding article in this Rules.</p>	<p>Article 24 Where the supervisory committee, two or more shareholders holding in aggregate more than 10% of the shares carrying the right to vote at the meeting proposed to be held propose to convene an extraordinary general meeting or a class meeting, it/they may sign one or more written request(s) of identical form and substance, stating the subject of the meeting, and at same time submit to the board a proposal with meet the requirement of the preceding article in this Rules.</p>
<p>Nil</p>	<p><u>Article 24 The list of candidates for directors and supervisors shall be submitted as proposal for voting at the general meeting.</u></p> <p><u>When voting in respect of the election of directors and supervisors at the general meeting, the Company may, where necessary and practicable, implement a cumulative voting system.</u></p> <p><u>The cumulative voting system in the preceding paragraph means that when electing directors or supervisors at the general meeting, the number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may either concentrate their votes at the election, or divide their votes among several candidates. The board of directors shall announce to shareholders the biography and the basic information of the candidates for directors and supervisors.</u></p>

For the election of directors and supervisors, if the cumulative voting system is adopted, the actual procedures are as follows:

1. The election of executive directors, non-executive directors, independent non-executive directors and supervisors shall be voted separately.

(1) in the election of executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for executive directors of our Company.

(2) in the election of non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for non-executive directors of the Company.

(3) in the election of independent non-executive directors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of independent non-executive director to be elected in that general meeting. That portion of voting rights may only be cast on candidates for independent non-executive directors of the Company.

(4) in the election of supervisors, the number of votes which each attending shareholder is entitled to cast is equal to the number of shares held by them, multiplied by the number of supervisors to be elected in that general meeting. That portion of voting rights may only be cast on candidates for supervisors of the Company.

	<p><u>2. The number of votes held by each share is equal to the number of directors or supervisors the shareholder is entitled to elect, and the shareholders may divide their votes equally among each candidates for directors or supervisors, or may concentrate their votes on one or some of the candidate(s), provided that the total number of votes exercised by a shareholder shall not exceed the total number of votes he is entitled to for such category of candidates.</u></p> <p><u>3. The candidates for directors and supervisors shall in the end be determined according to the number of votes and the requirements for directors and supervisors in this Articles of Association.</u></p> <p><u>4. Before voting for the candidates for directors and supervisors at the general meeting, the chairman of the meeting shall expressly inform the shareholders attending the meeting of the adoption of cumulative voting system for the candidates for directors and supervisors. The board of directors shall prepare ballot tickets that are suitable for cumulative voting system. The secretary to the board shall state and explain the method of cumulative voting system and the approach to filling in the ballot tickets.</u></p>
<p>Section 2 Notices of and Changes to the General Meeting</p>	<p>Section 2 <u>Convening</u>, Notices of and Changes to the General Meeting</p>
<p>Article 26 Notices of the general meeting shall be given by the convener of the meeting. Convener of the meeting includes the board of directors, shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company.</p>	<p><u>Article 25</u> Notices of the general meeting shall be given by the convener of the meeting. Convener of the meeting includes the board of directors, <u>the supervisory committee</u>, shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company.</p>
<p>Nil</p>	<p><u>Article 26</u> <u>The board of directors should convene the general meeting within the time period stipulated in Articles 4 and 5 of this Rules.</u></p>

Article 27 Convener of the meeting shall give notice of the meeting 20 working days before the annual general meeting and 10 working days before other general meetings, to notify all the shareholders in the share register of the resolutions to be considered and the date and the place of the meeting.

The notice of a general meeting shall be sent to the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid airmail to their addresses as shown in the register of shareholders. Subject to the relevant laws, regulations, the listing rules of the stock exchange(s) on which the shares of Company are listed and the requirements of this Articles of Association, the Company may also give notice to H shareholders by facsimile, e-mail, CD-ROM or other electronic means, or the means published on the website(s) of the overseas stock exchange(s) on which the shares of the Company are listed (or on the website of the Company), or the means endorsed by the regulatory authority of the jurisdiction(s) where the shares of the Company are listed or other means as prescribed by the Articles of Association. For the holders of domestic shares, such notice of the general meeting may be issued by way of public notice.

The public notice referred to in the preceding provision shall be published in one or more newspapers designated by the China Securities Regulatory Commission within the interval between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.

Article 27 Subject to compliance with the relevant requirements of the laws, regulations and the listing rules of the place where the Company's shares are listed, convener Convener of the meeting shall give notice of the meeting 20 working days before the convening of the annual general meeting and 10 working 15 days before the convening of other the extraordinary general meetings, to notify all the shareholders in the share register of the resolutions to be considered and the date and the place of the meeting.

In determining the commencement date and the period, the date of the meeting shall be excluded.

Unless otherwise provided in the laws, regulations, listing rules of the place where the Company's shares are listed and the Articles of Associations, the The notice of a general meeting shall be published through the website(s) of the stock exchange(s) on which the Company's shares are listed and the website of the Company, or sent to the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid airmail to their addresses as shown in the register of shareholders. ~~Subject to the relevant laws, regulations, the listing rules of the stock exchange(s) on which the shares of Company are listed and the requirements of this Articles of Association, the Company may also give notice to H shareholders by facsimile, e-mail, CD-ROM or other electronic means, or the means published on the website(s) of the overseas stock exchange(s) on which the shares of the Company are listed (or on the website of the Company); or the means endorsed by the regulatory authority of the jurisdiction(s) where the shares of the Company are listed or other means as prescribed by the Articles of Association. For the holders of domestic shares, such notice of the general meeting may be issued by way of public notice.~~

Where the Company fails to give the notice of the meeting in due time, resulting that the Company fails to convene the annual general meeting within six months after the end of the previous financial year of the Company for any cause, the Company shall, at first instance, report the same to the stock exchange(s) on which the Company's shares are listed and give its reason and make an announcement.

The public notice referred to in the preceding provision shall be published in one or more newspapers designated by the China Securities Regulatory Commission ~~within the interval between 45 days and 50 days before the date of the meeting.~~ After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.

For holders of overseas listed foreign shares, subject to the securities regulatory rules of the place where the Company's shares are listed, the notice of a general meeting may also be issued or given in accordance with other means endorsed by the relevant regulatory authorities of the place where the Company's shares are listed or other means as permitted by Article 66 or Chapter 21 of the Articles of Association.

Where the Company fails to give the notice of the meeting in due time, resulting that the Company fails to convene the annual general meeting within six months after the end of the previous financial year of the Company for any cause, the Company shall, at first instance, report the same to the stock exchange(s) on which the Company's shares are listed and give its reason and make an announcement.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed thereat.

Article 30 The board of directors shall give notice of the general meeting within 15 days after receiving a written request to convene a general meeting from the supervisory committee which is in compliance with the requirements.

Article 30 ~~The board of directors shall give notice of the general meeting within 15 days after receiving a written request to convene a general meeting from the supervisory committee which is in compliance with the requirements.~~ **The supervisory committee shall be entitled to propose to the board to convene an extraordinary general meeting, and shall put forward its proposal to the board in writing. The board shall, pursuant to the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving such proposal.**

If the board agrees to convene the extraordinary general meeting, it will serve a notice of such meeting within five days after the resolution is passed by the board. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee shall be obtained.

If the board does not agree to convene the extraordinary general meeting or fails to furnish a written reply within 10 days after receiving such proposal, it shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the supervisory committee may convene and preside over the meeting on its own.

Article 31 The board of directors shall give notice of the general meeting as soon as possible after receiving a written request to convene a general meeting from shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company which is in compliance with the requirements. Consent of the proposing shareholders shall be obtained in the event of any changes made to the original proposal in the notice. After the notice is issued, the board cannot propose new proposals and cannot change or postpone further the date of the general meeting without obtaining the consent of the proposing shareholders.

Article 31 Any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held may sign one or more written request(s) of identical form and substance requesting the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board shall, in accordance with the laws, regulations and the Articles of Association, furnish a written reply on whether or not to convene the extraordinary general meeting or class meeting within 10 days after receiving such request. The aforesaid number of shares shall be calculated at the market close on the date which the shareholder(s) propose such written request (if it falls on a non-trading date, the trading date immediately prior to the date which the shareholder(s) propose such written request).

If the board agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after the resolution is passed by the board. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

If the board does not agree to convene an extraordinary general meeting or a class meeting or fails to furnish a written reply within 10 days after receiving such proposal, any shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held is/are entitled to propose to the supervisory committee for convening an extraordinary general meeting or a class meeting and such proposal shall be made in writing.

If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, it shall serve the notice of such meeting within five days after receiving such proposal. Consent of such shareholders shall be obtained in the event of any changes made to the original proposal in the notice.

	<p><u>If the supervisory committee fails to serve any notice of an extraordinary general meeting or a class meeting within the prescribed period after receiving such proposal, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or in aggregate holding more than 10% of the Company's shares carrying the right to vote at the meeting proposed to be held for more than 90 consecutive days may convene and preside over such a meeting on his or their own accordingly.</u></p> <p>The board of directors shall give notice of the general meeting as soon as possible after receiving a written request to convene a general meeting from shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company which is in compliance with the requirements. Consent of the proposing shareholders shall be obtained in the event of any changes made to the original proposal in the notice. After the notice is issued, the board cannot propose new proposals and cannot change or postpone further the date of the general meeting without obtaining the consent of the proposing shareholders.</p>
<p>Article 32 In the event that the board of directors does not convene a general meeting within 30 days after receiving a written request to convene the general meeting made by shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company, the proposing shareholder(s) may convene an extraordinary general meeting on his or their own within four months after the receipt by the board of such request.</p>	<p>Article 32 In the event that the board of directors does not convene a general meeting within 30 days after receiving a written request to convene the general meeting made by shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company, the proposing shareholder(s) may convene an extraordinary general meeting on his or their own within four months after the receipt by the board of such request.</p>

<p>If the proposing shareholder(s) decide(s) to convene on his or their own, he or they shall inform the board in writing and give notice of convening the extraordinary general meeting. In addition to the general requirements governing the notice of a general meeting, the following requirements shall also be complied with:</p> <p>(1) No new item shall be added to the proposal, otherwise the proposing shareholder(s) shall re-submit to the board the request to convene the general meeting;</p> <p>(2) The meeting shall be convened at the place of domicile of the Company.</p>	<p>If the proposing shareholder(s) decide(s) to convene a <u>general meeting</u> on his or their own, he or they shall inform the board in writing and give notice of convening the extraordinary general meeting. In addition to the general requirements governing the notice of a general meeting, the following requirements shall also be complied with:</p> <p>(1) No new item shall be added to the proposal, otherwise the proposing shareholder(s) shall re-submit to the board the request to convene the general meeting;</p> <p>(2) The meeting shall be convened at the place of domicile of the Company.</p>
<p>Nil</p>	<p><u>Article 33 Where the supervisory committee or the shareholder(s) decide to convene a general meeting on its or their own, it or they shall notify the board of directors in writing and, where necessary, file with the stock exchange(s) on which the Company's shares are listed.</u></p> <p><u>Before the announcement of the resolutions of the general meeting is made, the shareholding of the convening shareholder(s) shall not be less than 10%.</u></p> <p><u>Upon service of the notice of the general meeting and the announcement of the resolutions of the general meeting, the supervisory committee or the convening shareholder(s) shall submit the relevant supporting materials to the relevant regulatory authorities and/or the stock exchange(s) if necessary.</u></p>

<p>Nil</p>	<p><u>Article 34</u> <u>Where the supervisory committee or the shareholders convene a general meeting on its or their own, the board of directors and the secretary to the board shall provide assistance. The board shall provide the register of members as of the date of the share registration. In the event that the board fails to provide the register of members, the convener may apply to the securities registration and clearing institution or the agency with the relevant notice or announcement on the convening of the general meeting for obtaining the register of members. The register of members obtained by the convener shall not be used for purposes other than convening the general meeting.</u></p> <p><u>Any necessary expenses incurred in connection with the convening and holding of the general meeting by the supervisory committee or the shareholders on its or their own shall be borne by the Company.</u></p>
<p>Article 33 After the notice of meeting has been served, convener of the meeting shall not set forth new proposals that were not set out in the notice of the meeting.</p> <p>If the single largest shareholder proposes a new distribution proposal during the annual general meeting, the proposal should be submitted to the board ten days before the convening of the annual general meeting. If the period is less than ten days, the single largest shareholder shall not propose any new distribution proposal at that annual general meeting.</p>	<p><u>Article 35</u> <u>Save as the circumstances provided in Article 63(3) in the Articles of Association, after</u> After the notice of meeting has been served, convener of the meeting shall not set forth new proposals that were not set out in the notice of the meeting.</p> <p>If the single largest shareholder proposes a new distribution proposal during the annual general meeting, the proposal should be submitted to the board ten days before the convening of the annual general meeting. If the period is less than ten days, the single largest shareholder shall not propose any new distribution proposal at that annual general meeting.</p>

<p>Article 34 A shareholder proposing to attend the general meeting shall at least 20 days prior to the convening of the meeting deposit at the Company a written reply confirming his attendance.</p> <p>Based on the written replies received by the Company 20 days before the general meeting, the Company shall calculate the number of shares carrying voting rights represented by the shareholders who have indicated their intention to attend the general meeting. Where the number of shares carrying voting rights represented by those shareholders reaches more than half of the Company's total voting shares, the Company may convene the general meeting. Otherwise, the Company shall, within five days, inform the shareholders again of the matters to be considered, the date and venue of the meeting by way of announcement. After making the announcement, the general meeting can be convened.</p>	<p>Article 34 A shareholder proposing to attend the general meeting shall at least 20 days prior to the convening of the meeting deposit at the Company a written reply confirming his attendance.</p> <p>Based on the written replies received by the Company 20 days before the general meeting, the Company shall calculate the number of shares carrying voting rights represented by the shareholders who have indicated their intention to attend the general meeting. Where the number of shares carrying voting rights represented by those shareholders reaches more than half of the Company's total voting shares, the Company may convene the general meeting. Otherwise, the Company shall, within five days, inform the shareholders again of the matters to be considered, the date and venue of the meeting by way of announcement. After making the announcement, the general meeting can be convened.</p>
<p>Nil</p>	<p><u>Article 38 When the Company convenes a class meeting, written notice of the meeting shall be given by reference to Article 27 of the Rules regarding the notice period requirement for convening an annual and extraordinary general meeting, notifying all of the shareholders of the relevant class in the share register of the matters to be considered, the date and the place of the class meeting.</u></p>
<p>Article 45 When convening an annual general meeting, the supervisory committee, over half of the independent directors, shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company may register the new proposal with the Company. With regard to new proposals submitted by the shareholders, the chairman of the meeting will decide whether to include them to the agenda of the meeting in accordance with Article 23 of the Rules.</p> <p>When convening an extraordinary general meeting, the Company will not accept the registration of new proposals, and the chairman of the meeting shall not include new proposals to the agenda of the meeting.</p>	<p>Article 45 When convening an annual general meeting, the supervisory committee, over half of the independent directors, shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company may register the new proposal with the Company. With regard to new proposals submitted by the shareholders, the chairman of the meeting will decide whether to include them to the agenda of the meeting in accordance with Article 23 of the Rules.</p> <p>When convening an extraordinary general meeting, the Company will not accept the registration of new proposals, and the chairman of the meeting shall not include new proposals to the agenda of the meeting.</p>

Section 4 Convening of Meeting

Article 46 The chairman of the board shall preside over, and act as chairman of, the general meeting; if for any reason the chairman of the board is unable to attend the meeting, the vice chairman of the board shall become the chairman of the meeting.

If both the chairman and the vice chairman of the board are both unable to attend the meeting and the chairman has not appointed any other director as chairman of the meeting, the board of directors may appoint a director of the Company to be the chairman of the meeting; if the board of directors has not appointed the chairman of the meeting, shareholders attending the meeting may elect one person among themselves to become the chairman of the meeting; if the shareholders are for any reason unable to elect a chairman, the shareholder who attends the meeting with the highest number of voting shares (including his proxy) shall then become the chairman of the meeting.

Article 47 For a general meeting convened by the board of director, the ~~The~~ chairman of the board shall preside over, and act as chairman of, the general meeting; if for any reason the chairman of the board is unable to attend the meeting, the vice chairman of the board shall become the chairman of the meeting.

If both the chairman and the vice chairman of the board are both unable to attend the meeting, **it shall be presided over by a director jointly elected by more than half of the directors.** ~~and the chairman has not appointed any other director as chairman of the meeting, the board of directors may appoint a director of the Company to be the chairman of the meeting; if the board of directors has not appointed the chairman of the meeting, shareholders attending the meeting may elect one person among themselves to become the chairman of the meeting; if the shareholders are for any reason unable to elect a chairman, the shareholder who attends the meeting with the highest number of voting shares (including his proxy) shall then become the chairman of the meeting.~~

For a general meeting convened by the supervisory committee on its own, it shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.

<p>Article 47 Where shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company on its or their own decide(s) to convene an extraordinary general meeting, the board of directors and secretary to the board shall earnestly perform their duties. Directors and supervisors shall attend the meeting, and the secretary to the board must attend the meeting to ensure the meeting is held in proper order. The meeting shall be presided over by the chairman of the board, who shall also act as the chairman of the meeting. If the chairman of the board is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting. If both the chairman and vice chairman are unable to attend the meeting and the chairman has not appointed anyone to act as chairman of the meeting, the board of directors may appoint a director of the Company to so act. If the board is unable to appoint a director to preside over the general meeting, the proposing shareholder shall take the chair.</p>	<p>Article 48 Where shareholder(s) individually or in aggregate holding more than 10% of the total voting shares of the Company on its or their own decide(s) to convene an extraordinary general meeting, the board of directors and secretary to the board shall earnestly perform their duties. Directors and supervisors shall attend the meeting, and the secretary to the board must attend the meeting to ensure the meeting is held in proper order. The meeting shall be presided over by the chairman of the board <u>a representative elected by the convener</u>, who shall also act as the chairman of the meeting. If the chairman of the board is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting. If both the chairman and vice chairman are unable to attend the meeting and the chairman has not appointed anyone to act as chairman of the meeting, the board of directors may appoint a director of the Company to so act. If the board is unable to appoint a director to preside over the general meeting, the proposing shareholder shall take the chair.</p>
<p>Nil</p>	<p><u>Article 49</u> <u>When a general meeting is held, all of the Company’s directors, supervisors, general manager, deputy general managers and other senior management members shall attend in a non-voting capacity.</u></p>
<p>Article 49 After the chairman of the meeting has declared the commencement of the meeting, he shall first announce the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Thereafter, he shall read out the agenda set out in the notice and inquire whether or not the attendees of the meeting have any objection as to the order in which the resolutions are to be voted on. In the event of convening an annual general meeting, the chairman of the meeting shall also inquire whether or not the supervisory committee or over half of the independent directors or shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company, will be submitting new proposals. If the shareholders submit a new proposal, the chairman of the meeting shall decide whether to accept such proposal in accordance with Article 23 of the Rules.</p>	<p>Article 51 After the chairman of the meeting has declared the commencement of the meeting, he shall first announce the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Thereafter, he shall read out the agenda set out in the notice and inquire whether or not the attendees of the meeting have any objection as to the order in which the resolutions are to be voted on. In the event of convening an annual general meeting, the chairman of the meeting shall also inquire whether or not the supervisory committee or over half of the independent directors or shareholder(s) individually or in aggregate holding more than 3% of the total voting shares of the Company, will be submitting new proposals. If the shareholders submit a new proposal, the chairman of the meeting shall decide whether to accept such proposal in accordance with Article 23 of the Rules.</p>

<p>Where the board or the chairman of the meeting decides not to include the proposals of the supervisory committee or the shareholders to the agenda of the annual general meeting, an explanation or description shall be given at that annual general meeting.</p> <p>At an extraordinary general meeting, no person may require consideration of any new proposal not specified in the notice of the general meeting.</p>	<p>Where the board or the chairman of the meeting decides not to include the proposals of the supervisory committee or the shareholders to the agenda of the annual general meeting, an explanation or description shall be given at that annual general meeting.</p> <p>At an extraordinary general meeting, no person may require consideration of any new proposal not specified in the notice of the general meeting.</p>
<p>Article 56 The chairman of the meeting is obliged to request the general meeting to adopt a form of (registered) voting and approval of the proposal. Unless the chairman of the meeting, at least two shareholders entitled to vote present in person or by proxy, one or more shareholders present in person or by proxy representing 10% or more (inclusive of 10%) of the shares carrying the right to vote at the meeting, before or after a vote by show of hands, demand a vote and the general meeting shall be voted by show of hands.</p> <p>Each shareholder or his proxy shall exercise the voting right with the number of voting shares it represents. Each share has one vote.</p>	<p>Article 58 The chairman of the meeting is obliged to request the general meeting to adopt a form of (registered) voting and approval of the proposal. Unless the chairman of the meeting, at least two shareholders entitled to vote present in person or by proxy, one or more shareholders present in person or by proxy representing 10% or more (inclusive of 10%) of the shares carrying the right to vote at the meeting, before or after a vote by show of hands, demand a vote and the general meeting shall be voted by show of hands.</p> <p>Each shareholder or his proxy shall exercise the voting right with the number of voting shares it represents. Each share has one vote.</p>

Notes:

- (1) Terms used in the General Meeting Rules shall be the same as those used in the Articles of Association of the Company.
- (2) As the proposed amendments involve additions and deletions of articles, references to the articles in the General Meeting Rules shall be re-numbered accordingly. For the cross-referencing by article number in the original General Meeting Rules, corresponding changes shall be made to the revised General Meeting Rules.
- (3) Should there be any discrepancy and/or inconsistency between the Chinese and the English versions of the General Meeting Rules, the Chinese version shall prevail.