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Sinopec Oilfield Service Corporation

(a joint stock limited company established in the People's Republic of China)

(Stock code: 1033)

I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND THE ABOLITION OF THE SUPERVISORY COMMITTEE II. USING RESERVES TO OFFSET LOSSES BY THE COMPANY III. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2025

The Company proposes to convene the EGM at Conference Room 7, 3rd Floor, Beijing Kuntai Royal Hotel, Chaowai Avenue No. B12, Chaoyang District, Beijing, the PRC on Thursday, 18 December 2025 at 9:30 a.m. The notice, proxy form and reply slip in connection with the EGM have been provided with this circular to the Shareholders.

Whether or not you are able to attend the EGM in person, please complete the proxy form of the Company in accordance with the instructions printed thereon and return them to the business address of the Company or to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event no later than 24 hours before the time for holding the EGM or any adjournment. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) as you wish.

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DEFINITIONS

In this circular, except where the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Company”	Sinopec Oilfield Service Corporation (中石化石油工程技術服務股份有限公司), a joint stock limited company established in the PRC and its A shares are listed on the SSE and its H shares are listed on the Main Board of the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (2023 Revision)
“CPC”	China Petrochemical Corporation
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	Directors of the Company
“EGM”	the first extraordinary general meeting for 2025 of the Company to be held at Conference Room 7, 3rd Floor, Beijing Kuntai Royal Hotel, Chaowai Avenue No. B12, Chaoyang District, Beijing, the PRC on Thursday, 18 December 2025 at 9:30 a.m. or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	30 October 2025
“Non-executive Director(s)”	the non-executive director(s) of the Company
“PRC”	People’s Republic of China
“RMB”	the lawful currency of the PRC
“Rules of Procedure for the Board”	the Rules of Procedure for the Board of Directors of Sinopec Oilfield Service Corporation (as amended from time to time)

DEFINITIONS

“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings of Sinopec Oilfield Service Corporation (as amended from time to time)
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“SSE”	The Shanghai Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Sinopec Oilfield Service Corporation

(a joint stock limited company established in the People's Republic of China)
(Stock code: 1033)

Directors:

Wu Baizhi
Zhang Jiankuo
Zhang Lili
Du Kun

Independent Non-executive Directors:

Zheng Weijun
Wang Pengcheng
Liu Jiangning

Registered address:

22 Chaoyangmen North Street
Chaoyang District
Beijing, the PRC

*Principal place of business
in Hong Kong:*

26th Floor Jardine House
1 Connaught Place, Central
Hong Kong

31 October 2025

To the Shareholders

Dear Sir or Madam:

**I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ITS APPENDICES AND THE ABOLITION
OF THE SUPERVISORY COMMITTEE**

II. USING RESERVES TO OFFSET LOSSES BY THE COMPANY

**III. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND**

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2025

References are made to the announcements of the Company dated 18 August 2025 and 28 October 2025 in relation to (i) using reserves to offset losses by the Company; (ii) the reduction of the registered capital, abolition of the Supervisory Committee and amendments to the Articles of Association and its appendices; and (iii) the proposed election of Non-executive Director.

The purpose of this circular is to provide you with, inter alia, further information on (i) using reserves to offset losses by the Company; (ii) amendments to the Articles of Association and its appendices and the abolition of the Supervisory Committee; and (iii) the proposed election of Non-executive Director, so that you can make informed decisions on whether or not to vote for relevant resolutions to be proposed at the EGM.

**I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND
THE ABOLITION OF THE SUPERVISORY COMMITTEE**

The Company Law officially came into effect on 1 July 2024. On 27 December 2024, the CSRC issued the *Transitional Arrangements for the Implementation of Supporting Institutional Rules under the New Company Law*, requiring listed companies to establish an audit committee under the board of directors in their articles of association to perform the duties of the supervisory committee, and to remove the supervisory committee or supervisors from the articles of association by 1 January 2026 in accordance with the Company Law, the *Provisions of the State Council on the Implementation of the*

LETTER FROM THE BOARD

Registered Capital Registration System and under the Company Law of the PRC, and other supporting systems and rules of the CSRC. On 28 March 2025, the revised *Guidelines for the Articles of Association of Listed Companies* and *the Rules for General Meetings of Listed Companies* were published.

In accordance with the Company Law, *the Guidelines for the Articles of Association of Listed Companies*, *the Rules for General Meetings of Listed Companies* and the regulatory rules issued by the Shanghai Stock Exchange and the Hong Kong Stock Exchange, and taking into account the actual circumstances of the Company, the Company proposes to make comprehensive adaptive amendments to the Articles of Association and its appendices the Rules of Procedure for General Meetings and the Rules of Procedure for the Board accordingly (the “**Proposed Amendments**”).

The Proposed Amendments mainly include: (1) abolishing the supervisors and the Supervisory Committee, the powers and function of the supervisory committee prescribed by the Company Law will be performed by the audit committee of the Company; (2) adjusting the structure of the Board to include at least one new employee representative director; (3) adjusting the powers and functions of the general meeting and the Board of the Company in accordance with the Company Law and the *Guidelines on the Articles of Association of Listed Companies*; (4) shortening the original 45-day notice period for the general meeting to a 20-day notice period for annual general meeting and a 15-day notice period for the extraordinary general meeting; (5) for voting on the resolution, adding abstention as the third option for voting to the previous two voting options as voting for or against, and the abstained vote will be counted as vote with voting rights; (6) strengthening protection of shareholders’ rights, especially the rights of minority shareholders, including lowering shareholding entitled to make supplemental resolution from 3% to 1% and improving the right of inspection for shareholder; (7) confirming that the capital reserve can be used to offset the Company’s losses in accordance with regulations; and (8) other amendments. Meanwhile, due to the fact that the Company has cancelled a total of 4,928,000 H shares and 22,366,200 A shares on 19 September 2024 and 6 June 2025 respectively which were repurchased before, the total number of the issued shares of the Company decreased from 18,984,340,033 shares to 18,957,045,833 shares. The Company proposed to reduce its registered capital accordingly based on the aforementioned changes in the total number of its issued shares.

For the details of the Proposed Amendments, please refer to appendix I to appendix III of this circular.

Upon completion of the Proposed Amendments, the Company will no longer have a Supervisory Committee or supervisors. The audit committee of the eleventh session of the Board will exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law, and the Rules of Procedure for the Supervisory Committee of Sinopec Oilfield Service Corporation and other relevant supervisory committee policies will be abolished accordingly.

The resolution relating to the proposed amendments to the Articles of Association and its appendices and the abolition of the Supervisory Committee is submitted to the EGM for consideration and approval. At the same time, an authorization is proposed at the EGM to grant the Board secretary to handle all matters related to the amendments of the Articles of Association and its appendices, including but not limited to making appropriate and necessary modifications or adjustments to the Articles of Association and its appendices based on regulatory comments, and handling the change registration, filing, and other procedures required for a market entity to perform in relation to the amendments of the Articles of Association.

II. USING RESERVES TO OFFSET LOSSES BY THE COMPANY

In order to thoroughly implement the spirit of the State Council’s Several Opinions on Strengthening Regulation, Preventing Risks and Promoting High-Quality Development of the Capital Market and the relevant provisions of Opinions on Strengthening the Supervision of Listed Companies (Trial) issued by the CSRC, and in accordance with the requirement to enhance the stability, sustainability and predictability of cash dividends of Several Opinions on Improving and Strengthening the Market Value Management of Listed Companies Controlled by Central Enterprises issued by the

LETTER FROM THE BOARD

State-owned Assets Supervision and Administration Commission of the State Council, the Company and its subsidiaries proposed to use reserves to offset losses in accordance with the Company Law, the Ministry of Finance's Notice on Financial Treatment Issues Following the Implementation of the New Company Law and the Foreign Investment Law (Cai Zi [2025] No. 101), and other laws, regulations and regulatory documents. The initiative aims to proactively promote the Company's high-quality development, enhance investor returns, protect legitimate interests of investors, and further promote the Company's fulfillment of the profit distribution conditions stipulated in the relevant laws and regulations and the Articles of Association.

1. Basic Information for Using Reserves to Offset Losses

According to the audit report issued by BDO China Shu Lun Pan CPAs (LLP), as at 31 December 2024, the parent company's accumulated undistributed profits was RMB-1,820.779 million, surplus reserve was RMB200.383 million (of which statutory surplus reserve was RMB200.383 million and discretionary surplus reserve was RMB0), and capital reserve was RMB11,334.10 million.

In accordance with the Company Law, the Notice by the Ministry of Finance of Issues Concerning Financial Treatments of Enterprises after the Implementation of the New Company Law and Foreign Investment Law (Cai Zi [2025] No. 101), and other relevant laws, regulations and regulatory documents, the Company proposed to use, in sequence, the parent company's surplus reserve of RMB200.383 million and capital reserve of RMB1,620.396 million, totaling RMB1,820.779 million, to offset the accumulated losses of the parent company. The use of reserves to offset losses is limited to offsetting the negative undistributed profits of the Company as of the end of 2024 to zero.

The capital reserve to be used to offset the parent company's losses arises from the capital (share capital) premium generated by shareholders' contributions in cash, equity, etc. It is not exclusive to specific shareholders or designated for restricted purposes.

2. Principal Causes of the Losses

The parent company's accumulated losses of the Company primarily arise from two aspects: (1) continuation of cumulative losses of RMB1,445 million from Sinopec Yizheng Chemical Fibre Co., Ltd. (the Company's former name) during its existence when the Company completed listing in 2014 by using the predecessor company's platform; and (2) the sharp decline in oil prices in 2016 and the global downturn in the oilfield services industry, which led to the Company's losses for two consecutive years from 2016 to 2017. In recent years, the Company has continued to expand markets, reduce costs and improve efficiency, resulting in a steady increase in profitability and enabling it to pay cash dividends and possess a solid foundation for long-term dividend distribution.

3. Impacts of Using Reserves to Offset Losses on the Company

Upon completion of the plan to use reserves to offset losses, the parent company of the Company's surplus reserve will be reduced to RMB0, capital reserve will be reduced to RMB9,713.704 million, and the parent company's accumulated undistributed profits will be reduced to RMB0. The Company's implementation of the plan to use reserves to offset losses will enable the Company to fulfill profit distribution conditions stipulated in relevant laws and regulations and the Articles of Association, enhance investor returns, and support the Company's high-quality development.

4. Procedures of Consideration

The plan of using reserves to offset losses has been approved by the seventh meeting of the audit committee of the eleventh session of the Board, the ninth meeting of the eleventh session of the Board, and the sixth meeting of the eleventh session of the Supervisory Committee. However, the plan can only be implemented upon approval at the EGM.

LETTER FROM THE BOARD

III. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Mr. Wang Minsheng (“**Mr. Wang**”) has been nominated as the Non-executive Director of the eleventh session of the Board (the “**Proposed Election**”). The relevant Proposed Election is subject to approval by an ordinary resolution at the EGM.

The biographical details of Mr. Wang are set out as follows:

Mr. Wang, aged 51, is a professor-level senior engineer with a doctoral degree. He joined Shengli Petroleum Administration Bureau of CPC in 1995, and was appointed as the deputy director, director, and deputy chief engineer of the strategic planning research institute under Petroleum Engineering Technology Research Institute Co., Ltd. of CPC, consecutively. In May 2020, he was appointed as the deputy general manager of Petroleum Engineering Technology Research Institute Co., Ltd. of CPC and vice president of Sinopec Petroleum Engineering Technology Research Institute. Since August 2025, he has been serving as the executive director and general manager of Petroleum Engineering Technology Research Institute Co., Ltd. of CPC and president of Sinopec Petroleum Engineering Technology Research Institute.

Other than disclosed above, Mr. Wang did not hold any positions in the Company or any of its subsidiaries, nor did Mr. Wang hold any other directorship in other listed companies in the past three years. Mr. Wang does not have any relationship with any directors, senior management, supervisors, substantial shareholders, or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wang has no relevant interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance and has not received any penalties imposed by the China Securities Regulatory Commission and any other government authority or any disciplinary action imposed by the stock exchanges.

Once the Proposed Election is approved at the EGM, Mr. Wang will enter into a service contract with the Company accordingly, and the term of the non-executive director will commence from the date on which the Proposed Election is approved at the EGM to the date when the term of the eleventh session of the Board expires (expected in June 2027). Mr. Wang will not receive any remuneration from the Company for his role as a Non-executive Director.

Other than disclosed above, there are no other matters in relation to the Proposed Election which need to be brought to the attention of the Shareholders of the Company or other information which would require disclosure under rule 13.51(2) of the Hong Kong Listing Rules.

IV. EGM

The Company proposes to convene the EGM at Conference Room 7, 3rd Floor, Beijing Kuntai Royal Hotel, Chaowai Avenue No. B12, Chaoyang District, Beijing, the PRC on Thursday, 18 December 2025 at 9:30 a.m.. The notice, proxy form and reply slip in connection with the EGM have been dispatched together with this circular to the Shareholders.

Whether or not you are able to attend the EGM in person, please complete the proxy form of the Company in accordance with the instructions printed thereon and return them to the office address of the Company or to H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable and in any event no later than 24 hours before the time for holding the EGM or any adjournment. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) as you wish.

Votes on the resolutions to be proposed at the EGM shall be taken by way of poll. The Company is required to notify Shareholders of any material changes to information contained in this circular as soon as possible subsequent to its despatch and prior to the EGM.

V. RECOMMENDATION

The Board is of the view that all resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors advise the Shareholders to vote in favor of all resolutions proposed at the EGM.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Comparison Table of Amendments to the Articles of Association of Sinopec Oilfield Service Corporation

No.	Original Articles	Amended Articles
1.	CHAPTER ONE: GENERAL PROVISIONS	CHAPTER ONE: GENERAL PROVISIONS
2.	Article 1 These Articles of Association are drawn up in accordance with the <i>Company Law of the People's Republic of China</i> (the "Company Law"), the <i>Securities Law of People's Republic of China</i> (the "Securities Law"), the <i>Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (the "Special Regulations"), the <i>Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas</i> (the "Mandatory Provisions"), the <i>Guidelines for these Articles of Association of Listed Companies</i> and other relevant laws and regulations to safeguard the legitimate interests of Sinopec Oilfield Service Corporation (the "Company") and its shareholders and creditors and to regulate the organization and conducts of the Company.	Article 1 These Articles of Association are drawn up in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Securities Law of People's Republic of China</i> (hereinafter referred to as the "Securities Law"), the <i>Guidelines for these Articles of Association of Listed Companies</i> and the <i>Standards for the Governance of Listed Companies</i> issued by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and other relevant laws, administrative regulations, departmental rules, other relevant normative documents and the securities regulatory rules of the places where the shares of the Company are listed (hereinafter collectively referred to as the "Relevant Regulatory Rules") to safeguard the legitimate interests of Sinopec Oilfield Service Corporation (hereinafter referred to as the "Company") and its shareholders, employees and creditors and to regulate the organization and conducts of the Company in combination with the actual situation of the Company.
3.	Article 2 The predecessor of the Company, Sinopec Yizheng Chemical Fibre Company Limited, is a joint stock limited company established in accordance with the <i>Opinions on Regulating Joint Stock Limited Companies</i> and other laws and regulations. It was established by way of proposal on 31 December 1993 with the approval of the State Commission for Economic Restructuring of the People's Republic of China (the "PRC") as evidenced by approval document titled "Approval in relation to the Establishment of Yizheng Chemical Fibre Company Limited" (Ti Gai Sheng (1993) No. 213) and was registered with the State Administration for Industry and Commerce of the People's Republic of China. Later it was transformed into a Sino-foreign joint stock limited company on 20 November 1994 pursuant to Document (1994) Wai Jing Mao Zi Er Han Zi No. 441 issued by the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China, and was issued a business license by the State Administration for Industry and Commerce. The promoter at the Company's incorporation is: Yizheng Joint Corporation of Chemical Fibre Industry. The Company is currently registered with the Beijing Administration for Industry and Commerce with its unified social credibility code 911100006259082971.	Article 2 The predecessor of the Company, Sinopec Yizheng Chemical Fibre Company Limited, is a joint stock limited company established in accordance with the Relevant Regulatory Rules including the <i>Opinions on Regulating Joint Stock Limited Companies</i> . It was established by way of proposal on 31 December 1993 with the approval of the State Commission for Economic Restructuring of the People's Republic of China (the "PRC") as evidenced by approval document titled "Approval in relation to the Establishment of Yizheng Chemical Fibre Company Limited" (Ti Gai Sheng (1993) No. 213) and was registered with the State Administration for Industry and Commerce of the People's Republic of China. Later it was transformed into a Sino-foreign joint stock limited company on 20 November 1994 pursuant to Document (1994) Wai Jing Mao Zi Er Han Zi No. 441 issued by the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China, and was issued a business license by the State Administration for Industry and Commerce. The promoter at the Company's incorporation is: Yizheng Joint Corporation of Chemical Fibre Industry. The Company is currently registered with the Beijing Municipal Administration for Market Regulation with its unified social credit code 911100006259082971.
4.	Article 3 Registered name of the Company (in Chinese): 中石化石油工程技術服務股份有限公司 (in English): Sinopec Oilfield Service Corporation	Article 3 Registered name of the Company (in Chinese): 中石化石油工程技術服務股份有限公司 (in English): Sinopec Oilfield Service Corporation

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

No.	Original Articles	Amended Articles
5.	Article 4 Registered Address of the Company: No. 22 Chaoyangmen North Street, Chaoyang District, Beijing, the People's Republic of China Postcode: 100728 Telephone: 86-10-59965998 Facsimile: 86-10-59965997	Article 4 Registered Address of the Company: No. 22 Chaoyangmen North Street, Chaoyang District, Beijing, the People's Republic of China (hereinafter referred to as the "PRC") Postcode: 100728 Telephone: 10-59965998 Facsimile: 10-59965997
6.	Article 5 The legal representative of the Company shall be the Chairman of the Board.	Article 5 The legal representative of the Company shall be the Chairman of the Board. If the Chairman of the Board resigns, it shall be deemed that he or she simultaneously resigns as the legal representative. The Company shall appoint a new legal representative within 30 days from the date of the legal representative's resignation. The procedures for the appointment and change of the Company's legal representative are as follows: (i) When the board of directors elects a Chairman of the Board, the Chairman of the Board shall concurrently serve as the Company's legal representative. (ii) If the Chairman of the Board resigns, before the board of directors elects a new Chairman of the Board to serve as the Company's legal representative, the general manager shall temporarily act as the Company's legal representative. If the general manager resigns or is otherwise unable to temporarily perform the role, one director, elected by a majority of the directors, shall temporarily act as the Company's legal representative.
7.	/	Article 6 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. The limitation on the functions and powers of the legal representative in the Articles of Association or by the general meeting shall not be asserted against a bona fide counterpart. Where the legal representative causes damage to any other person in the performance of his duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with laws or the Articles of Association.
8.	Article 6 The Company is a joint stock limited company which has perpetual existence. The Company insists on lawful corporate governance, strives to establish a lawfully governed enterprise with sound governance, compliance in operation, management standards, legal compliance and integrity.	Article 7 The Company is a joint stock limited company which has perpetual existence. The Company insists on lawful corporate governance, strives to establish a lawfully governed enterprise with sound governance, compliance in operation, management standards, legal compliance and integrity.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
9.	Article 7 The capital of the Company is divided into shares of equal value. The Company's shareholders shall be liable to the Company in proportion to the shares held by them; the Company shall be responsible for its debts to the extent of its entire assets.	Article 8 The Company's shareholders shall be liable to the Company to the extent of the shares subscribed by them; the Company shall be responsible for its debts to the extent of its entire property.
10.	Article 8 In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company shall set up Party organizations and related working organs, and maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations. The Party organizations play the role of the leadership core and political core in the Company.	Article 9 In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company shall set up Party organizations and related working organs, carry out Party activities, and enable Party organizations to fulfill their role. Party organizations shall support the Company's general meeting, board of directors, and senior management in exercising their functions and powers in accordance with the law. The Company shall assign and maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations to provide necessary conditions for Party organizations' activities.
11.	Article 9 These Articles of Association is effective on the date of incorporation of the Company. These Articles of Association and its appendices shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the Company's shareholders from the date on which they become effective.	Article 10 These Articles of Association is effective on the date of incorporation of the Company. These Articles of Association and its appendices shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the Company's shareholders from the date on which they become effective.
12.	Article 10 These Articles of Association and its appendices shall be binding upon the Company and its shareholders, directors, supervisors and senior management, all of whom are entitled to make claims regarding the Company's affairs in accordance with these Articles of Association and its appendices. Shareholders may sue the Company in accordance with these Articles of Association and its appendices. The Company may sue its shareholders, directors, supervisors and senior management in accordance with these Articles of Association and its appendices. Shareholders may sue shareholders in accordance with these Articles of Association and its appendices. Shareholders may sue directors, supervisors and senior management of the Company in accordance with these Articles of Association and its appendices. The term "sue" referred to in the preceding paragraph shall include the initiation of proceedings in a court or the application for arbitration before an arbitration organization. Unless otherwise defined in the contexts, senior management referred to in these Articles of Association and its appendices refers to general manager, deputy general manager, chief financial officer, the Secretary to the Board, general legal counsel and any other person designated by the Company.	Article 11 These Articles of Association and its appendices shall be legally binding upon the Company and its shareholders, directors and senior management, all of whom are entitled to make claims regarding the Company's affairs in accordance with these Articles of Association and its appendices. Shareholders may sue shareholders, the Company, its directors and senior management, and the Company may sue its shareholders, directors and senior management in accordance with these Articles of Association and its appendices. Unless otherwise defined in the contexts, senior management used in these Articles of Association and its appendices refers to general manager, deputy general manager, chief financial officer, the Secretary to the Board, general legal advisor and any other person designated by the Company.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
13.	Article 11 The Company may invest in other limited liability companies and joint stock limited companies. It shall be liable for such invested companies to the extent of its capital contribution therein. The Company may invest in other enterprises. However, unless otherwise provided by law, it shall not be become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests.	Article 12 The Company may invest in other enterprises. If laws stipulate that the Company shall not be become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests, such provisions shall apply.
14.	Article 12 Subject to the provisions of the laws of the PRC, the Company shall be entitled to obtain funding or raise loans through, amongst others, the issuance of bonds, and shall be entitled to create mortgage or pledge over any of its properties.	Article 13 Subject to compliance with the Relevant Regulatory Rules, the Company shall be entitled to obtain funding or raise loans through, amongst others, the issuance of corporate bonds, and shall be entitled to create mortgage or pledge over any of its properties.
15.	CHAPTER TWO: OBJECTIVE AND SCOPE OF BUSINESS	CHAPTER TWO: OBJECTIVE AND SCOPE OF BUSINESS
16.	Article 13 The business objectives of the Company are: to develop the enterprise, to reward shareholders, to contribute to the society, and to benefit the employees.	Article 14 The business objectives of the Company are: to develop the enterprise, to reward shareholders, to contribute to the society, and to benefit the employees.
17.	Article 14 The business scope of the Company shall be based on those items approved by the companies registry. Business scope: general construction contracting, specialist contracting, labour subcontracting; construction project management; provision of service for onshore and offshore oil and gas production; engineering and technical research and development; preparation of construction projects; sale of mechanical equipment, hardware and electrical equipment, computer, software and auxiliary equipment; leasing of mechanical equipment; geological prospecting for energy resources and solid minerals; technical services for geological exploration; investment in oil, natural gas and mineral resources projects; organization of enterprises engaged in manufacturing business to manufacture metal structures, metal tools, metal pressure vessels, all-purpose instruments, special instruments, chemical reagents, chemical accessories, special chemical products (including oilfield chemicals) and special equipments for mine, metallurgy and construction; organization of enterprises with license for contracting foreign projects to undertake as contractor overseas petroleum, natural gas, chemical, bridge, road, housing construction, water and hydropower, municipal utility, steel structure, electricity, fire-fighting equipment, industrial plant projects and international tender projects at home; labour dispatching; import and export of goods, import and export agency services; and import and export of technologies.	Article 15 The business scope of the Company shall be based on those items approved by the company's registration authority. Upon legal registration, the Company's business scope is: general construction contracting, specialist contracting, labour subcontracting; construction project management; provision of service for onshore and offshore oil and gas extraction; engineering and technical research and development; preparation of construction projects; sale of mechanical equipment, hardware and electrical equipment, computer, software and auxiliary equipment; leasing of mechanical equipment; geological prospecting for energy resources and solid minerals; technical services for geological exploration; investment in oil, natural gas and mineral resources projects; organization of enterprises engaged in manufacturing business to manufacture metal structures, metal tools, metal pressure vessels, all-purpose instruments, special instruments, chemical reagents, chemical accessories, special chemical products (including oilfield chemicals) and special equipments for mine, metallurgy and construction; organization of enterprises with license for contracting foreign projects to undertake as contractor overseas petroleum, natural gas, chemical, bridge, road, housing construction, water and hydropower, municipal utility, steel structure, electricity, fire-fighting equipment, industrial plant projects and international tender projects at home; import and export of goods, import and export agency services; and import and export of technologies.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
18.	Article 15 In light of the market trend in the domestic and international markets, the requirements arising from domestic business development, the development capacity of the Company and its business requirements, and subject to the approval of the relevant government agency, the Company may adjust its investment policies and its scope of business and ways of operation, and may establish branches and offices (wholly-owned or not) within and outside the PRC, including in the regions of Hong Kong, Macau and Taiwan.	Article 16 In light of the market trend in the domestic and international markets, and the requirements arising from domestic business development, the development capacity of the Company and its business requirements, the Company may adjust its investment policies and its scope of business and ways of operation, and may establish wholly-owned or controlling subsidiaries, branches, representative offices, and other branch offices.
19.	CHAPTER THREE: SHARES AND REGISTERED CAPITAL	CHAPTER THREE: SHARES AND REGISTERED CAPITAL
20.	/	Section 1 Share Issuance
21.	Article 16 The Company shall have ordinary shares at all times. The ordinary shares issued by the Company include domestic investment shares and foreign investment shares. It may have other kinds of shares according to its needs upon approval by the approval authority authorized by the State Council.	Article 17 The Company shall have ordinary shares at all times. As needed, the Company may issue class shares with rights differing from ordinary shares, as permitted by the Relevant Regulatory Rules. The ordinary shares issued by the Company include two types of shares: domestic investment shares and foreign investment shares. Shares issued by the Company that are listed within the PRC are referred to as domestic investment shares, or A shares. Shares issued by the Company that are listed outside the PRC are referred to as foreign investment shares, among which shares listed in the Hong Kong Special Administrative Region of China are referred to as H shares.
22.	Article 17 All the shares issued by the Company shall have a par value of RMB1.00 for each share. The term “RMB” mentioned in the preceding sentence shall refer to the lawful currency of the PRC.	Article 18 The Company’s capital is divided into shares. All shares issued by the Company are par value shares, with a par value of RMB1 per share. The term “RMB” referred to in the preceding paragraph means the lawful currency of the PRC.
23.	Article 18 Shares of the Company are in the form of share certificates. The Company may issue shares to domestic and overseas investors upon approval of the securities regulatory authority of the State Council. The term “overseas investors” used in the preceding paragraph shall refer to investors from foreign countries, and from the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors inside the PRC, excluding the above-mentioned regions, who subscribe for shares issued by the Company. The issue of shares by the Company shall comply with the principles of openness, fairness and justice. The shares of the same class shall have the same rights. For the same class of shares issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the shares subscribed by any organization or individual, the price payable for each of such shares shall be the same.	Article 19 The issue of shares by the Company shall comply with the principles of openness, fairness and justice. The shares of the same class shall have the same rights. In the same stock listing venue, for the same class of shares issued by the Company in the same tranche, each share shall be issued at the same price and subject to the same conditions, and subscribers shall pay the same price for each share subscribed.

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No.	Original Articles	Amended Articles
24.	Article 19 Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as “domestic shares” or “A shares”. Shares issued by the Company to overseas investors for subscription in a foreign currency shall be referred to as “foreign shares”. Foreign shares listed outside the PRC shall be referred to as “overseas-listed foreign shares”. Holders of domestic shares and foreign shares are holders of ordinary shares and shall have the same rights and obligations. The term “foreign currency” mentioned in the preceding paragraph shall refer to a lawful currency of another country or region (other than RMB) which is admitted by the State administration of foreign exchange for use in making payments to the Company for its shares.	/
25.	Article 20 The foreign shares issued by the Company and listed in Hong Kong are referred to as “H shares”. “H shares” shall refer to shares that are approved to be listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and are denominated in RMB and subscribed for and traded in Hong Kong dollars.	/
26.	Article 21 The Company’s domestic shares are deposited with the Shanghai branch of China Securities Registration and Clearing Company Limited. The Company’s H shares are mainly deposited with Hong Kong Securities Clearing Company Limited.	Article 20 The Company’s A shares are deposited with the Shanghai branch of China Securities Registration and Clearing Company Limited. The Company’s H shares are mainly custodied with Hong Kong Securities Clearing Company Limited.
27.	Article 22 As at 25 January 1994, following the approval of the approval authority authorized by the State Council, the total number of ordinary shares issuable by the Company shall be 4,000,000,000. At the time of transformation of the Company into a publicly raised joint stock limited company, the promoter held 1,680,000,000 shares, representing 42% of the total number of ordinary shares issuable by the Company; and the other holders of domestic shares held 720,000,000 shares, representing 18% of the total number of ordinary shares issuable by the Company.	Article 21 As at 25 January 1994, following the approval of the approval authority authorized by the State Council, the total number of ordinary shares issuable by the Company shall be 4,000,000,000. At the time of transformation of the Company into a publicly raised joint stock limited company, the promoter held 1,680,000,000 shares, representing 42% of the total number of ordinary shares issuable by the Company; and the other holders of domestic shares held 720,000,000 shares, representing 18% of the total number of ordinary shares issuable by the Company.
28.	Article 23 The Company, with the approval granted by China Securities Regulatory Commission on 29 January 1994 and 25 April 1995 respectively, issued 1,400,000,000 H shares to the overseas investors, representing 35% of the total number of ordinary shares issuable by the Company, and listed the initially offered H shares on the Stock Exchange on 29 March 1994. On 12 January 1995, with the approval of China Securities Regulatory Commission, the Company issued 200,000,000 A shares to the domestic investors for the first time, representing 5% of the total number of ordinary shares issuable by the Company, and got listed on the Shanghai Stock Exchange on 11 April 1995. On 17 December 2014, with the approval of China Securities Regulatory Commission, the Company carried out a major assets restructuring when it repurchased 2,415,000,000 A shares and made a non-public issue of 9,224,327,662 A shares to raise funds for purchase of assets, and then changed its name to Sinopec Oilfield Service Corporation.	Article 22 The Company, with the approval granted by CSRC on 29 January 1994 and 25 April 1995 respectively, issued 1,400,000,000 H shares to the overseas investors, representing 35% of the total number of ordinary shares issuable by the Company, and listed the initially offered H shares on the Stock Exchange on 29 March 1994. On 12 January 1995, with the approval of CSRC, the Company issued 200,000,000 A shares to the domestic investors for the first time, representing 5% of the total number of ordinary shares issuable by the Company, and got listed on the Shanghai Stock Exchange on 11 April 1995. On 17 December 2014, with the approval of CSRC, the Company carried out a major assets restructuring, and then changed its name to Sinopec Oilfield Service Corporation.

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	On 17 January 2018, with the approval of China Securities Regulatory Commission, the Company issued 3,314,961,482 H shares. On 18 January 2018, the Company issued 1,526,717,556 A shares. The existing share capital structure of the Company is as follows: all shares issued by the Company are ordinary shares, totaling 18,984,340,033 shares, including 13,569,378,551 shares held by holders of domestic-listed domestic shares and 5,414,961,482 shares held by holders of overseas-listed foreign shares.	The existing share capital structure of the Company is as follows: all shares issued by the Company are ordinary shares, totaling 18,957,045,833 shares, including 13,547,012,351 shares held by holders of domestic-listed domestic shares and 5,410,033,482 shares held by holders of overseas-listed foreign shares.
29.	Article 24 Pursuant to the plan for issuing overseas-listed foreign shares and domestic shares as approved by the securities regulatory authority of the State Council, the board of directors of the Company may arrange for implementation of such plan by means of separate issues. The Company's plans for separate issues of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months of being approved by the securities regulatory authority of the State Council.	/
30.	Article 25 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issue plan, every such issue shall be fully subscribed for at one time. Where special circumstances make it impossible for every such issue to be fully subscribed for at one time, the shares may be issued in several tranches, subject to the approval of the securities regulatory authority under the State Council.	/
31.	Article 26 The registered capital of the Company shall be RMB18,984,340,033.	Article 23 The registered capital of the Company shall be RMB18,957,045,833.
32.	/	Section 2 Increase, Decrease and Repurchase of Shares
33.	Article 27 Based on its operation and development requirements, the Company may approve the increase of its capital in accordance with the relevant provisions of these Articles of Association. The Company may increase its capital by the following methods: (1) offering of new shares to non-specific investors; (2) placement to existing shareholders; (3) allotment of new shares to existing shareholders;	Article 24 Based on its operation and development requirements, the Company may approve the increase of its capital in accordance with the relevant provisions of the Relevant Regulatory Rules, following a resolution passed by the general meeting. The Company may increase its capital by the following methods: (1) issuing new shares to non-specific investors; (2) issuing shares to specific investors; (3) distributing bonus shares to existing shareholders;

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	(4) issue of bonus shares through capitalization of the capital reserve; (5) by any other means which is permitted by laws and administrative regulations and recognized by the securities regulatory authority of the State Council. The Company's increase of its capital by issuing new shares shall be handled in accordance with the procedures provided for in relevant State laws and administrative regulations after having been approved in accordance with these Articles of Association.	(4) issue of bonus shares through capitalization of the capital reserve; (5) by any other means stipulated by the Relevant Regulatory Rules. The Company's increase of its capital by issuing new shares shall be handled in accordance with the procedures prescribed by the Relevant Regulatory Rules after having been approved in accordance with these Articles of Association. Upon increasing its registered capital, the Company shall lawfully process the change registration with the company registration authority.
34.	Article 28 Except otherwise provided by laws and administrative regulations, shares of the Company may be transferred freely without any lien thereon.	/
35.	/	Article 25 When the Company issues convertible corporate bonds, the issuance, conversion procedure, and arrangements for the convertible corporate bonds, as well as any changes to the Company's share capital resulting from the conversion, shall be handled in accordance with the Relevant Regulatory Rules and the agreement in the prospectus approved by the appropriate authorized body for the specific issuance of our convertible corporate bonds.
36.	CHAPTER FOUR: REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	/
37.	Article 29 According to the provisions of these Articles of Association, the Company may reduce its registered capital. In so doing, it shall act according to the procedures specified under the Company Law, other relevant provisions and these Articles of Association.	Article 26 The Company may reduce its registered capital. In so doing, it shall act according to the procedures specified under the Company Law, other relevant provisions of regulatory rules and these Articles of Association.
38.	Article 30 When the Company is to reduce its capital, it must prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital and shall, within 30 days of the resolution, publish a public announcement on the newspapers designated by the relevant regulatory authority of the place where the shares of the Company are listed. Creditors shall have the right to, within 30 days of receiving a written notice or, in the absence of such notice, within 45 days of the date of the announcement, require the Company to repay its debts or to provide corresponding guarantee for repayment of such debts. The reduced registered capital of the Company shall not be less than the statutory minimum amount. Any reduction of the registered capital of the Company shall be registered with the companies registry in accordance with the law.	Article 27 When the Company is to reduce its capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital at the general meeting and shall, within 30 days of the resolution, publish a public announcement on the newspapers that satisfy the requirements of the securities regulatory authority of the place where the shares of the Company are listed or through the National Enterprise Credit Information Publicity System. Creditors shall have the right to, within 30 days of receiving a written notice or, in the absence of such notice, within 45 days of the date of the announcement, require the Company to repay its debts or to provide corresponding guarantee for repayment of such debts. Where the Company reduces its registered capital, it shall reduce the capital contributions or shares held by the shareholders on a pro rata basis in accordance with their respective shareholdings, unless otherwise provided under the Relevant Regulatory Rules or the Articles of Association. Any reduction of the registered capital of the Company shall be registered with the companies registration authority in accordance with the law.

No.	Original Articles	Amended Articles
39.	/	Article 28 If the Company remains in a loss position after making up for its losses in accordance with the provisions of the second paragraph of Article 180 under these Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the losses, the Company shall not make any distribution to the shareholders; nor shall the shareholders be exempted from the obligation to make capital contribution or payment for the shares. Where the registered capital is reduced in accordance with the preceding paragraph, the second paragraph of Article 27 shall not apply, but an announcement shall be made within 30 days from the date of the resolution of the general meeting to reduce the registered capital on newspapers that meet the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed or on the National Enterprise Credit Information Publicity System. After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the accumulated amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the Company's registered capital.
40.	/	Article 29 Where the registered capital is reduced in violation of the Company Law and other relevant regulations, the shareholders shall return the funds they have received. Where the capital contributions of the shareholders are reduced or exempted, it shall be restored to the original state. If losses are caused to the Company, the shareholders and the directors and senior management in charge shall bear the liability for compensation.
41.	Article 31 The Company may, in the following circumstances, repurchase its own issued and outstanding shares following internal approval in accordance with the procedures provided for in these Articles of Association and approval by the relevant State authorities: (1) cancelling shares in order to reduce its capital; (2) merging with another company holding shares in the Company; (3) using the shares to set up the share option scheme for employees or as equity incentives; (4) at the request of any shareholder who objects to any resolution made at the shareholders' meeting on the merger or division of the Company; (5) for the purpose of converting the corporate bonds issued by the listed company which are convertible into the shares of the Company;	Article 30 The Company shall not acquire its own shares. However, under any of the following circumstances, the Company may, in accordance with the Relevant Regulatory Rules and the Articles of Association, repurchase its own issued and outstanding shares: (1) reducing the Company's registered capital; (2) merging with another company holding shares in the Company; (3) using the shares to set up the employee stock ownership plans or equity incentive schemes; (4) at the request of any shareholder who objects to any resolution made at the general meeting on the merger or division of the Company; (5) for the purpose of converting the corporate bonds issued by the listed company which are convertible into the shares of the Company;

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	(6) for the purpose of maintaining the corporate value and safeguarding the shareholders' interests of the listed company. (7) other circumstances permitted by the laws and administrative regulations or approved by the relevant State authorities. Apart from the foregoing, the Company shall not purchase its own shares. The Company shall deal with any repurchase of its issued and outstanding shares in accordance with Articles 32 to 35.	(6) for the purpose of maintaining the corporate value and safeguarding the shareholders' interests of the Company. (7) other circumstances permitted by Relevant Regulatory Rules. The Company shall deal with any repurchase of its issued and outstanding shares in accordance with Articles 31 to 32.
42.	Article 32 After the Company is approved by the relevant State authorities to repurchase its own shares, it may proceed in any of the following manners: (1) offering to buy a same proportion of shares from all of its shareholders; (2) repurchasing through open transactions on a securities exchange; (3) repurchasing by an agreement outside a securities exchange; (4) by any other means provided by laws and administrative regulations and approved by competent securities regulatory authorities under the State Council. For repurchase of the shares of the Company as provided in the above Item (3), (5) and (6) of Article 31, it shall be conducted through open centralized trading.	Article 31 The Company may repurchase its shares through open centralized trading or other methods permitted by laws, administrative regulations, and the securities regulatory authorities at the place where the shares of the Company are listed. For repurchase of the shares of the Company as provided in the above Item (3), (5) and (6) of Article 30, it shall be conducted through open centralized trading.
43.	Article 33 When the Company is to repurchase shares by an agreement outside a securities exchange, prior approval shall be obtained from the shareholders' meeting in accordance with the provisions of these Articles of Association. Upon prior approval by the shareholders' meeting in the same manner, the Company may rescind or change contracts concluded in the manner set forth above or waive any of its rights under such contracts. Contracts for the repurchase of shares as referred to in the preceding paragraph shall include (but not be limited to) agreements to undertake repurchase obligations and acquire repurchase rights. The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.	/

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44.	Article 34 If the Company repurchases shares of the Company due to reasons provided in Articles 31 (1) to (2) of these Articles of Association, such purchase shall be approved by resolutions at the shareholders' meetings; for repurchase of the shares of the Company as provided in the above items (3), (5) and (6) of Article 31, it shall be approved by resolutions of the Board meeting attended by two thirds or more of the directors in accordance with the authorization of the general meeting. Where shares of the Company are repurchased in the circumstance described in item (1) of Article 31 of these Articles of Association, the shares purchased shall be canceled within 10 days of the date of purchase; where shares of the Company are repurchased in the circumstances described in item (2) or (4) of Article 31, the shares purchased shall be transferred or canceled within six months; for the circumstances provided in the above items (3), (5) and (6) of Article 31, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years. In the event of shares cancellation, the Company shall apply to the original companies registry authority for registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.	Article 32 If the Company repurchases shares of the Company due to reasons provided in Articles 30 (1) to (2) of these Articles of Association, such purchase shall be approved by resolutions at the general meetings; for repurchase of the shares of the Company as provided in the above items (3), (5) and (6) of Article 30, it shall be approved by resolutions of the Board meeting attended by two thirds or more of the directors in accordance with these Articles of Association or the authorization of the general meeting. Where shares of the Company are repurchased in the circumstance described in item (1) of Article 30 of these Articles of Association, the shares purchased shall be canceled within 10 days of the date of purchase; where shares of the Company are repurchased in the circumstances described in item (2) or (4) of Article 30, the shares purchased shall be transferred or canceled within six months; for the circumstances provided in the above items (3), (5) and (6) of Article 30, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years.
45.	Article 35 Unless the Company has already entered into liquidation, the repurchase by the Company of its issued and outstanding shares shall be subject to the following provisions: (1) where the Company repurchases shares at par value, payment shall be made from the book balance of distributable profit of the Company or from the proceeds of a new issue made to repurchase the existing shares; (2) where the Company repurchases shares at a premium to its par value, payment up to the par value shall be deducted from the book balance of distributable profit or from the proceeds of a fresh share issue made to repurchase the existing shares; and the portion in excess of the par value shall be paid according to the following methods: (i) where the shares repurchased were issued at par value, payment shall be deducted from the book balance of distributable profit of the Company; (ii) where the shares repurchased were issued at a premium to its par value, payment shall be deducted from the book balance of distributable profit or the proceeds of a fresh share issue made to repurchase the existing shares; however, the amount deducted from the proceeds of the fresh share issue shall neither exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor the book value of the Company's share premium account (including the premiums from the new issuance) at the time of the repurchase;	/

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	(3) the sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits: (i) acquisition of the right to repurchase its own shares; (ii) modification of any contract for repurchase of its own shares; (iii) release of any of its obligations under any repurchase contract. (4) After the aggregate par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, the amount deducted from the distributable profit for payment of the par value of shares that have been repurchased shall be transferred to the Company's premium account.	
46.	CHAPTER FIVE: FINANCIAL ASSISTANCE FOR THE PURCHASE OF COMPANY'S SHARES	Section 3 Financial Assistance for the Purchase of Company's Shares
47.	Article 36 The Company or its subsidiaries shall not, by any means and at any time, provide any financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means or at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging his obligations. This provision does not apply to the circumstances stated in Article 38 of these Articles of Association.	Article 33 The Company or its subsidiaries shall not, by way of gifts, loans, guarantees and any other means and at any time, provide financial assistance to a person who acquires or is proposing to acquire shares of the Company or its controlling shareholders. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means or at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging his obligations. This provision does not apply to the circumstances stated in Article 34 of these Articles of Association.
48.	Article 37 The term "financial assistance" referred to in this Chapter shall include (but not be limited to) the following means: (1) gift; (2) guarantee (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligations by the obligor), indemnity (other than indemnity arising from the Company's own fault) or release or waiver of rights; (3) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other parties to the contract, or a change in the parties to such loan or contract as well as the assignment of rights under such loan or contract; and (4) financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a material reduction in the Company's net assets. The term "undertaking of obligations" referred to in this Chapter shall include the undertaking of an obligation by the obligor by way of contract or by way of arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is to be undertaken by the obligor individually or jointly with any other person) or by any other means which results in a change in its financial position.	/

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49.	Article 38 The acts listed below shall not be regarded as acts prohibited under Article 36 of this Chapter: (1) where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company; (2) lawful distribution of the Company's assets as dividends; (3) distribution of dividends in the form of shares; (4) reduction of registered capital, repurchase of shares, adjustment of shareholding structure in accordance with these Articles of Association; (5) provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or, even if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits); and (6) the provision of money by the Company for employee share ownership schemes (provided that the same does not lead to a reduction in the net assets of the Company or, even if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits).	Article 34 The acts listed below shall not be regarded as acts prohibited under Article 33 of this Chapter: (1) where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company; (2) the provision of money by the Company for the implementation of employee stock ownership plans. Any provision of financial assistance under the circumstance stipulated in the first paragraph of this Article shall be subject to the approval by resolution of general meetings or the board of directors within the authorization under a general meeting. The Company may provide financial assistance to others for the acquisition of shares in the Company or its controlling shareholders, provided that the cumulative amount of the financial assistance shall not exceed 10% of the total share capital in issue and subject to the requirements of the Relevant Regulatory Rules. Resolutions made by the board of directors shall be passed by two-thirds or more of all directors. If the breach of the provisions of the preceding two paragraphs incurs losses to the Company, the directors and senior management in charge shall be liable for compensation.
50.	/	Section 4: Shares Transfer
51.	Article 40 The shares of the Company may be transferred in accordance with the relevant laws.	Article 35 The shares of the Company should be transferred in accordance with the relevant laws.
52.	Article 41 The Company does not accept the pledging of its shares.	Article 36 The Company does not accept the pledging of its shares.
53.	Article 188 The directors, supervisors and senior management of the Company, during their tenure, shall periodically report to the Company of the status on their holding of the Company's shares and any changes thereof; during their tenure the total number of shares transferred on an annual basis shall not exceed 25% of the total number of the shares of the Company held by them; the above personnel shall not transfer the shares of the Company they hold within 1 year from the date of listing of the Company's shares. The aforesaid personnel shall not transfer the Company's shares held by them within 6 months after they leave their positions in the Company. The foregoing provisions shall not apply to the change in shareholding due to judicial enforcement, heritage, gift and distribution of estate by operation of laws. The directors, supervisors and senior management, who hold less than 1,000 shares of the Company, may transfer their shares once in all without complying with the aforesaid percentage restrictions.	Article 37 The directors and senior management of the Company shall declare to the Company their holdings of shares in the Company and changes thereto. The transfer of the Company's shares held by them during their term of office determined at the time of their assumption of office and after their departure shall comply with the Relevant Regulatory Rules.

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No.	Original Articles	Amended Articles
54.	/	Article 38 The Company shall formulate a specific system to supervise and manage the shareholdings and trading activities of the Company's shares by directors and senior management, which shall be implemented after approval by the board of directors.
55.	Chapter 6 Share Certificates and Register of Shareholders	Section 5 Share Certificates and Register of Shareholders
56.	Article 39 The Company's shares shall be in registered form. A share certificate of the Company shall clearly state the following major particulars: (1) the name of the Company; (2) the date of incorporation of the Company; (3) the class, nominal value and number of the shares in respect of which the share certificate is issued; (4) the serial number of the certificate; (5) such other particulars as provided for in the Company Law, the Special Provisions or required to be specified by the securities exchange(s) on which the Company's shares are listed.	Article 39 The shares issued by the Company shall be registered shares. The shares shall be in paper form or in such other forms as prescribed by the securities regulatory authorities at the place where the shares of the Company are listed.
57.	Article 40 The shares of the Company may be transferred in accordance with the relevant laws	/
58.	Article 41 The Company does not accept the pledging of its shares.	/
59.	Article 42 The Company shall maintain a special securities chop in Hong Kong for the purpose of authenticating H share certificates.	/
60.	Article 43 The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior management of the Company are required by the securities exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become effective after being affixed, or affixed by way of printing, with the seal of the Company. The affixation of the Company's seal with the share certificates shall require the authorization of the board of directors. The signatures of the Chairman of the Board or of other senior management of the Company on the share certificates may also be in printed form. In the event of paperless issuance and trading of the shares of the Company, other requirements stipulated by the securities regulatory authorities of the places where the shares of the Company are listed shall apply.	/

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61.	Article 44 The Company shall keep a register of shareholders, in which the following particulars shall be recorded: (1) the name, address (domicile), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid or payable for the shares held by each shareholder; (4) the serial number of the shares held by each shareholder; (5) the date on which each shareholder is registered as a shareholder; and (6) the date on which each shareholder ceases to be a shareholder. The register of shareholders shall be sufficient evidence of the shareholder's shareholding in the Company, unless there is evidence to the contrary.	Article 40 The Company shall keep a register of shareholders in accordance with the certificates provided by the securities registration and clearing institutions. The register of shareholders shall be sufficient evidence of the shareholder's shareholding in the Company, unless there is evidence to the contrary.
62.	Article 45 The Company may, pursuant to an understanding or agreement reached between the securities regulatory authority of the State Council and an overseas securities regulatory organization, keep outside the PRC its register of holders of overseas-listed foreign shares, and entrust the administration thereof to an overseas agent. The original copy of the register of holders of H shares of the Company shall be kept in Hong Kong. The Company shall keep at its domicile a duplicate of the register of holders of its overseas-listed foreign shares. The appointed overseas agent shall ensure that the original and duplicate of the register of holders of overseas-listed foreign shares are consistent at all times. When the original and duplicate of the register of holders of overseas-listed foreign shares of the Company are inconsistent, the original shall prevail.	/
63.	Article 46 The Company shall keep and maintain a complete register of shareholders. The register of shareholders shall include the following parts: (1) a register other than those provided for under items (2) and (3) of this paragraph to be kept at the Company's domicile; (2) the register(s) of holders of overseas-listed foreign shares of the Company kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed; and (3) registers of shareholders kept in such other places as the board of directors may decide as necessary for the purpose of listing of the Company's shares.	/

No.	Original Articles	Amended Articles
64.	Article 47 The various parts of the register of shareholders shall not overlap one another. Any transfers of the Company's shares shall be registered in the relevant parts of the register of shareholders. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register. All transfers of overseas-listed foreign shares listed in Hong Kong must be effected by an instrument of transfer in writing in general or ordinary format or any other format acceptable to the board of directors, or by the standard share transfer form as prescribed by the Stock Exchange. If the transferor or transferee is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("Recognized Clearing House") or its nominee, such transfer instrument may be executed by hand or in printed form. All transfer documents should be kept at the domicile of the Company or any other addresses designated by the board of directors from time to time. All paid-up overseas-listed foreign shares listed in Hong Kong can be transferred freely in accordance with these Articles of Association, provided that the board of directors may refuse to recognize any instrument of transfer without stating any reason unless the same meets the following conditions: (1) that HK\$2.50, or a higher fee as consented by the Stock Exchange, has been paid for registration of the relevant instrument of transfer or other documents which are related to or will affect the ownership of the relevant shares; (2) that the instrument of transfer only deals with overseas-listed foreign shares which are listed in Hong Kong; (3) that the stamp duty payable for the instrument of transfer has been paid; (4) that the relevant share certificates and such evidence as reasonably requested by the board of directors showing that the transferor has the right to transfer the relevant shares are provided; (5) that, in the event of transfer to joint holders, the number of such joint holders shall be no more than four; (6) that the relevant shares shall be free of any lien on the Company. Changes and corrections to every part of the register of shareholders shall be carried out in accordance with the laws of the places where such parts are kept.	/

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No.	Original Articles	Amended Articles
65.	Article 48 No share transfer may be entered in the register of shareholders within 30 days prior to the date of a shareholders' meeting or 5 days prior to the record date set by the Company for the purpose of distribution of dividends. Changes in the register of holders of domestic share shall be made in accordance with the domestic laws and regulations of the PRC.	/
66.	Article 49 Where the Company holds a shareholders' meeting, distributes dividends, enters into liquidation or engages in other acts for which a determination of shareholdings is required, the board of directors or the convener of the shareholders' meeting shall fix a day as the record date for determination of shareholdings. The shareholders whose names appear on the register of shareholders at the close of such date are the shareholders of the Company.	Article 41 Where the Company holds a general meeting, distributes dividends, enters into liquidation or engages in other acts for which a determination of shareholdings is required, the board of directors or the convener of the general meeting shall fix the record date for determination of shareholdings. The shareholders whose names appear on the register of shareholders after the close of such record date shall be shareholders entitled to the relevant rights and interests. When the Company engages in acts for which confirmation of shareholder identity is required, if the Relevant Regulatory Rules have stipulations governing the closure of register of members, such provisions shall be observed.
67.	Article 50 Any person who challenges the register of shareholders and requires his name to be entered into or removed from the register may apply to a court having jurisdiction for correction of the register.	/
68.	Article 51 Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may, if any of his share certificates (the "Original Share Certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such share (the "Relevant Share"). Applications for replacement share certificates filed by holders of domestic shares who have lost their certificates shall be dealt with in accordance with Article 143 of the Company Law. Applications for replacement share certificates filed by holders of overseas-listed foreign shares who have lost their certificates may be dealt with in accordance with the laws, securities exchange regulations and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is kept. Where a holder of H shares loses his share certificates and applies for replacement, the issuance of replacement certificates shall comply with the following requirements: (1) the applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reason for making the application, the circumstances and proof of the loss of the share certificate and a statement that no other person may require to be registered as a shareholder in respect of the Relevant Share;	/

No.	Original Articles	Amended Articles
	(2) the Company shall not have received any declaration from any person other than the applicant requiring to be registered as a shareholder in respect of the shares before it decides to issue a replacement share certificate; (3) if the Company decides to issue a replacement share certificate to the applicant, it shall make a public announcement of its intention to do so in the newspapers or periodicals designated by the board of directors at least every 30 days over a period of 90 days; (4) before making the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement proposed to be published to the securities exchange where it is listed and may publish the announcement after having received a reply from the securities exchange confirming that the announcement has been displayed at the securities exchange. The announcement shall be displayed at the securities exchange for a period of 90 days. If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the Relevant Share, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish; (5) at the expiration of the 90-day period for announcement and display as provided for in items (3) and (4) of this Article, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant; (6) when the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Share Certificate and record such cancellation and issuance of the replacement share certificate in the register of shareholders; and (7) all expenses incurred by the Company for the cancellation of the Original Share Certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided a reasonable guarantee therefor.	
69.	Article 52 After the Company has issued a replacement share certificate in accordance with these Articles of Association, it shall not delete from the register of shareholders the name of any <i>bona fide</i> purchaser of the replacement share certificate mentioned above or of any shareholder that is subsequently registered as the owner of such share (provided that he is a <i>bona fide</i> purchaser).	/

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No.	Original Articles	Amended Articles
70.	Article 53 The Company shall not be liable for any damages suffered by any person from the cancellation of the Original Share Certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.	/
71.	CHAPTER SEVEN: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	CHAPTER FOUR: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS
72.	/	Section 1 General Provisions for Shareholders
73.	Article 54 The Company's shareholders are persons who lawfully hold shares of the Company and whose names are entered in the register of shareholders. Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights and assume equal obligations.	Article 42 The Company's shareholders are persons who lawfully hold shares of the Company and whose names are entered in the register of shareholders. Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights and assume equal obligations.
74.	Article 55 Holders of ordinary shares of the Company shall enjoy the following rights: (1) to collect dividends and other forms of profit distribution in proportion to the number of shares held by them; (2) to require, convene, preside, attend or appoint a proxy to attend general meetings and to exercise the relevant voting rights in accordance with laws; (3) to supervise and manage the Company's business activities, and raise suggestions or inquiries; (4) to transfer, donate or pledge their shares in accordance with the laws, administrative regulations and provisions of these Articles of Association; (5) upon production of written evidence showing the class and number of shares held by them to the Company and upon verification of their identities as shareholders by the Company, the shareholders shall obtain relevant information in accordance with the laws, administrative regulations and provisions of these Articles of Association, including: 1. a copy of these Articles of Association after payment of a fee to cover cost; 2. the right to inspect and copy, after payment of reasonable fees: (1) all parts of the register of shareholders; (2) personal information of the directors, supervisors and senior management of the Company, including: (a) current and previous names and aliases; (b) main address (domicile);	Article 43 Holders of ordinary shares of the Company shall enjoy the following rights: (1) to receive dividends and other forms of profit distribution in proportion to the number of shares held by them; (2) to require the holding of, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise the relevant speaking and voting rights on matters to be considered at general meetings in accordance with laws; (3) to supervise the Company's operation, and raise suggestions or enquiries; (4) to transfer, gift or pledge their shares in accordance with the Relevant Regulatory Rules and provisions of these Articles of Association; (5) upon production of written evidence showing the class and number of shares held by them to the Company and upon verification of their identities as shareholders by the Company, and provided that the shareholder bears the relevant costs incurred thereby, the shareholder shall, in accordance with the Relevant Regulatory Rules and these Articles of Association, have the right to obtain relevant information, including: to inspect and copy the these Articles of Association, the register of shareholders, minutes of general meetings, resolutions of Board meetings, and financial accounting reports; shareholders who meet the requirements of the Company Law may inspect the Company's accounting books and accounting vouchers;

No.	Original Articles	Amended Articles
	(c) nationality; (d) full-time and all other part-time occupations and duties; and (e) identification document and number. (3) the status of the Company's share capital; (4) counterfoils of the Company's bonds; (5) reports showing the aggregate par value and number of each class of shares repurchased by the Company since the last fiscal year, the highest and lowest prices paid in respect of each class of shares repurchased as well as all the expenses paid by the Company therefor; and (6) the minutes of general meetings, resolutions of Board meetings and supervisors, and financial reports; (6) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings in the Company upon the termination or liquidation of the Company; (7) with respect to shareholders who raise an objection to the merger and division resolution made at the shareholders' meeting of the Company, the right to demand the Company to repurchase the shares held by them; and (8) other rights conferred by the laws, administrative regulations and these Articles of Association and its appendices.	(6) to participate in the distribution of the Company's residual property in proportion to the number of shares held in the event of the termination or liquidation of the Company; (7) Shareholders who dissent from the resolutions made by the general meeting regarding the merger or division of the Company may request the Company to acquire their shares; (8) Other rights conferred by the Relevant Regulatory Rules or these Articles of Association and their annexures. The Company shall establish unobstructed and effective communication channels with shareholders to protect shareholders' right to know about, participate in the decision-making of and supervise the procedures, etc. of the major events of the Company.
75.	/	Article 44 If a shareholder requests for inspection or copy of the relevant materials of the Company, he/she shall comply with the provisions of the Company Law, the Securities Law, and the Relevant Regulatory Rules on the protection of state secrets, trade secrets, personal privacy and personal information, submit a written request to the Company stating the purpose and reasons, and sign a confidentiality agreement. Within the scope permitted by Relevant Regulatory Rules, the Company may provide the relevant materials to the shareholder by using pseudonyms, summarizing or withholding relevant information so as to comply with the provisions of the Company Law, the Securities Law, and the Relevant Regulatory Rules on the protection of state secrets, trade secrets, personal privacy and personal information. If the Company has a reasonable basis to believe that the shareholder's inspection of the Company's accounting books and accounting vouchers has an improper purpose and may harm the legitimate interests of the Company, it may refuse to provide such inspection.

No.	Original Articles	Amended Articles
76.	/	Article 45 Where the particulars of a resolution of the Company's general meeting or the Board meeting violates laws or administrative regulations, the shareholders shall have the right to request the People's Court to affirm it as invalid. Where the holding procedures or voting methods of the general meeting or the Board meeting violate laws, administrative regulations or these Articles of Association, or the particulars of a resolution violates these Articles of Association, the shareholders have the right to request the People's Court to revoke the resolution within 60 days from the date on which the resolution is made, unless there are only minor flaws in the holding procedures or voting methods of the general meeting or the Board meeting resulting in no substantial impact on the resolution. Where the board of directors, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes such judgement or ruling as canceling the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company. Where the People's Court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the provisions of Relevant Regulatory Rules, fully explain the impact, and actively co-operate in the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.
77.	/	Article 46 A resolution of a general meeting or a Board meeting of the Company shall be invalid in any of the following circumstances: (1) the resolution is made without holding a general meeting or a Board meeting; (2) the resolution is not voted on at a general meeting or a Board meeting; (3) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association; (4) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association.

No.	Original Articles	Amended Articles
78.	/	Article 47 If a director or a senior management, other than a member of the audit committee, violates the laws, administrative regulations or the provisions of these Articles of Association when performing his/her duties in the Company, thus causing losses to the Company, the shareholder(s) who either individually and jointly holding 1% or more of the Company's shares for 180 consecutive days or more shall be entitled to request, in writing, the audit committee to lodge legal actions with the People's Court. If a member of the audit committee violates the laws, administrative regulations or the provisions of these Articles of Association when performing his/her duties in the Company, thus causing losses to the Company, the aforementioned shareholders may request, in writing, the board of directors to take legal actions with the People's Court. If the audit committee or the board of directors refuses to take legal actions upon receipt of the request in writing from the shareholders as stipulated in the preceding paragraph, or does not take legal actions within 30 days of receiving such a request, or any emergency or failure to take immediate legal actions will cause irreparable damage to the interests of the Company, the shareholders as stipulated in the preceding paragraph shall have the right to take legal actions with the People's Court in their own names in the interests of the Company. If any other person infringes the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in paragraph 1 of this Article may take legal actions with the People's Court in accordance with the provisions of the preceding two paragraphs. If the directors or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or these Articles of Association during the performance of their duties and cause losses to the Company, or if any other person infringes the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholder(s) who either individually and jointly holding 1% or more of the Company's shares for 180 consecutive days or more, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, may request the board of directors or executive directors of the wholly-owned subsidiary to take legal actions with the People's Court in writing or directly take legal actions with the People's Court in its own name.
79.	/	Article 48 If a director or a senior management violates the laws, administrative regulations or provisions of these Articles of Association, thus causing damage to the interests of shareholders, shareholders may take legal actions with the People's Court.

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No.	Original Articles	Amended Articles
80.	Article 56 Holders of ordinary shares of the Company shall have the following obligations: (1) to abide by these Articles of Association and its appendices; (2) to pay subscription fees on the basis of the number of shares subscribed by them and the method of capital injection; (3) not to withdraw their capital contribution unless provided by the laws or administrative regulations; (4) not to abuse the shareholder's rights to harm the interest of the Company or other shareholders; not to abuse the status of the Company as an independent legal entity and the limited liability of the shareholders of the Company to impair the interest of the creditors of the Company; where a shareholder's abuse of its rights has caused loss to the Company or any other shareholder, it shall honor its compensation obligations in accordance with the law; where a shareholder evades its debts by abuse of the status of the Company as an independent legal entity and the limited liability of shareholders, which has severely impaired the interest of the Company's creditors, it shall bear joint and several liabilities for the debts of the Company; and (5) other obligations imposed by the laws, administrative regulations and these Articles of Association and its appendices. Shareholders are not liable to make any further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.	Article 49 Holders of ordinary shares of the Company shall have the following obligations: (1) to abide by the Relevant Regulatory Rules and these Articles of Association and its appendices; (2) to pay subscription fees on the basis of the number of shares subscribed by them and the method of capital injection; (3) not to withdraw their share capital unless provided by the laws or administrative regulations; (4) not to abuse the shareholder's rights to harm the interest of the Company or other shareholders; not to abuse the status of the Company as an independent legal entity and the limited liability of the shareholders of the Company to impair the interest of the creditors of the Company; and (5) other obligations imposed by the Relevant Regulatory Rules and these Articles of Association and its appendices.
81.	(5) other obligations imposed by the laws, administrative regulations and these Articles of Association and its appendices. Shareholders are not liable to make any further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.	Article 50 Where a shareholder's abuse of its rights has caused loss to the Company or any other shareholder, it shall honor its compensation obligations in accordance with the law; where a shareholder evades its debts by abuse of the status of the Company as an independent legal entity and the limited liability of shareholders, which has severely impaired the interest of the Company's creditors, it shall bear joint and several liabilities for the debts of the Company.
82.	/	Section 2 Controlling Shareholders and De Facto Controllers
83.	/	Article 51 Controlling shareholders and de facto controllers of the Company shall exercise rights and perform obligations in accordance with the Relevant Regulatory Rules and safeguard the interests of the Company.
84.	Article 57 In addition to the obligations imposed by the laws, administrative regulations or the listing rules of the securities exchange(s) on which the shares of Company are listed, a controlling shareholder may not, in the exercise of its rights as a shareholder, by exercising its voting rights, make decisions on the following matters which are prejudicial to the interests of all or part of the shareholders : (1) relieving a director or supervisor of the responsibility to act honestly in the best interests of the Company; (2) approving a director or supervisor (for his own or another person's benefit) of depriving the Company of its assets in any way, including (but not limited to) any opportunities that are favourable to the Company; or (3) approving a director or supervisor (for his own or another person's benefit) of depriving other shareholders of their rights or interests, including (but not limited to) any right to distribution and voting rights, but not including a corporate restructuring proposal of the Company submitted at the shareholders' meeting in accordance with these Articles of Association.	/

No.	Original Articles	Amended Articles
85.	Article 58 The term “controlling shareholder” as referred to in the preceding Article shall refer to a person who satisfies any of the following conditions: (1) he, acting alone or in concert with others, has the power to elect more than half of the directors; (2) he, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the Company’s voting rights; (3) he, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; or (4) he, acting alone or in concert with others, has <i>de facto</i> control of the Company in any other manner.	/
86.	Article 59 The controlling shareholders, the <i>de facto</i> controllers, directors, supervisors and senior management of the Company shall not use their connected relationship to cause any harm to the interests of the Company. Where any of the foregoing persons has caused any loss to the Company as a result of his breach of such rules, he shall be liable for compensation of such loss. The controlling shareholders and the <i>de facto</i> controllers of the Company shall have fiduciary duties to the Company and other public shareholders of the Company. The controlling shareholders shall strictly exercise their rights as contributors in accordance with the laws, shall not impair the lawful rights of the Company and other public shareholders of the Company by such means as profit distribution, assets restructuring, foreign investment, appropriation of funds, loan guarantee, and shall not utilize their controlling position to cause harm to the interest of the Company and other public shareholders. A “<i>de facto</i> controller” as used in these Articles of Association refers to anyone who is not a shareholder of the Company but is able to have <i>de facto</i> control of the acts of the Company by means of investment relations, agreements or any other arrangements. “Connected relationship” as used in these Articles of Association refers to the relationship between the controlling shareholders, <i>de facto</i> controllers, directors, supervisors, or senior management of the Company and the enterprises directly or indirectly controlled thereby and any other relationship that may lead to the transfer of any interest of the Company. However, enterprises controlled by the State do not have connected relationship with each other simply because of the fact that they are all controlled by the State.	Article 52 Controlling shareholders and <i>de facto</i> controllers of the Company shall comply with the following provisions: (1) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their related relationship to prejudice the legitimate interests of the Company or other shareholders; (2) to strictly fulfil the public statements and undertakings made, without unilateral alteration or waiver; (3) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur; (4) not to misappropriate the Company’s funds or assets in violation of the Relevant Regulatory Rules, and not to conduct acts that harm or affect the Company’s independence; (5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations; (6) not to make use of the Company’s undisclosed material information for personal gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts; (7) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, foreign investment or any other means; (8) not restrict or impede small and medium investors from legally exercising their voting rights and not to damage the legitimate rights of the Company and small and medium investors. (9) other provisions of the Relevant Regulatory Rules and these Articles of Association. Where a controlling shareholder or <i>de facto</i> controller of the Company instructs a director or a member of the senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or member of the senior management.

No.	Original Articles	Amended Articles
87.	/	Article 53 Where a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations.
88.	/	Article 54 When a controlling shareholder or the de facto controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers under the Relevant Regulatory Rules and the commitments they have made regarding the restrictions on share transfers.
89.	CHAPTER EIGHT: SHAREHOLDERS' MEETINGS	CHAPTER FIVE: GENERAL MEETING
90.	/	Section 1 General Provisions of the General Meeting
91.	Article 60 The shareholders' meeting shall be the organ of authority of the Company and shall exercise its functions and powers according to law. The Company shall formulate the Rules of Procedures for the Shareholders' meetings to set forth the procedures for the holding of a general meeting and its voting procedures, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes and the signing and announcement thereof, etc.; and the principles and contents of authorisations given by the shareholders' meeting to the board of directors shall be clear and specific. The Rules of Procedures for the Shareholders' meetings shall be drafted by the board of directors and approved by the shareholders' meeting.	Article 55 The general meeting of the Company is composed of all shareholders. The general meeting shall be the organ of authority of the Company and shall exercise its functions and powers according to law. The Company shall formulate the Rules of Procedure for General Meetings to set forth the procedures for the holding of a general meeting and its voting procedures, including notice, registration, consideration of proposals, voting, counting of votes, announcement of poll results, formation of resolutions, minutes and the signing and announcement thereof, etc.; and the principles and contents of authorisations given by the general meeting to the board of directors shall be clear and specific. The Rules of Procedure for General Meetings shall be drafted by the board of directors and approved by the general meeting.
92.	Article 61 The shareholders' meeting exercises the following functions and powers: (1) to decide on the business policies and investment plans of the Company; (2) to elect and replace directors and decide on the remuneration of directors; (3) to elect and replace the supervisors not served by representatives of the employees of the Company and to decide on the remuneration of supervisors; (4) to consider and approve the report of the board of directors; (5) to consider and approve the report of the supervisory board; (6) to consider and approve the Company's annual financial budgets and final account proposals (including the balance sheets, profit statements and other financial statements); (7) to consider and approve the Company's plans for profit distribution and making up losses;	Article 56 The general meeting exercises the following functions and powers: (1) to elect the directors not served by representatives of the employees of the Company; (2) to remove directors; (3) to decide on the remuneration of directors; (4) to consider and approve the report of the board of directors; (5) to consider and approve the Company's plans for profit distribution and making up losses; (6) to pass resolutions on the increase or reduction of the Company's registered capital, the issue of any type of shares, warrants, corporate bonds convertible into shares and other similar securities; (7) to pass resolutions on matters such as the merger (where the consideration paid exceeds 10% of the Company's net assets), division, dissolution and liquidation of the Company or change of the corporate form of the Company;

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	(8) to pass resolutions on the increase or reduction of the Company's registered capital, the issue of any kind of shares, warrants and other similar securities; (9) to pass resolutions on matters such as the merger, division, dissolution and liquidation of the Company or change of the corporate form of the Company; (10) to pass resolutions on the issuance of corporate bonds by the Company; (11) to pass resolutions or make authorization on the Company's repurchase of its shares in accordance with Article 34; (12) to adopt a resolution on the appointment, dismissal or non-renewal of the engagement of the company's accounting firm (13) to amend these Articles of Association and its appendices, including the Rules of Procedures for the Shareholders' meeting, the Rules of Procedure for the Board and the Rules of Procedures for the Supervisory Board; (14) to consider proposals raised by the board of directors, the supervisory board or the shareholders holding 3% or more of the total number of voting shares of the Company; (15) to consider and approve the guarantee matters prescribed in Article 62 of these Articles of Association; (16) to consider matters relating to the purchase or disposal of the Company's material assets within one year, which exceeds 30% of the Company's latest audited total assets; (17) to consider and approve matters relating to the change of use of the funds raised; (18) to consider share incentive plans; and (19) to decide on other matters which, according to the laws, administrative regulations, regulations of the competent authorities or these Articles of Association and its appendices, need to be resolved by the shareholders' meeting. Matters which shall be determined by the shareholders in a shareholders' meeting according to the laws, administrative regulations, regulations of the competent authorities and these Articles of Association must be considered by the shareholders' meeting in order to protect the shareholders' right to decide on those matters. Where necessary and reasonable, specific matters which are relevant to the matters to be resolved but are impossible or unnecessary to be determined at the shareholders' meeting may be decided by the board of directors, directors or the Secretary to the Board to the extent as authorized or delegated by the shareholders' meeting. If the shareholders' meeting authorizes the board of directors, directors or the Secretary to the Board to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of voting rights held by the shareholders present at the meeting (including their proxies); if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by two thirds or more of the voting rights held by the shareholders present at the meeting (including their proxies). The authorization should be clear and specific.	(8) to pass resolutions on the issuance of corporate bonds by the Company, or to authorize the board of directors to pass resolutions on the issuance of corporate bonds; (9) to pass resolutions or make authorization on the Company's repurchase of its H shares in accordance with Article 30, or to pass resolutions for the repurchase of the Company's A shares in accordance with items (1) and (2) of Article 30; (10) to make a resolution on the engagement or removal of the accounting firm that provides audits for the Company; (11) to amend these Articles of Association and its appendices, (12) to consider proposals raised by the board of directors, the audit committee or the shareholders holding 1% or more of the total number of voting shares of the Company; (13) to consider and approve the guarantee matters prescribed in Article 57 of these Articles of Association; (14) to consider and approve financial assistance matters as stipulated in Article 58 of these Articles of Association; (15) to consider matters relating to the purchase or disposal of the Company's material assets within one year, which exceeds 30% of the Company's latest audited total assets; (16) to consider and approve matters relating to the change of use of the funds raised; (17) to consider share incentive plans and employee share ownership schemes; and (18) to decide on other matters which, according to the Relevant Regulatory Rules or these Articles of Association and its appendices, need to be resolved by the general meeting. The general meeting may authorize the board of directors to pass resolutions on the issuance of shares and corporate bonds convertible into shares, and the implementation thereof shall comply with the Relevant Regulatory Rules and the provisions of these Articles of Association. Without violating Article 56 of these Articles of Association and where necessary and reasonable, specific matters which are relevant to the matters to be resolved but are impossible or unnecessary to be determined at the general meeting may be decided by the board of directors, directors, general manager, or the Secretary to the Board to the extent as authorized or delegated by the general meeting. If the general meeting authorizes the board of directors, directors, general manager, or the Secretary to the Board to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of voting rights held by the shareholders attending the meeting (including shareholders who appoint proxies to attend the general meeting); if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by two thirds or more of the voting rights held by the shareholders attending the meeting (including shareholders who appoint proxies to attend the general meeting). The authorization should be clear and specific.

No.	Original Articles	Amended Articles
93.	Article 62 The provision of external guarantees by the Company as set forth below shall be considered and approved by the shareholders' meeting. (1) any guarantee provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided after the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited net assets of the Company; (3) any guarantee provided for a party with an asset liability ratio above 70%; (4) a single guarantee having an amount in excess of 10% of the latest audited net assets; (5) any guarantee provided for shareholders, the <i>de facto</i> controllers and their connected persons; (6) any other external guarantee designated by the laws, administrative regulations, rules of competent authorities and regulatory rules of the listing place.	Article 57 The provision of external guarantees by the Company as set forth below shall be considered and approved by the general meeting. (1) any guarantee provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 30% of the latest audited net assets of the Company; (3) the cumulative amount of the guarantee for a period of twelve consecutive months exceeds 30% of the Company's latest audited total assets; (4) any guarantee provided for a party with an gearing ratio above 70%; (5) a single guarantee having an amount in excess of 10% of the latest audited net assets; (6) any guarantee provided for shareholders, the <i>de facto</i> controllers and their connected persons; (7) any other external guarantee designated by Relevant Regulatory Rules or these Articles of Association. Where the general meeting is considering the guarantee in item (3) of the preceding paragraph, it shall be approved by two thirds or more of the voting rights held by the shareholders attending the general meeting. Where the general meeting is considering the guarantee in item (6) of the preceding paragraph, such shareholders or shareholders controlled by the said <i>de facto</i> controller shall abstain from voting on the said proposal, and the proposal shall be subject to approval by a majority of the voting rights held by other shareholders attending the general meeting. Directors and senior management of the Company shall not, in violation of the approval authority or consideration procedures, sign an external guarantee contract on behalf of the Company without authorisation. If directors and senior management of the Company shall not sign an external guarantee contract without authorisation and beyond his authority, and causes damages to the Company, the Company shall hold such individuals accountable.

No.	Original Articles	Amended Articles
94.	/	Article 58 The Company shall not provide financial assistance, such as funds, to connected persons as specified under the Relevant Regulatory Rules, except for financial assistance provided to connected company in which the Company has an equity interest but is not controlled by its controlling shareholders or de facto controllers, and where other shareholders of such company provide financial assistance under equal conditions in proportion to their capital contribution. Financial assistance matters falling into one of the following consideration shall be submitted to the general meeting for consideration after approval by the board of directors: (1) Any single financial assistance amount exceeding 10% of the Company's latest audited net assets; (2) Situations where the financial assistance is provided to a target whose asset-to liability ratio exceeding 70% based on its latest financial statements; (3) The total financial assistance amounts, calculated cumulatively within the latest 12 months, exceeding 10% of the Company's latest audited net assets; (4) Financial assistance provided to connected company that meet the conditions set out in the first paragraph of this article and is not controlled by the Company's controlling shareholders or de facto controllers; (5) Other circumstances stipulated by the Relevant Regulatory Rules or the Articles of Association and its appendices. Where the assisted party is a controlled subsidiary within the scope of the Company's consolidated statements, and the other shareholders of such controlled subsidiary do not include the Company's controlling shareholder, de facto controller or their connected persons, the provisions of the preceding paragraph and Article 120, paragraph 2 of these Articles of Association may be exempted. Directors and senior management of the Company shall not, in violation of the approval authority or consideration procedures, sign a financial assistance contract on behalf of the Company without authorisation. If directors and senior management of the Company shall not sign a financial assistance contract without authorisation and beyond his authority, and causes damages to the Company, the Company shall hold such individuals accountable.

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No.	Original Articles	Amended Articles
95.	Article 63 Without the prior approval of the shareholders' meeting, the Company may not conclude any contract with any person other than a director, supervisor and senior management of the Company for the delegation of the management of all or a substantial part of the Company's business to that person.	Article 59 Save as under circumstances such as crisis, without the approval of the general meeting through special resolutions, the Company shall not conclude any contract with any person other than a director and senior management of the Company for the delegation of the management of all or a substantial part of the Company's business to that person.
96.	Article 64 Shareholders' meetings shall include annual shareholders' meetings and extraordinary shareholders' meetings. Shareholders' meetings shall be convened by the board of directors unless otherwise provided herein. Annual shareholders' meetings shall be held once a year and shall be held within six months following the end of the preceding fiscal year. The board of directors shall hold an extraordinary shareholders' meeting within 2 months of the occurrence of any of the following circumstances: (1) the number of directors is less than the number provided for in the Company Law or less than two thirds of the number required in these Articles of Association; (2) the uncovered losses of the Company are in excess of one third of the total paid-in share capital of the Company; (3) shareholders individually and jointly holding 10% or more of the Company's issued and outstanding voting shares request in writing to convene an extraordinary shareholders' meeting; (4) the board of directors considers it necessary or the supervisory board proposes to hold such a meeting; or (5) other circumstances provided by the laws, administrative regulations, regulations of competent authorities and these Articles of Association. The number of shares referred to in the preceding item (3) of this Article shall be the number of shares held as at the date of the written request of the shareholders.	Article 60 General meetings are classified into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors unless otherwise provided herein. Annual general meetings shall be held once a year and shall be held within six months following the end of the preceding accounting year. Under any of the following circumstances, the board of directors shall hold an extraordinary general meeting within two months: (1) The number of directors falls below the quorum stipulated by the Company Law or is less than two-thirds of the number required under the Articles of Association; (2) The Company's uncovered losses amount to one-third of its total share capital; (3) Shareholders individually and jointly holding 10% or more of the total voting shares issued and outstanding by the Company make a written request to hold an extraordinary general meeting; (4) The board of directors considers it necessary; (5) The audit committee proposes the holding of such a meeting; (6) Other circumstances as required by the Relevant Regulatory Rules or the Articles of Association. For item (3) above, the number of shares held by shareholders shall be calculated based on their holdings as of the date of the written request.

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97.	Article 65 The Company may, while ensuring that the shareholders' meeting is legal and valid, provide the shareholders with other means and approaches to attend the shareholders' meeting, including modern information technology means such as on-line voting platform, for convenience purposes.	Article 61 The venue for holding of a general meeting shall be the city where the Company's domicile is located or any other place designated by the convener in the notice. The general meeting shall be held at a set venue in the form of an on-site meeting. Subject to ensuring the legality and validity of general meetings, the Company will also adopt secure, economical and convenient online and other methods as needed, including but not limited to providing online voting, electronic communication meetings as allowed by the Relevant Regulatory Rules, or other modern information technology methods to facilitate Shareholders.
98.	Article 66 The place for holding of a shareholders' meeting shall be the city where the Company's domicile is located or any other place designated by the board of directors. The shareholders' meeting shall be held at a set venue in the form of an on-site meeting. Where the Company provides the shareholders with the Internet or any other means to attend the meeting, it shall clearly state the voting time, the voting procedures and the means to identify the shareholders in the notice of the meeting. Shareholders attending the meeting by the aforesaid means shall be deemed as present.	
99.	Article 67 The contents of proposals shall fall within the scope of functions and powers of the shareholders' meeting, and shall contain clear topics for discussion and details of the matters to be resolved and shall comply with relevant provisions of the laws, administrative rules and these Articles of Association.	Article 62 The contents of proposals shall fall within the scope of functions and powers of the general meeting, and shall contain clear topics for discussion and details of the matters to be resolved and shall comply with relevant provisions of the laws, administrative rules and these Articles of Association.
100.	Article 68 Where the Company holds a shareholders' meeting, the board of directors, the supervisory board and shareholders individually or jointly holding 3% or more of the total voting shares of the Company are entitled to put forward proposals to the Company. Shareholders individually or jointly holding 3% or more of the total voting shares of the Company may put forward interim proposals in writing to the convener 10 days before the shareholders' meeting is held. The convener shall publish a supplementary notice of the meeting to announce the interim proposals within 2 days upon receiving such proposals. Except as stipulated by the preceding paragraph, after the convener makes an announcement on the notice of a shareholders' meeting, no alternation shall be made to the proposals that have already been included in the notice nor shall any new proposals be added in the notice of the meeting. Proposals not listed in the notice of shareholders' meeting or failing to comply with Article 67 of these Articles of Association shall not be voted or resolved at the shareholders' meeting.	Article 63 Where the Company holds a general meeting, the board of directors, the audit committee and shareholders individually and jointly holding 1% or more of the total voting shares of the Company are entitled to put forward proposals to the Company. Shareholders individually or jointly holding 1% or more of the total voting shares of the Company may put forward interim proposals in writing to the convener 10 days before the general meeting is held. The convener shall publish a supplementary notice of the meeting to announce the interim proposals within 2 days upon receiving such proposals and submit such interim proposals to the general meeting for consideration. Where the Relevant Regulatory Rules provide for more stringent requirements, such requirements shall prevail; save that interim proposals that violate the provisions of laws, administrative regulations or these Articles of Association, or that are not within the scope of the functions and powers of the general meeting shall be excluded. Except as stipulated by the preceding paragraph, after the convener publish the notice of a general meeting, no alternation shall be made to the proposals that have already been included in the notice nor shall any new proposals be added in the notice of the meeting. Proposals not listed in the notice of general meeting or failing to comply with Article 62 of these Articles of Association shall not be voted or resolved at the general meeting.

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101.	Article 69 When the Company is to hold a shareholders' meeting, it shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders of the matters proposed to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the shareholders' meeting shall, 20 days prior to the meeting, deliver a written reply to the Company on meeting attendance. The notice of a shareholders' meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by postage pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of A shares, the notice of the meeting may also be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by competent securities regulatory authorities under the State Council during the period between 45 to 50 days before the date of the meeting. Once the announcement is made, all the holders of A shares shall be deemed to have received the notice of the relevant shareholders' meeting. Subject to compliance with the laws, regulations and the listing rules of the place where the Company's shares are listed, the Company may issue or provide the aforesaid notice of the shareholders' meeting in accordance with Article 252 of these Articles of Association, instead of issuing or providing such notice in accordance with the first to third sub-paragraphs of this Article.	Article 64 When the Company is to hold an annual general meeting, it shall issue a written notice 20 days (excluding the meeting date) prior to the meeting, and when the Company is to hold an extraordinary general meeting, it shall issue a written notice 15 days (excluding the meeting date) prior to the meeting, informing all the registered shareholders of the matters proposed to be considered at the meeting as well as the date and venue of the meeting. The time of dispatch of the notice shall concurrently satisfy the relevant requirements of the Hong Kong Stock Exchange regarding the closure of register of members. The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by means of notification stipulated in the Articles of Association or other means permitted by the Relevant Regulatory Rules. Subject to the Relevant Regulatory Rules, the Company can issue the notice of a general meeting by way of announcement (including via the Company's website or electronic means), instead of delivering it to shareholders by personal delivery or by pre-paid mail.
102.	Article 70 Based on the written replies received 20 days prior to a shareholders' meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by them is a majority of the total number of the Company's voting shares, the Company may hold the shareholders' meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters proposed to be considered at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the shareholders' meeting.	/

No.	Original Articles	Amended Articles
103.	Article 71 The notice of a shareholders' meeting shall meet the following requirements: (1) it shall be given in a way as provided in Article 69 of these Articles of Association; (2) it shall specify the place, date, time and duration of the meeting; (3) it shall describe the matters and proposals to be discussed at the meeting; (4) it shall provide the shareholders with the information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle shall include (but not be limited) that when the Company proposes a merger, repurchase of shares, restructuring of share capital or other restructuring, the notice shall provide the specific conditions and contracts (if any) of the proposed transaction to be discussed and earnestly explain the causes and results of the transaction; (5) it shall disclose the nature and extent of any material interest that any director, supervisor or senior management has in the matters to be discussed; where the matter to be discussed would affect such director, supervisor or senior management in his capacity as a shareholder in a way different from how it affects other shareholders of the same class, it shall provide an explanation of the difference; (6) Where matters relating to the election of directors and supervisors are scheduled to be discussed at the meeting, the notice shall disclose in full the detailed information about the candidates for such election, including at least the following contents: (i) such personal information as education background, working experience and part-time job; (ii) whether he/she has association with the Company or its controlling shareholder and <i>de facto</i> controller; (iii) their shareholdings in the Company; (iv) whether he/she has been subject to penalties by any securities regulatory authority of the State Council or other relevant authorities or sanctions by any securities exchange. Save for the elections of directors and supervisors held by means of cumulative voting, every director and supervisor candidate shall be proposed by way of a single proposal.	Article 65 The notice of a general meeting shall meet the following requirements: (1) it shall specify the venue, date, time and duration of the meeting; (2) it shall describe the matters and proposals to be discussed at the meeting; (3) Where matters relating to the election of directors who are not employee representatives are scheduled to be discussed at the general meeting, the notice shall disclose in full the detailed information about the candidates for such election, including at least the following contents: 1. such personal information as education background, working experience and part-time job; 2. whether he/she has any relationship with the Company or its controlling shareholder and <i>de facto</i> controller, directors, senior management and shareholders holding 5% or more of the shares of the Company; 3. whether there is any circumstance under which the candidate may not be nominated as a director or member of senior management of a listed company in accordance with the requirements of the Relevant Regulatory Rules; 4. their shareholdings in the Company; 5. whether he/she has been subject to penalties by any securities regulatory authority of the CSRC or other relevant authorities or sanctions by any securities exchange. Save for the elections of directors who are not employee representatives held by means of cumulative voting, every candidate for directors who are not employee representatives shall be proposed by way of a single proposal. (4) it shall contain a clear statement that all holders of ordinary shares are entitled to attend the general meeting, and may by an instrument in writing to appoint one or more proxies to attend and vote at such meeting on their behalf and that such proxy needs not be a shareholder; (5) it shall specify the record date for determination of the shareholders who are entitled to attend the general meeting; (6) it shall state names and telephone numbers of the contact persons for the meeting. (7) the time of voting and voting procedures for online or other forms of voting.

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	(7) it shall contain the full text of any special resolution proposed to be passed at the meeting; (8) it shall contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder; (9) it shall specify the record date for determination of the shareholders who are entitled to attend the shareholders' meeting; (10) it shall specify the time and place of service of the proxy forms for the meeting; (11) it shall state names and telephone numbers of the contact persons for the meeting. The notice and supplementary notice of the shareholders' meeting shall fully and sufficiently reveal all the specific contents of all the proposals. Where the independent directors are required to express their views on the matters to be discussed, the notice of the meeting shall also disclose the views and reasons of the independent directors.	The notice and any supplemental notice of a general meeting shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.
104.	Article 72 The independent directors shall be entitled to propose the holding of extraordinary shareholders' meetings to the board of directors. With regard to the proposal by the independent directors on holding of an extraordinary shareholders' meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations and these Articles of Association, give feedback in written form to approve or disapprove the proposal within 10 days of receipt of the proposal; where the board of directors approves the holding of the extraordinary shareholders' meeting, it shall give the notice of the meeting within 5 days after the written resolution is made by the board of directors; where the board of directors disapproves the convention of the extraordinary shareholders' meeting, it shall explain the reasons and make an announcement to that effect.	Article 66 The board of directors shall hold general meetings in a timely manner within the prescribed period. The independent directors shall be entitled to propose the holding of extraordinary general meetings to the board of directors upon approval by a special meeting of independent non-executive directors. With regard to the proposal by the independent directors on holding of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations and these Articles of Association, give feedback in written form to approve or disapprove the proposal within 10 days of receipt of the proposal. where the board of directors approves the holding of the extraordinary general meeting, it shall give the notice of the meeting within 5 days after the resolution is made by the board of directors; where the board of directors disapproves the convention of the extraordinary general meeting, it shall explain the reasons and make an announcement to that effect.

No.	Original Articles	Amended Articles
105.	Article 73 The supervisory board shall be entitled to propose in writing the holding of extraordinary shareholders' meetings to the board of directors, who shall, in accordance with the laws, administrative regulations and these Articles of Association, give feedback in writing to approve or disapprove the proposal within 10 days after its receipt of the proposal. Where the board of directors approves the holding of the extraordinary shareholders' meeting, it shall give the notice thereof within 5 days after it passes the resolution. Changes to the original proposal as set forth in the notice of the meeting shall be approved by the supervisory board. Where the board of directors disapproves the holding of the extraordinary shareholders' meeting or fails to give feedback in writing within 10 days after its receipt of the proposal, the board of directors shall be deemed to have been unable or failed to perform its duties of convening a shareholders' meeting, and the supervisory board may convene and chair the meeting by itself.	Article 67 The audit committee shall be entitled to propose in writing the holding of extraordinary general meetings to the board of directors, who shall, in accordance with the laws, administrative regulations and these Articles of Association, give feedback in writing to approve or disapprove the proposal within 10 days after its receipt of the proposal. In the event that the board of directors agrees to hold an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Any changes to the original proposal made in the notice shall require the approval of the audit committee. Where the board of directors disapproves the holding of the extraordinary general meeting or fails to give feedback in writing within 10 days after its receipt of the proposal, the board of directors shall be deemed to have been unable or failed to perform its duties of convening a general meeting, and the audit committee may convene and chair the meeting by itself.
106.	Article 74 Shareholders individually and jointly holding 10% or more of the total number of voting shares of the Company have the right to propose in writing the holding of an extraordinary shareholders' meeting or class shareholders' meeting to the board of directors. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, give the feedback in writing to approve or disapprove the holding of the shareholders' meeting or class shareholders' meeting within 10 days after its receipt of the request. Where the board of directors approves the holding of an extraordinary shareholders' meeting or class shareholders' meeting, it shall, within 5 days after passing the resolution, issue a notice of the shareholders' meeting. Changes to the original request as set forth in the notice of the meeting shall be approved by the relevant shareholders. Where the board of directors disapproves the holding of an extraordinary shareholders' meeting or class shareholders' meeting or fails to provide any feedback in writing within 10 days after receipt of the request, shareholders individually and jointly holding 10% or more of the total number of voting shares of the Company shall have the right to propose in writing the holding of an extraordinary shareholders' meeting or class shareholders' meeting to the supervisory board, and shall make such request to the supervisory board in writing.	Article 68 Shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback regarding the approval or disapproval of the holding of the extraordinary general meeting within 10 days after receiving the request. Where the board of directors approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after the board of director's resolution is made. Any alteration to the original request in the notice shall require the consent of the relevant shareholders. Where the board of directors disapproves the holding of an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the audit committee, and shall submit such request to the audit committee in writing. Where the audit committee approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after receiving the request. Any alteration to the original proposals in the notice shall require the consent of the relevant shareholders.

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	Where the supervisory board approves the holding of an extraordinary shareholders' meeting or class shareholders' meeting, it shall, within 5 days after receipt of the request, issue a notice of the shareholders' meeting. Changes to the original request as set forth in the notice of the meeting shall be approved by the relevant shareholders. Where the supervisory board fails to issue the notice of shareholders' meeting within the required time limit, it shall be deemed not to convene and chair the shareholders' meeting, whereupon shareholders individually and jointly holding 10% or more of the total number of voting shares of the Company for 90 consecutive days or more may convene and chair the meeting by themselves. If a meeting is convened and held by the shareholders when the board of directors or the supervisory board fails to hold the meeting as per the aforementioned request, the reasonable expenses thus incurred shall be borne by the Company and paid out of the money payable by the Company to the negligent director(s).	Where the audit committee fails to issue the notice of the general meeting within the stipulated period, it shall be deemed that the audit committee fails to convene and chair the general meeting, and shareholders individually and jointly holding 10% or more of the total voting shares of the Company for 90 consecutive days or more may convene and chair the meeting themselves.
107.	Article 75 Where the supervisory board or shareholders decide to convene the shareholders' meeting on their own, they shall notify the board of directors in writing and file the same with the local branches of the securities regulatory authority of the State Council and the stock exchange of the place where the Company is domiciled. Prior to the announcement of the resolutions of the shareholders' meeting, shareholding percentage of the convening shareholders shall not be less than 10%. The convening shareholders shall, at the time of issuance of the notice of the shareholders' meeting and the announcement of the resolutions of the shareholders' meeting, provide relevant supporting documents to the local branches of the securities regulatory authority of the State Council and the stock exchange of the place where the Company domiciles.	Article 69 Where the audit committee or shareholders decide to convene the general meeting themselves, they shall notify the board of directors in written form and file with the stock exchange. Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%. The audit committee or the convening shareholders shall, at the time of issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, provide relevant supporting documents to the stock exchange.
108	Article 76 With respect to the shareholders' meeting convened by the supervisory board or the shareholders themselves, the board of directors and the Secretary to the Board shall provide cooperation. The board of directors shall provide the register of shareholders as at the record date.	Article 70 With respect to the general meeting convened by the audit committee or the shareholders themselves, the board of directors and the Secretary to the Board shall cooperate. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of members, the convenor may apply to the securities registration and settlement institution to obtain it, holding the relevant announcement of the notice to convene the general meeting. The register of members obtained by the convenor shall not be used for any purpose other than holding the general meeting.

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109.	Article 77 Necessary costs of the shareholders' meetings convened by the supervisory board or shareholders themselves shall be borne by the Company.	Article 71 Where the general meeting is convened by the audit committee or shareholders themselves, the necessary cost of the meeting shall be borne by the Company.
110.	Article 78 After the notice of a shareholders' meeting is issued, the shareholders' meeting shall not be postponed or cancelled without proper reasons, and the proposals specified in the notice of the meeting shall not be cancelled. Where a shareholders' meeting has to be postponed or cancelled, the conveners of the meeting shall publish an announcement at least 2 working days before the scheduled date of the meeting and state the relevant reasons for such postponement or cancellation.	Article 72 After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be cancelled. Where a postponement or cancellation is necessary, the conveners shall publish an announcement at least two working days before the originally scheduled date of the general meeting and explain the reasons.
111.	Article 79 All shareholders registered as at the record date have the right to attend the shareholders' meeting and exercise their voting rights in accordance with the relevant laws, administrative regulations and these Articles of Association. Any shareholder who is entitled to attend and vote at a shareholders' meeting may either attend the shareholders' meeting in person or appoint one or more persons (whether a shareholder or not) as his proxy or proxies to attend and vote on his behalf. A proxy so appointed may exercise the following rights pursuant to the authorization from the appointing shareholder: (1) the shareholder's right to speak at the shareholders' meeting; (2) the right to demand or join in demanding a poll; and (3) the right to vote by hand or on a poll, but where a shareholder has appointed more than one proxy, the proxies shall only vote on a poll. If the said shareholder is a Recognized Clearing House (or its nominee), the shareholder may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' meeting or any class shareholders' meeting; however, if one or more person is so authorized, the power of attorney shall clearly indicate the number and class of shares in respect to which each person is so authorized. The persons so authorized may represent the Recognized Clearing House (or its nominee) to exercise its rights, as if they were the individual shareholders of the Company.	Article 73 All shareholders registered as at the record date or their proxies have the right to attend the general meeting and exercise their voting rights in accordance with the Relevant Regulatory Rules and these Articles of Association, and the Company and the convener shall not refuse them for any reason. Any shareholder may either attend the general meeting in person or appoint one or more persons (whether a shareholder or not) as his proxy or proxies on his behalf to attend and exercise the voting rights within the scope of authorization. A clearing company as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is entitled to appoint a proxy to attend, speak and vote at the general meeting; however, if one or more person is authorized, the power of attorney shall clearly indicate the number and class of shares in respect to which each person is so authorized.
112.	Article 80 Shareholders shall entrust their proxies by written instruments that shall be signed by the appointing shareholder or its nominee entrusted in writing. Where the appointing shareholder is a legal person, the instrument shall be affixed with the seal of the legal person or signed by its director(s) or duly authorized agent.	/

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113.	Article 81 The proxy form shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting no less than 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. Where the proxy form is signed by another person authorized by the appointing shareholder, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed, together with the proxy form, at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the appointing shareholder is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.	/
114.	Article 82 Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy form shall specify that, in the absence of instructions from the shareholder, the proxy may vote as he thinks fit.	/
115.	Article 83 If a natural person shareholder attends the meeting in person, he shall produce his valid identification documents and stock account card. Where a proxy is appointed to attend the meeting, the proxy shall produce his own valid identification documents and the proxy form, and provide information enabling the Company to confirm the identity of his appointer as a shareholder. Legal person shareholders shall appoint their legal representatives or proxies of their legal representatives to attend the meeting. If a legal representative is appointed to attend the meeting, the legal representative shall produce his valid identification documents and valid proof of his qualification as a legal representative, and he shall provide information enabling the Company to confirm the identity of the legal person shareholder. Where a proxy is appointed to attend the meeting, the proxy shall produce his own valid identification documents, the written proxy form issued by the legal person shareholder pursuant to law, or a notarized copy of the resolution authorizing such proxy adopted by the board of directors or other decision-making organs of the legal person shareholder, and shall provide information enabling the Company to confirm the identity of the appointer as a legal person shareholder.	Article 74 If a natural person shareholder attends the meeting in person, such shareholder shall produce his/her valid identification documents, or other effective certificates or proofs indicating his/her identity; where a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification documents and the power of attorney, and provide the Company with information enabling the Company to confirm the identity of his/her principal as a shareholder. Legal person shareholders shall attend the meeting through their legal representatives or agent authorised by their legal representatives. If a legal representative is appointed to attend the meeting, the legal representative shall produce his/her valid identification documents and proof of his/her qualification as a legal representative, and he/she shall provide the Company with the information enabling the Company to confirm the identity of the legal person shareholder; where an agent is appointed by the legal representative of a legal person shareholder to attend the meeting, the agent shall produce his/her own valid identification documents, the written power of attorney issued by the legal representative pursuant to law, and shall provide information enabling the Company to confirm the identity of the principal as a legal person shareholder.

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No.	Original Articles	Amended Articles
116.	Article 84 The proxy form issued by a shareholder to appoint a proxy to attend a shareholders' meetings shall specify: (1) the name of the proxy; (2) the number of shares of the appointing shareholder represented by the proxy; (3) whether or not the proxy has any voting right; (4) separate instructions to vote for or against or abstain from voting on each and every matter included in the agenda; (5) the date of issue and validity period of the proxy form; (6) the signature (or seal) of the appointing shareholder or its agent appointed in writing; if the appointing shareholder is a legal person shareholder, the proxy form shall bear the seal of the legal person, or signed by its director or an agent duly appointed by it.	Article 75 The proxy form issued by a shareholder authorizing another person to attend the general meeting shall contain the following particulars: (1) the name or entity name of the principal and the class and number of shares held in the Company; (2) the name or entity name of the proxy; (3) specific instructions from the shareholder, including voting instructions in favor of, against, or abstained from voting of each resolution included in the notice of the general meeting; (4) the date of execution and the validity period of the proxy form; (5) the signature (or seal) of the principal or of the agent appointed in writing by the principal. Where the principal is a legal person shareholder, the proxy form shall bear the seal of the legal person or be signed by its director or a duly appointed agent.
117.	Article 81 The proxy form shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting no less than 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. Where the proxy form is signed by another person authorized by the appointing shareholder, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed, together with the proxy form, at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the appointing shareholder is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.	Article 76 The proxy form shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting by means permitted by the Relevant Regulatory Rules at least twenty-four hours prior to the relevant meeting or twenty-four hours prior to the scheduled voting time for which the proxy is appointed to vote. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting.
118.	Article 85 Where the appointer has died, lost capacity to act, withdrawn the proxy or the authority under which the proxy was executed, or the relevant shares have been transferred, prior to the voting, a vote given in accordance with the terms of a proxy shall remain valid as long as the Company did not receive a written notice of any of the foregoing events before the commencement of the relevant meeting	/

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No.	Original Articles	Amended Articles
119.	Article 86 The Company shall be responsible for preparing a shareholder attendance register which will be signed by the shareholders or their proxies attending the on-site meeting. The shareholder attendance register shall set out the names of attendees present at the on-site meeting, their identification document numbers, domicile addresses, the number of voting shares held or represented by them, names of the appointers and so on.	Article 77 The Company shall be responsible for preparing a shareholder attendance register for the on-site general meeting, which shall be signed by the shareholders or their proxies attending the meeting. The shareholder attendance register shall set out the names (or names of entities) of the attendees, identification document numbers, the number of voting shares held or represented, names of the proxies (or names of entities), and other relevant matters.
120.	Article 87 The convener and the lawyers engaged by the Company shall, in accordance with the register of shareholders provided by the securities registration and clearing institution, jointly verify the legality of the identification of the shareholders, register the names of the shareholders and the number of voting shares held by such shareholders. Unless otherwise decided by the Company, registration for the meeting shall terminate before the chairman of the meeting announces the total number of shareholders and proxies present at the on-site meeting and the total number of voting shares held by them.	Article 78 The convenor and the legal advisor engaged by the Company shall, based on the register of shareholders provided by the securities registration and clearing institution, jointly verify the legality of the shareholder qualifications and register the names (or entity names) of the shareholders and the number of voting shares held. Unless otherwise determined by the Company, the registration of the meeting shall conclude before the chairman of the meeting announces the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them.
121.	/	Article 79 Where the general meeting requests directors and senior management to be present at the meeting, the directors and senior management shall be present and accept shareholders' enquiries.
122.	Article 88 Where the shareholders' meeting is considering matters in relation to a connected transaction, the shareholders who are connected persons shall not participate in the voting on such matters, and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement on the resolutions of the shareholders' meeting shall fully reveal the votes of the shareholders who are not connected persons.	Article 80 Where a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid votes. The poll result of the non-connected shareholders shall be fully disclosed in the announcement in relation to the resolutions passed at the general meeting. To the best of the Company's knowledge, if any shareholder is required to abstain from voting or may only vote for or against a matter according to the Relevant Regulatory Rules, any vote by such shareholder or his proxy in violation of the relevant rules or restrictions referred to above shall not be counted in the poll results.
123.	Article 89 When shareholders (including proxies) vote at the shareholder's shareholders' meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall have one vote, except where the cumulative voting system applies for the election of directors and supervisors as described in Article 134 of these Articles of Association. Shares of the Company held by the Company shall have no voting rights and shall not be counted in the total number of voting shares held by the present shareholders.	Article 81 When shareholders (including shareholders who appoint proxies to attend general meetings) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall have one vote, except where the cumulative voting system applies for the election of non-employee representative directors as described in Article 119 of these Articles of Association. When the general meeting considers significant matters affecting the interests of small and medium investors, votes of small and medium investors shall be counted separately. The results of separate counting shall be promptly publicly disclosed.

No.	Original Articles	Amended Articles
	The Company's board of directors, independent directors and shareholders who meet the relevant requirements may collect publicly voting rights from other shareholders of the Company. The Company shall not set a minimum shareholding limit on the collection of voting rights. Where, to the knowledge of the Company, any shareholder is required under the listing rules of the securities exchange on which the shares of the Company are listed and/or any relevant laws, rules or regulations to abstain from voting on or is restricted to vote only for or against a matter, any votes cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the voting results.	The Company's own shares held by itself shall have no voting rights and such shares shall not be counted in the total number of voting shares attending the general meeting. If a shareholder's purchase of the Company's voting shares violates the provisions of Article 63, Paragraph 1 and 2 of the Securities Law, the portion of shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted in the total number of voting shares attending the general meeting. The Company's board of directors, independent directors and shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission, may publicly solicit shareholder voting rights. The solicitation of shareholder voting rights shall fully disclose specific voting intentions and other information to the solicited parties. It is prohibited to solicit shareholder voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company does not impose minimum shareholding ratio restrictions on the solicitation of voting rights.
124.	Article 90 Except where the cumulative voting system applies, the shareholders' meetings shall vote on all proposals included in the agenda one by one, and, where more than one proposal is put forward for the same matter, such proposals shall be put to vote in the order of time in which they are put forward. Unless the shareholders' meeting is adjourned or fails to make any resolution due to force majeure or other special reasons, the meeting shall not put aside or refrain from voting on any proposal.	Article 82 Except for the cumulative voting, the general meeting shall resolve on all proposals included in the agenda one by one. Where different proposals are put forward at the general meeting for the same matter, such proposals shall be resolved on in the order of time in which they are put forward. Unless the general meeting is adjourned or fails to make any resolution due to force majeure or other special reasons, no proposal shall be delayed or fail to be put to vote for any reason.
125.	Article 91 When a proposal is considered at the shareholders' meeting, no changes shall be made to such proposal. Otherwise, such changes shall be deemed to constitute a new proposal and shall not be voted on at the current shareholders' meeting.	Article 83 When a proposal is considered at the general meeting, no changes shall be made to such proposal, and if changes are made, the proposal shall be deemed to constitute a new proposal and shall not be voted on at the current general meeting.
126.	Article 92 The same voting right shall only be exercised by ONE of the following means: (i) on-site voting, (ii) via the Internet or (iii) others. Repeated votes in respect of the same voting right will be handled according to the notice of the shareholders' meeting.	Article 84 The same voting right shall only be exercised by one of the following means: (i) on-site voting, (ii) via the Internet or (iii) others. Repeated votes in respect of the same voting right will be handled according to the notice of the general meeting.
127.	Article 93 Votes of the shareholders' meeting shall be taken by show of hands for resolutions, unless the listing rules of the stock exchange on which the Company's shares are listed and/or other relevant laws, administrative regulations and rules require otherwise or the following persons require to vote by poll before or after any vote by show of hands for resolutions: (1) the chairman of the meeting; (2) at least 2 shareholders with voting rights or their proxies; or	/

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No.	Original Articles	Amended Articles
	(3) one or several shareholders (including proxies) holding separately or in aggregate 10% or more of the shares carrying the right to vote at the meeting. Unless the listing rules of the stock exchange on which the Company's shares are listed and/or other relevant laws, administrative regulations and rules require otherwise or somebody proposes to vote by poll, the chairman of the meeting shall declare whether the proposal has been approved according to the results of the vote by show of hands, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolutions adopted at the meeting. The request for a vote by poll may be withdrawn by the person who proposed it.	
128.	Article 94 If the matter demanded to be voted upon by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matters, such poll shall be taken at a time decided by the chairman and the meeting may proceed to discuss other matters; the result of the poll shall still be regarded as a resolution passed at that meeting.	/
129.	Article 95 When a poll is taken on a proposal, shareholders (including proxies) with two or more votes are not required to cast all their votes only for or only against the proposal.	/
130.	Article 96 When the numbers of votes for and against a resolution are equal, whether the vote is taken by show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.	/
131.	Article 97 For every matter put to vote at the shareholders' meeting, shareholders attending the meeting in person or by proxy shall expressly show whether they are for or against it. Voting tickets that are incomplete, wrongly completed, illegible or not yet cast and abstention votes will not be treated as valid votes for the purpose of calculating the voting results on the matter.	Article 85 The shareholders attending the meeting shall express one of the following opinions on the proposals submitted for voting: for, against or abstention (except for resolutions subject to cumulative voting). This excludes cases where securities registration and settlement institutions, as nominee holders of the shares under Mainland China-Hong Kong Stock Connect mechanism,, declare according to the beneficiary owner's intentions. For H shares held by HKSCC Nominees Limited, the number of shares entrusted to vote at the meeting shall be taken as the number of shares with voting rights represented by HKSCC Nominees Limited to attend the meeting. The shareholders and their proxies attend the meeting shall carefully complete the ballot papers as required. Ballot papers that are not filled, incorrectly filled, illegible, or uncast shall be deemed as the voter waiving their voting rights, and the poll result of the shares held by them shall be counted as "abstention". When the Company calculates the poll results for such matters, abstention votes shall be included in the total number of votes with voting rights and participating in the voting.

No.	Original Articles	Amended Articles
132.	Article 98 Resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by a majority of the total number of voting shares held by the shareholders (including their proxies) present at the meeting. A special resolution must be passed by two thirds or more of the total number of voting shares held by the shareholders (including their proxies) present at the meeting.	Article 86 Resolution of a general meeting shall be classified to ordinary resolution or special resolution. Ordinary resolution shall be passed by votes representing a majority of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting. Special resolution shall be passed by votes representing two thirds or more of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting.
133.	Article 99 The following matters shall be resolved by way of an ordinary resolution of the shareholders' meeting: (1) work reports of the board of directors and the supervisory board; (2) plans for the distribution of profits and making up of losses drafted by the board of directors; (3) appointment and removal of members of the board of directors and members of the supervisory board not being representatives of the employees of the Company, their remuneration and manner of payment; (4) the Company's annual budget, final accounts, including balance sheets, profit statements and other financial statements; (5) matters other than those required to be resolved by way of a special resolution under the laws, administrative regulations or these Articles of Association and its appendices.	Article 87 The following matter shall be approved by an ordinary resolution at general meetings: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors, and matters concerning directors' remuneration and its payment methods; (4) matters other than those which are required by Relevant Regulatory Rules or by the Articles of Association and its annexes to be passed by special resolutions.
134.	Article 100 The following matters shall be resolved by way of a special resolution at a shareholders' meeting: (1) the increase or reduction in share capital and the issue of any class of shares, warrants or other similar securities; (2) the issue of corporate bonds of the Company; (3) the division, merger, dissolution, liquidation and change of corporate form of the Company; (4) amendment of these Articles of Association and its appendices; (5) the purchase or disposal of material assets or the provision of guarantees by the Company within a year of a value exceeding 30% of the latest audited total assets of the Company; (6) share incentive plan; and (7) any other matters required to be resolved by special resolution by the laws, administrative regulations or these Articles of Association and its appendices, and those considered by ordinary resolution at a shareholders' meeting as having a material impact on the Company and should be adopted by special resolution.	Article 88 The following matter shall be approved by a special resolution at general meetings: (1) increase or reduction in the Company's registered capital; (2) division, merger (where the consideration paid exceeds 10% of the Company's net assets), dissolution, liquidation or change of corporate form of the Company; (3) amendment to the Articles of Association and its appendices; (4) where the Company purchases or disposes of significant assets, or provides guarantees to others, with an amount exceeding 30% of the Company's latest audited total assets within one year; (5) stock incentive schemes; (6) any other matters required by Relevant Regulatory Rules or the Articles of Association and its appendices, or deemed by an ordinary resolution of the general meeting to have a material impact on the Company, and thus requiring approval by special resolutions.

No.	Original Articles	Amended Articles
135.	Article 101 A shareholders' meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his duty, the Vice-chairman of the Board (if the Company has two or more Vice-chairmen of the Board, the Vice-chairman of the Board recommended by more than half of the total directors) shall chair the meeting; if the Vice-chairman of the Board is unable or fails to perform his duty, the director recommended by more than half of the total directors shall chair the meeting. Where the shareholders' meeting is convened by the supervisory board, the meeting shall be chaired by the president of the supervisory board. Where the president of the supervisory board is unable or fails to perform his duty, the meeting shall be chaired by the vice president of the supervisory board; where the vice president of the supervisory board is unable or fails to perform his duty, the meeting shall be chaired by the supervisor recommended by more than half of all the supervisors. Where the shareholders' meeting is convened by the shareholders, the meeting shall be chaired by the person recommended by the convener. Where the chairman of a shareholders' meeting violates the rules of procedure so that the meeting is unable to continue, a new chairman of the meeting may, with the approval of a majority of the voting shareholders attending the on-site meeting, be elected by the shareholders' meeting to continue the meeting.	Article 89 A general meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his duty, the Vice-chairman of the Board (if the Company has two or more Vice-chairmen of the Board, the one recommended by a majority of the total directors) shall chair the meeting, if the Vice-chairman of the Board is unable or fails to perform his duty, the director recommended by a majority of the total directors shall chair the meeting. Where the general meeting is convened by the audit committee, the meeting shall be chaired by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duty, the meeting shall be chaired by an audit committee member recommended by a majority of all the audit committee members. Where the general meeting is convened by the shareholders, the meeting shall be chaired by the convener or his/her recommended representative. Where the chairman of the meeting violates these Rules and Procedures for General meetings so that the meeting is unable to continue, a chairman of the meeting may, with the approval of a majority of the votes from the shareholders attending the on-site meeting, be elected from and by the general meeting to continue the meeting.
136.	Article 102 The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the shareholders' meetings. Any acts interfering with or causing disturbances to the shareholders' meeting and infringing the lawful rights of the shareholders shall be stopped by appropriate measures and reported to the relevant authorities for investigation and prosecution.	Article 90 The board of directors and other convener of the Company shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking incidents and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.
137.	Article 103 The board of directors and supervisory board shall, at the annual shareholders' meeting, deliver a report on work of preceding year, and each independent director shall provide a report on his/her work.	Article 91 At the annual general meeting, the board of directors shall present a report to the general meeting on its work for the previous year and submit the annual financial report. Each independent director shall also provide a written report detailing their performance of duties over the past year.
138.	Article 104 Shareholders may make enquiries to the Company at the shareholders' meeting. The directors, supervisors and senior management shall provide explanations with respect to any queries and proposals raised by the shareholders unless they relate to the Company's business secret and shall not be disclosed at the meeting.	Article 92 Shareholders may raise suggestions or enquiries to the Company at the general meeting. Save for those involving the Company's business secrets which cannot be publicly disclosed at the general meeting, directors and senior management shall, under the premise of adhering to the principle of fair information disclosure, provide explanations and clarifications regarding shareholders' enquiries and suggestions at the general meeting.

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No.	Original Articles	Amended Articles
139.	Article 105 The chairman of the meeting shall, prior to voting, announce the total number of the shareholders and the proxies present at the meeting and the total number of the voting shares held by them, subject to registration at the meeting.	Article 93 The chairman of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration.
140.	Article 106 Prior to voting, the shareholders' meeting shall nominate two shareholders to participate in counting votes and supervising the voting. Where the shareholder has interest in the resolution to be considered, such shareholder and its proxy shall not participate in counting votes and supervising the voting. When the shareholders' meeting votes on a proposal, the lawyers, shareholders' representatives and supervisor representatives shall be jointly responsible for counting votes and supervising voting, and shall announce the voting results at the meeting. The vote results shall be recorded in the minutes of the meeting. Shareholders of the Company or their proxies who cast vote via the Internet or other means shall be entitled to examine their voting results via the corresponding voting system.	Article 94 Prior to voting, the general meeting shall nominate two shareholder representatives to participate in counting and supervising the voting. Where the matter to be considered is related to a shareholder, the relevant shareholder and proxy shall not participate in counting and supervising the voting. When the general meeting is voting, the legal advisor and shareholder representative shall be jointly responsible for vote calculation and supervision, and shall announce the poll result at the meeting. The poll results shall be recorded in the minutes of the meeting. Such a shareholder or its proxy of the Company who casts vote via Internet or other means shall be entitled to examine its poll result via the corresponding voting system.
141.	Article 107 Prior to the formal announcement of the voting result, the Company, vote counters, vote supervisors, major shareholders and Internet service providers as involved in the voting at on-site shareholders' meeting, voting through Internet and by other means shall have the obligation to keep confidential the information about the voting.	Article 95 Prior to the formal announcement of the poll result, the Company, vote counters, vote supervisors, shareholders, Internet service providers and other relevant parties involved in the voting at the on-site general meeting, voting through Internet and by other means shall bear confidential obligations regarding the voting situation.
142.	Article 108 The chairman of the meeting shall be responsible for deciding whether or not a resolution of the shareholders' meeting shall be passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.	/
143.	Article 109 If the chairman of the meeting has any doubts about the result of a resolution put to the vote, he may count the number of votes cast. If the chairman of the meeting fails to count the votes, a shareholder or proxy attending the meeting who challenges the result announced by the chairman of the meeting shall have the right to request counting of votes immediately after such announcement, in which case the chairman of the meeting shall immediately count the votes.	Article 96 If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he may have the votes counted; if the chairman of the meeting does not count the votes, and a shareholder or proxy attending the meeting objects to the result announced by the chairman of the meeting, he shall have the right to request a vote count immediately after the announcement, and the chairman of the meeting shall immediately proceed with the vote count.
144.	Article 110 If counting of votes is held at a shareholders' meeting, the result of the counting shall be recorded in the minutes of the meeting.	Article 97 If the general meeting carries out a vote count, the vote count result shall be recorded in the minutes of the meeting.

No.	Original Articles	Amended Articles
145.	Article 111 A shareholders' meeting shall keep minutes of its meetings. The Secretary to the Board shall be responsible for the minutes of the meeting which shall record the following matters: (1) time, place, agenda and name of convener of the meeting; (2) name of the chairman of the meeting and names of the directors, supervisors, general managers and other senior management present at the meeting as voting or non-voting attendees; (3) number of the shareholders and proxies present at the meeting, total number of their holding shares and the proportion of such shares in the total shares of the Company; (4) consideration procedure, main points of the presentation, and voting results with respect to each proposal; (5) inquiry, opinion or proposal of the shareholders and the relevant reply or explanation; (6) names of the lawyer, vote counter and poll watcher; and (7) other matters which shall be recorded in the minutes of the meeting according to these Articles of Association. The convener should be responsible for the authenticity, accuracy and completeness of the minutes of meetings. The attending directors, supervisors, Secretary to the Board, the convener or its agent, and the chairman of the meeting shall sign the minutes of the meeting. The minutes of the shareholders' meetings, together with the shareholders' attendance list and proxy forms, and other valid information in relation to the voting by way of the Internet or other means shall be preserved for at least 10 years.	Article 98 The general meeting shall have minutes, for which the Secretary to the Board shall be responsible. The minutes of the meeting shall record the following contents: (1) time, venue, agenda and name or entity name of the convener of the meeting; (2) name of the chairman of the meeting and the directors and senior management attending or present at the meeting; (3) number of shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion in the total shares of the Company; (4) the consideration process, key points of speeches and poll results for each proposal; (5) shareholders' enquiries or suggestions and corresponding replies or explanations; (6) names of the legal advisor, vote counters and vote supervisors; (7) other contents that shall be recorded in the minutes of the meeting in accordance with the Articles of Association. The convener shall ensure that the content of the minutes is true, accurate and complete. The directors, Secretary to the Board, convener or his representative, and the chairman of the meeting who attended or were present at the meeting shall sign the minutes of the meeting. The minutes of the general meeting shall be kept together with the attendance list of shareholders attending the meeting, proxy forms for absent shareholders, and valid data on voting by Internet or other means, for at least 10 years.
146.	Article 112 The resolutions of the shareholders' meeting shall be announced promptly, and the announcement shall state the number of the shareholders (or the proxies) present at the meeting, the number of voting shares held by them and the percentage of such shares out of the total voting shares of the Company, the method of voting, the voting result of each proposal and the detailed contents of each resolution passed.	Article 99 The resolutions of the general meeting shall be announced promptly, and the announcement shall state the number of the shareholders and their proxies attending the meeting, the total number of voting shares held by them and the percentage of such shares out of the total voting shares of the Company, the method of voting, the poll result of each proposal and the detailed content of each resolution passed.
147.	Article 113 Any proposal that is not passed at the current shareholders' meeting or any resolution passed at the previous shareholders' meeting that is altered at the current shareholders' meeting shall be specifically indicated in the announcement on the resolutions of the current shareholders' meeting.	Article 100 Where the proposals are not passed or the previous resolutions are altered in the general meeting, it shall be clearly stated in the poll results announcement of such general meeting.

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No.	Original Articles	Amended Articles
148.	Article 114 The convener shall ensure the continuity of the shareholders' meeting until the final decision is achieved. Where a shareholders' meeting is adjourned or fails to make any decision due to force majeure or other special matters, the convener shall take all necessary measures to resume the shareholders' meeting as soon as possible or directly terminate such shareholders' meeting, and an announcement to that effect shall be published immediately. Meanwhile, the convener shall report to the local branch of the securities regulatory authority of the State Council and the securities exchange of the place where the Company is located.	Article 101 The convener shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other extraordinary reasons, the convener shall take all necessary measures to resume the general meeting as soon as possible or directly terminate such general meeting, and shall announce it immediately. Meanwhile, the convener shall report to the local branch of the China Securities Regulatory Commission and the securities exchange.
149.	Article 115 In holding a shareholders' meeting, the Company shall retain lawyers to give legal opinions on the following matters, and shall make a public announcement on the same: (1) whether the procedures for convening and holding the shareholders' meeting comply with the relevant laws and administrative regulations as well as these Articles of Association; (2) whether the eligibility of the attendees and convener of the meeting is lawful and valid; (3) whether the voting procedures and results of the shareholders' meeting are lawful and valid; and (4) any legal advice on any other matters as requested by the Company.	Article 102 In respect of the holding of a general meeting, the Company shall legally engage legal advisor to attend the general meeting, to issue legal opinions on the following matters, and to publicly disclose them: (1) whether the procedures for convening and holding the meeting comply with laws, administrative regulations, and the Articles of Association; (2) whether the qualifications of the attendees and the convener of the meeting are lawful and valid; (3) whether the voting procedures and results of the meeting are lawful and valid; (4) legal opinions on other relevant issues as requested by the Company.
150.	Article 116 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within 7 days of receiving payment of reasonable charges.	/
151.	Article 117 Where the shareholders' meeting passes proposals on cash distributions, bonus shares or capitalization of capital reserves, the Company shall give effect to the detailed plan within 2 months after the conclusion of the shareholders' meeting. If any of the aforesaid proposals is a profit distribution plan, the board of directors of the Company shall complete the issue and distribution of dividends (or shares) within 2 months after the shareholders' meeting.	Article 103 Where the general meeting passes proposals on cash distributions, bonus shares or capitalization of capital reserves, the Company shall give effect to the detailed plan within 2 months after the conclusion of the general meeting. The board of directors of the Company shall complete the issue and distribution of dividends (or shares) within 2 months after formulating a specific plan based on the matters relating to the interim dividend distribution for the following year as approved at the annual general meeting.
152.	CHAPTER NINE: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	Section 2 Special Procedures for Voting by A Shareholders and H Shareholders
153.	Article 118 Shareholders who hold different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and these Articles of Association.	/

No.	Original Articles	Amended Articles
154.	Article 119 If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' meeting and by a separate shareholders' meeting convened by the affected class shareholders in accordance with Articles 121 to 125.	Article 104 If the Company proposes to change or abolish the rights of A share or H share shareholders, such proposals must be approved by the general meeting through a special resolution as stipulated in the Articles of Association, and additionally by the affected A share or H share shareholders in their respective meetings separately convened pursuant to Articles 106 to 111 of the Articles of Association.
155.	Article 120 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following circumstances: (1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; (2) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change; (3) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class; (4) a reduction or removal of the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the liquidation of the Company,; (5) To add, cancel, or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire company securities attached to shares of such type; (6) To cancel or reduce rights to receive payments payable by the Company in a particular currency attached to shares of such type; (7) To create a new type of shares with voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type; (8) To impose restrictions or add restrictions on the transfer or ownership of shares of such type;	Article 105 The following circumstances shall be deemed to constitute a change or abrogation of the rights of A shareholders or H shareholders. The board of directors shall submit such proposals to the class meetings of A shareholders or H shareholders for consideration: (1) to increase or decrease the number of shares of such type, or to increase or decrease the number of shares of a type having voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type; (2) to change all or part of the shares of such type into shares of another type, or to change all or part of the shares of another type into shares of that type, or to grant such conversion rights; (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such type; (4) to reduce or cancel preferential rights attached to shares of such type to receive dividends or to the distribution of assets in the event that the company is liquidated; (5) to add, cancel, or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire company securities attached to shares of such type; (6) to cancel or reduce rights to receive payments payable by the Company in a particular currency attached to shares of such type; (7) to create a new type of shares with voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type; (8) to impose restrictions or add restrictions on the transfer or ownership of shares of such type;

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	(9) an grant of rights to subscribe for, or convert into, shares of such class or another class; (10) an increase in the rights and privileges of shares of another class; (11) a restructuring of the Company which will cause holders of different classes of shares to bear an disproportionate burden of obligations under the restructuring; or (12) an amendment or cancellation of the provisions of this Chapter.	(9) to issue rights to subscribe for or to convert into shares of such type or another type; (10) to increase the rights or privileges of shares of another type; (11) to restructure the company in such a way that causes shareholders of different type to bear different proportionate liability during the restructuring; (12) to amend or remove the provisions of this section.
156.	Article 121 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' meetings, shall have the right to vote at class general meetings in respect of matters referred to in items (2) to (8) or (11) to (12) of Article 120, except that interested shareholders shall not have the right to vote at class general meetings. For the purposes of the preceding paragraph, the term "interested shareholders" shall refer to: (1) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with Article 32 hereof, the controlling shareholders as defined in Article 58 hereof; (2) if the Company has repurchased its own shares by an agreement outside a securities exchange in accordance with Article 32 hereof, holders of shares in relation to such agreement; or (3) under a restructuring scheme of the Company, shareholders within a class who bear less than a proportionate liability of other shareholders of the same class, or shareholders who have an interest different from the interest of other shareholders of the same class. Where the Company has knowledge that any class shareholder is required under the listing rules of securities exchanges on which the shares of the Company are listed and/or any relevant laws, rules or regulations to abstain from voting on or is restricted to vote only for or only against a certain matter, any votes cast by or on behalf of such class shareholder in violation of such requirement or restriction shall not be counted in the voting results.	Article 106 As far as any matter relating to sub-paragraphs (2) to (8), (11) to (12) of Article 105 of these Articles of Association, the affected A share or H share shareholders, whether or not such shareholders originally have the right to vote at general meetings, shall have the right to vote at the separate meetings of A shareholders or H shareholders. However, interested shareholders shall not be entitled to vote at such meetings. For the purposes of the preceding paragraph, the term "interested shareholders" shall refer to: (1) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a securities exchange, the controlling shareholders as defined in the Relevant Regulatory Rules; (2) if the Company has repurchased its own shares by an agreement outside a securities exchange, holders of shares in relation to such agreement; or (3) under a restructuring scheme of the Company, shareholders within a class who bear less than a proportionate liability of other shareholders of the same class, or shareholders who have an interest different from the interest of other shareholders of the same class. Where the Company has knowledge that any A shareholder or H shareholder is required under the Relevant Regulatory Rules to abstain from voting on or is restricted to vote only for or only against a certain matter, any votes cast by or on behalf of such class shareholder in violation of such requirement or restriction shall not be counted in the voting results.
157.	Article 122 Resolutions of a class general meeting may be passed only by two thirds or more of the voting rights of that class represented at the meeting in accordance with Article 121 hereof.	Article 107 Resolutions of the separate meeting of A shareholders or H shareholders shall be passed by votes representing two-thirds or more of the voting rights of shareholders of the relevant A shareholders or H shareholders attending the meeting.

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158.	Article 123 When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting, informing all the shareholders whose names appear on the register of shareholders of such class of the matters to be considered at the meeting as well as the date and venue of the meeting. In the notice of meeting given to the class shareholders, the board of directors shall advise the shareholders who intend to attend the meeting to deliver a written reply to the Company 20 days prior to the date of the meeting,. If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is a majority of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.	Article 108 When the Company is to hold a class meeting of A shareholders or H shareholders, it shall issue a written notice in accordance with the notice period requirements for holding a general meeting stipulated in Article 64 hereof, informing all the shareholders whose names appear on the register of shareholders of such class of the matters to be considered at the meeting as well as the date and venue of the meeting.
159.	Article 124 The notice of a class meeting shall only be delivered to the shareholders entitled to vote at the meeting. A class meeting shall be held under procedures as similar as possible to a shareholders' meeting. The provisions of these Articles of Associations which relate to the convening of shareholders' meetings shall apply to class meetings.	Article 109 The notice of a separate meeting of A shareholders or H shareholders shall only be delivered to the shareholders entitled to vote at the meeting. A class meeting of A shareholders or H shareholders shall be held under procedures as similar as possible to a general meeting. The provisions of these Articles of Associations which relate to the convening of general meetings shall apply to separate meetings of A shareholders or H shareholders.
160.	Article 125 In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares shall be deemed as shareholders of different classes. The special procedures for voting by class shareholders shall not apply: (1) where the Company issues, upon approval by way of a special resolution of the shareholders' meeting, either separately or concurrently every 12 months, not more than 20% of each of the issued and outstanding domestic shares and overseas-listed foreign shares; or (2) where the plan for issuance of domestic shares and overseas-listed foreign shares upon the establishment of the Company is completed within 15 months of being approved by competent securities regulatory authorities under the State Council.	Article 110 Upon approval by a special resolution of the general meeting, the Company can issue A shares or H shares separately or simultaneously within 12 months, provided that the number of A shares and H shares to be issued does not exceed 20% of the number of the issued shares of A shares and H shares. Such issuance shall not be subject to the approval by the A shareholders or H shareholders at their respective shareholders meeting by special resolution

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161.	CHAPTER TEN: BOARD OF DIRECTORS	CHAPTER SIX: BOARD OF DIRECTORS
162.	Article 126 The Company shall establish a board of directors. The board of directors shall be composed of 9-11 directors. The board of directors shall have a Chairman of the Board and may have one or two Vice-chairmen of the Board. Directors can also act as senior management, however, the number of directors who also act as senior management shall not exceed half of the total number of directors of the Company.	Article 111 The Company shall establish a board of directors. The board of directors shall be composed of 9-11 directors, among whom there shall be independent directors who represent one third or more of the total number of directors and whose number shall be no less than three, and at least one director who is an employee representative. Among the independent directors, there shall be at least one accounting professional who meets the requirements of the Relevant Regulatory Rules. The Company shall have a chairman of the board and may have one or two Vice-chairmen of the Board. The Chairman of the Board and Vice-chairman of the Board shall be elected and dismissed by a majority of all of the directors. The term of office of the Chairman of the Board and Vice-chairman of the Board shall be 3 years. The Chairman of the Board and Vice-chairman of the Board may serve consecutive terms if re-elected upon the expiration of their original terms. Directors (excluding those serving on the audit committee of the board of directors) can also act as senior management, however, the total number of directors who also act as senior management and directors who are employee representatives shall not exceed half of the total number of directors of the Company.
163.	Article 127 The board of directors shall draw up the Rules of Procedure for the Board in order to ensure that the board of directors implement the resolutions of the shareholders' meeting, improve work efficiency and ensure scientific decision-making.	Article 112 The board of directors shall draw up the Rules of Procedure for the Board in order to ensure that the board of directors implement the resolutions of the general meeting, improve work efficiency and ensure scientific decision-making.
164.	Article 128 Directors shall be elected at the shareholders' meeting and each session of board of directors has a term of 3 years. The term of office of a director shall start on the date when he/she takes office and end upon the expiry of the term of the present session of the board of directors. At the expiry of the term of office of a director, the term is renewable upon re-election. However, the term of office of an independent director shall be limited to a maximum of six years. Newly appointed directors and supervisors should assume their office immediately after the close of the relevant shareholders' meeting, or at such time as specified in the resolution of the relevant shareholders' meeting. If the term of office of a director expires but re-election is not made in a timely manner, the said director shall continue to perform the duties as director pursuant to the laws, administrative regulations, rules of competent authorities and these Articles of Association until the elected director assumes his office. The shareholders' meeting may dismiss a director from his position prior to the expiry of his term of office. The shareholders' meeting may, subject to the provisions of the relevant laws and administrative regulations, dismiss a director whose term of office has not yet expired by an ordinary resolution (without prejudice to any potential claim which may be raised under any contract). In the event that a director fails to attend in person or appoint other directors to attend on his behalf the Board meeting for 2 consecutive times, such director shall be deemed to have failed to perform his duties and the board of directors shall propose to the shareholders' meeting to have such directors dismissed.	Article 113 Directors that are not appointed as employee representatives shall be elected by the general meeting, while directors appointed as employee representatives shall be democratically elected by the employees of the Company through an employee representative meeting, an employee meeting or other democratic forms. Each session of the board of directors has a term of 3 years. The term of office of a director shall commence on the date when he/she takes office and end upon the expiry of the term of the present session of the board of directors. At the expiry of the term of office of a director, the term is renewable upon re-election. However, the term of office of an independent director shall be limited to a maximum of 6 years. A person who has served as an independent director of the Company for a consecutive period of 6 years shall not be nominated as a candidate for independent director of the Company within 36 months from the date of such event. Newly appointed directors should assume their office immediately after the close of the relevant general meeting or employee representative meeting, employee meeting or other forms of democratic meetings, or at such time as specified in the resolution of the relevant general meeting or employee representative meeting, employee meeting or other forms of democratic meetings. If the term of office of a director expires but re-election is not made in a timely manner, the said director shall continue to perform the duties as director pursuant to the relevant regulatory rules and these Articles of Association until the elected director assumes his office.

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	In the event that an independent director fails attend the Board meetings in person for 3 consecutive times, the board of directors may propose to the shareholders' meeting to have such independent directors dismissed. Except for the above-mentioned situation and such circumstances as stipulated in the Company Law in which a person shall not act as a director, an independent director shall not be dismissed without reason before expiry of his term of office. Where an independent director is dismissed before expiry of his term of office, the Company shall disclose such dismissal as a matter of special disclosure. A dismissed independent director who considers the reason for his dismissal as improper may make a public statement. The Chairman and Vice-chairman of the Board shall be elected and dismissed by more than half of all of the directors. The term of office of the Chairman and Vice-chairman of the Board shall be 3 years. The Chairman and Vice-chairman of the Board may serve consecutive terms if re-elected upon the expiration of their original terms. A director does not have to be a shareholder of the Company.	The general meeting may dismiss a director from his position prior to the expiry of his term of office. The general meeting may, subject to the provisions of the relevant regulatory rules, dismiss a director whose term of office has not yet expired by an ordinary resolution, which shall take effect on the date of its adoption. Where a director is dismissed before the expiry of his term of office without due cause, the director may request compensation from the Company. Where an independent director is dismissed before the expiry of his term of office, the Company shall promptly disclose the specific reasons and basis. If an independent director has any objection, the Company shall disclose it in a timely manner. In the event that an independent director fails to attend in person or appoint other independent directors to attend on his behalf the Board meeting for 2 consecutive times, the board of directors shall propose to hold a general meeting to dismiss such independent director within 30 days from the date of such event; in the event that other directors fail to attend in person or appoint other directors to attend on their behalf the Board meeting for 2 consecutive times, such director shall be deemed to have failed to perform his duties and the board of directors shall propose to the general meeting to have such directors replaced. "Attend in person" includes attending the meeting physically or by telecommunication means. A director does not have to be a shareholder of the Company.
165.	Article 129 A director may resign before the expiry of his term of office. To resign, a director should submit a written resignation to the board of directors. If the membership of the board of directors falls below the quorum as a result of the resignation of a director, the original director shall, before the re-elected director takes his office, perform the duties as director in accordance with the laws, administrative regulations, departmental rules and the provisions of these Articles of Association.	Article 114 A director may resign before the expiry of his term of office. To resign, a director should submit a written resignation to the Company. An independent director must explain in the resignation report any circumstances related to his resignation or which he deems necessary to draw the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the independent director's resignation and the matters of concern. The Company will disclose relevant information within 2 trading days.

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	Notwithstanding the foregoing, the resignation of the directors shall take effect upon service of the written resignation upon the board of directors.	The resignation of a director shall take effect from the date the Company receives the notice, unless otherwise stipulated by relevant regulatory rules and these Articles of Association. If a director's resignation results in the following circumstances, the original director shall continue to perform his duties in accordance with relevant regulatory rules and these Articles of Association until the re-elected director takes office: (1) the term of office of a director expires and no timely re-election is made, or a director's resignation during his term of office causes the number of members of the board of directors to fall below the statutory minimum; (2) an independent director's resignation causes the proportion of independent directors in the Company's board of directors or its special committees to not comply with relevant regulatory rules or these Articles of Association, or there is a lack of accounting professionals among independent directors; (3) an audit committee member's resignation causes the number of audit committee members to fall below the statutory minimum, or there is a lack of an accounting professional to serve as the convener. The Company shall complete the by-election within 60 days from the date a director submits his resignation to ensure that the composition of the board of directors and its special committees complies with relevant regulatory rules and these Articles of Association.
166.	/	Article 115 Independent directors shall, in accordance with Relevant Regulatory Rules and these Articles of Association, diligently perform their duties, play a role in decision-making, supervision and checks and balances, and professional consulting in the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.
167.	/	Article 116 Independent directors must maintain independence and shall not have, directly or indirectly, any interest in the Company, its major shareholders, or de facto controllers, nor any other relationship that may affect their ability to make independent and objective judgments. The qualifications of independent directors shall comply with the Relevant Regulatory Rules. Independent directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, de facto controllers, or any other entities or individuals. The Company shall establish the working rules of independent directors, which shall specifically set out the qualifications, nomination, election and replacement, duties and rights, and performance guarantees of independent directors. Such system shall be implemented after submission to and approval by the board of directors.

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168.	Article 130 To act as an independent director, a person shall meet the following basic requirements: (1) to be qualified to be a director of the Company under the laws, administrative regulations and other relevant provisions; (2) to possess basic knowledge of the operation of a listed company, to be familiar with the relevant laws, administrative regulations, rules and bylaws of competent authorities; (3) to possess 5 years or more of experience in law or economy or other areas of practice as required for performing the duties of an independent director; (4) to meet the independence and other requirements stipulated by the laws, administrative regulations, rules of the competent authorities and these Articles of Association.	/
169.	Article 131 The list of candidates for directorship shall be submitted to the shareholders' meeting by way of a proposal, and shall be adopted by an ordinary resolution. A written notice of the intention to nominate a candidate for directorship and the candidate's expression of his willingness to accept the nomination shall be sent to the Company no later than 10 days prior to the date of the shareholders' meeting, and the period granted by the Company for lodging the above notice and documents by the relevant nominator(s) and the relevant candidate(s) shall not be less than 10 days (such period shall commence from the date immediately following the date of issue of the notice of the shareholders' meeting). The nominator shall fully understand the occupation, academic qualifications, position, detailed work experience and part-time work, etc. of the candidates, and shall also be responsible for providing the Company with the documentary proof of such particulars. Of the above, the nominator of an independent director shall state, in its notice of nomination to the Company, his opinions on the nominee's qualifications and independence to act as an independent director. The nominator shall also enclose a written document evidencing the nominee's willingness to be nominated. The nominee for independent directorship shall make a public announcement that there is no relationship between the Company and the nominee which may affect his independent judgement.	Article 117 The list of candidates for other directors other than employee representative directors shall be submitted to the general meeting by way of a proposal, and shall be adopted by an ordinary resolution. The Company shall, prior to the date of the general meeting, disclose the detailed particulars of the candidates for directorship (including their resumes and basic particulars). Candidates for directors other than employee representative directors may be nominated by the Company's board of directors, the audit committee, or shareholders holding, individually or jointly, 1% or more of the Company's issued shares, and shall be submitted for election at the general meeting by a proposal. Investor protection institutions established in accordance with law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf. The aforementioned nominators shall not nominate any person who has a conflict of interest with them or any person closely related to them in a manner that may affect the independent performance of duties as an independent director.

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170.	The Company shall, prior to the date of the shareholders' meeting, disclose the detailed particulars of the candidates for directorship (including their resumes and basic particulars) to ensure that the shareholders have sufficient information on the nominees at the time of voting. Before a shareholders' meeting is convened to elect independent directors, the board of directors of the Company shall also disclose the information as described in the preceding paragraph in relation to the potential independent director.	Article 118 Prior to the election of candidates for directors other than employee representative directors, the following procedures shall be observed: (1) The nominator shall obtain the consent of the nominee before nomination, fully understand the occupation, academic qualifications, position, detailed work experience, all part-time work, any adverse records such as major dishonesty etc. of the candidates, and shall also be responsible for providing the Company with the documentary proof of such particulars. Where the nominee is a candidate for independent director, the nominator shall also prudently verify whether the nominee meets the qualifications and conditions for office, has the capability to perform the duties, and whether there exist any circumstances affecting his/her independence. The relevant director candidates shall provide written undertakings to the Company, agreeing to accept the nomination, affirming that the information of the candidates disclosed to the public is true and complete, and undertaking to faithfully perform their duties as a director if elected. (2) Where the nominee is a candidate for independent director, the nominator shall also express opinions on whether the nominee meets the independence requirements and other conditions for serving as an independent director. The nominee shall publicly declare that he/she meets the independence requirements and other conditions for serving as an independent director. Both the nominator and the nominee shall submit statements and undertakings in compliance with the Relevant Regulatory Rules. (3) The nomination committee under the board of directors of the Company shall review the qualifications of the nominee and provide clear review opinions. (4) If the nomination occurs prior to the holding of a Board Meeting, the written materials regarding the nominee referred to in paragraphs (1), (2), and (3) of this Article shall be disclosed together with the resolution of the board of directors or the notice of the general meeting. (5) If a shareholder holding, individually and jointly, 1% or more of the Company's shares submits a proposal to elect other directors other than employee representative directors prior to the general meeting, the written notice of the intention to nominate a director candidate, the consent of the nominee, and the written materials and undertakings referred to in paragraphs (1) and (2) of this Article shall be submitted to the Company no later than 10 days before the general meeting. The period granted to the nominator for submission of such notice and materials shall not be less than 10 days (such period shall commence from the date immediately following the date of issue of the notice of the general meeting).

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		(6) At the latest, when issuing the notice of the general meeting for the election of independent directors, the Company shall disclose the relevant information in accordance with paragraphs (1), (2), and (3) of this Article, and submit all materials relating to the independent director candidates to the domestic stock exchange where the Company's shares are listed. If the board of directors has any objections regarding the nominee, the board of directors's written opinions shall also be submitted simultaneously. (7) The board of directors, independent director candidates, and nominators of independent directors shall truthfully respond to enquiries from the domestic stock exchange where the Company's shares are listed within the prescribed timeframe and provide supplementary materials as required. When holding the general meeting for the election of independent directors, the board of directors shall explain whether any independent director candidate has been objected to by the domestic stock exchange where the Company's shares are listed. Candidates for independent directors objected to by the domestic stock exchange where the Company's shares are listed shall not be submitted for election at the general meeting. If a proposal has already been submitted to the general meeting for consideration, such proposal shall be withdrawn.
171.	Article 132 The candidates for independent directorship may be nominated by the board of directors, the supervisory board, or one or more shareholders holding separately or in aggregate 1% or more of the issued shares of the Company. The candidates for the remaining directorship shall be nominated by the board of directors, the supervisory board, or one or several shareholders holding separately or in aggregate 3% or more of the issued shares of the Company.	
172.	Article 133 When issuing notice of shareholders' meeting where independent directors are to be elected, the Company shall submit the relevant information of all nominees to the domestic stock exchange on which the Company's shares are listed. The written opinions of the board of directors shall be submitted at the same time in case the board of directors has any dispute as to the particulars of the nominee. If the domestic stock exchange on which the Company's shares are listed objects to the nomination of any nominee, this nominee may not be included as a candidate for independent director. In holding a shareholders' meeting to elect independent directors, the Company's board of directors shall specify if the domestic stock exchange on which the Company's shares are listed has any dispute as to the candidates for independent directors.	

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173.	Article 134 When voting on the election of directors and supervisors at a shareholders' meeting, a cumulative voting system shall be adopted in accordance with the then current laws and regulations. In the event of any inconsistency between the applicable regulations promulgated by the regulatory authorities and the provisions of these Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting system without violation of applicable laws and regulations. A cumulative voting system means that, in the election of directors at the shareholders' meeting, the voting rights that each share carries shall equal the number of the directors to be elected and a shareholder may apply all his voting rights towards one candidate. The details of the cumulative voting system are as follows: (1) where the number of directors to be elected is two or more, the cumulative voting system shall be adopted; (2) where cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same voting rights as the number of directors to be elected; (3) the notice of a shareholders' meeting shall notify the shareholders that a cumulative voting system will be adopted for the election of directors. Before the election of directorship is put to the vote, the chairman of the shareholders' meeting shall expressly tell the shareholders present at the meeting that a cumulative voting system will be adopted for the election of directors. The board of directors shall paper ballots suitable for adopting the system of cumulative voting. The Secretary to the Board shall describe and explain how the cumulative voting system works, how the ballots are to be filled and how the votes will be counted; (4) where the election for directors is put to the vote of the shareholders' meeting, a shareholder may exercise his voting rights by splitting his votes evenly and giving each of the candidates votes equal to the number of shares he holds; or by concentrating all his votes on one candidate and giving such candidate all the votes equal to the number of directors to be elected carried by each share he holds; or by directing a proportion of his votes carried by the shares he holds towards each of several candidates; (5) when a shareholder concentrates all of his votes represented by the shares he holds on one or several of the candidates for directorship, the shareholder shall have no right to vote for any other candidate;	Article 119 Cumulative voting system shall be adopted for the election of two or more directors other than employee representative directors at the general meeting. A cumulative voting system means that, in the election of other directors other than employee representative directors at the general meeting, the voting rights that each share carries shall equal the number of the directors to be elected and a shareholder may apply all his voting rights towards one candidate. The detailed implementation rules of the cumulative voting system shall be specified in the Rules of Procedure for General Meetings. In the event of any inconsistency between the Relevant Regulatory Rules and the provisions of these Articles of Association regarding cumulative voting system, the board of directors may decide to adopt an appropriate cumulative voting system without violation of the Relevant Regulatory Rules.

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	(6) where the total number of votes cast by a shareholder for one or several of the candidates is in excess of the number of votes carried by the total number of shares held by the shareholder, the votes cast by the shareholder shall be null and void and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast by a shareholder for one or several of the candidates is less than the number of votes carried by the total number of shares held by the shareholders, the votes cast by the shareholders shall be valid, and the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to be a waiver by the shareholder of his voting rights; (7) where the number of votes won by a candidate exceeds half of the total voting shares (on a non-cumulative basis) represented by the shareholders present at the shareholders' meeting, the candidate shall be preliminarily elected. Where the number of candidates preliminarily elected at the shareholders' meeting exceeds the total number of directors to be elected, those candidates with the highest number of votes shall be elected as directors. If the number of preliminarily elected directors is less than the number of directors to be elected, a new round of voting shall be carried out for the number of directorship vacancies until all vacancies are filled; (8) where a new round of voting is carried out according to the provisions of paragraph (7) of this Article at the shareholders' meeting, the number of votes to which the shareholders are entitled in the cumulative voting shall be reset according to the number of directors to be elected in the new round of voting. The Company may elect its supervisors through the cumulative voting system by reference to the procedures set forth above.	

No.	Original Articles	Amended Articles
174.	Article 135 The board of directors shall be accountable to the shareholder's general meeting and shall exercise the following functions and powers: (1) to be responsible for convening shareholders' general meetings and to report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meeting; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plans (including plans for distribution of final dividends) and plans for loss recovery; (6) to formulate the debt and financial policies of the Company, the proposals for the increase or reduction of the Company's registered capital and for the issue and listing of corporate bonds, any kind of securities, warrants or other similar securities or proposals for the repurchase of the Company's shares; (7) to formulate plans for material acquisition, acquisition of the Company's shares, merger, division, dissolution of the Company or change of corporate form of the Company; (8) to determine the external investment, purchase or sale of assets, mortgage of assets, entrusted wealth management, connected transactions and other matters of the Company within the scope of authority granted by the shareholders' meeting; (9) to decide on the setup of the Company's internal management structure; (10) to decide on the Company's risk management system, internal control system and legal compliance management system; to carry out overall monitoring and appraisal of the Company's risk management, internal control and legal compliance management systems and their effective implementation; (11) to appoint or remove the Company's general manager and to appoint or remove the deputy general manager and chief financial officer and general legal counsel of the Company based on the nomination of general manager; to appoint or remove the Secretary to the Board; and to decide on their remuneration; (12) to appoint or replace members of the board of directors and the supervisory board of any wholly owned subsidiary of the Company;	Article 120 The board of directors shall exercise the following functions and powers: (1) to be responsible for convening general meetings and to report its work to the general meeting; (2) to implement the resolutions of the general meeting; (3) to determine the Company's development strategy and five-year development plan; (4) to determine the Company's business plans and investment proposals; (5) to determine the Company's periodic reports (including financial reports); (6) to formulate the Company's profit distribution plans (including plans for distribution of final dividends) and plans for loss recovery; (7) to formulate the debt and financial policies of the Company, the proposals for the increase or reduction of the Company's registered capital and for the issue and listing of corporate bonds, any type of shares, warrants, corporate bonds convertible into shares or other similar securities and, within the scope provided in the Articles of Association or authorized by the general meeting, to determine the issuance of new shares, corporate bonds, or corporate bonds convertible into shares; (8) to formulate plans for material acquisition, acquisition of the Company's shares, merger, division, dissolution of the Company or change of corporate form of the Company, and to determine mergers where the consideration payable by the Company does not exceed 10% of the Company's net assets; (9) to determine the repurchase of the Company's A shares for reasons set out in Article 30(3), (5) and (6) of the Articles of Association, or to determine the repurchase of the Company's H shares pursuant to authorization of the general meeting; (10) to determine the external investment, purchase or sale of assets, mortgage of assets, entrusted wealth management, connected transactions, external donation and other matters of the Company within the scope of authority granted by the general meeting; (11) to decide on the setup of the Company's internal management structure; (12) to decide on the Company's risk management system, internal control system and legal compliance management system; to carry out overall monitoring and appraisal of the Company's risk management, internal control and legal compliance management systems and their effective implementation;

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

No.	Original Articles	Amended Articles
	(13) to decide on the setup of the Company's branches; (14) to formulate the Company's basic management system; (15) to formulate proposals for amendment of these Articles of Association and its appendices; (16) to consider external guarantees of the Company in accordance with laws, regulations and the provisions of these Articles of Association; (17) to manage the disclosure of information of the Company; (18) to propose the engagement or replacement of the accounting firm serving as the auditor of the Company to the shareholders' meeting; (19) to hear the general manager's work reports and inspect the performance of the general manager; (20) to exercise any other powers conferred by the laws, administrative regulations, rules of the competent authorities or these Articles of Association and its appendices or granted by the shareholders' meeting. Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (15) of this Article which shall be passed by the affirmative votes of two thirds or more of all the directors, resolutions in respect of all other matters may be passed by the affirmative votes of a majority of the directors (matters specified in sub-paragraph (16) should be approved by two thirds or more of the directors attending the meeting). The board of directors of the Company shall set up special committees such as the Audit Committee, Strategy Committee, and Remuneration Committee. The special committees are responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and within the authorization of the board of directors, with their proposals submitted to the board of directors for consideration and approval. The special committees shall be composed of directors, among which, independent directors shall constitute the majority of the members of the Audit Committee and Remuneration Committee and serve as the convener, while the convener of the Audit Committee shall be an accounting professional. The board of directors is responsible for formulating the work procedures and regulating the operation of the special committees. The Company shall not provide any guarantee for personal indebtedness.	(13) to appoint or remove the Company's general manager and to appoint or remove the deputy general manager, chief financial officer and general legal counsel of the Company based on the nomination of general manager; to appoint or remove the Secretary to the Board; and to decide on their remuneration; (14) to appoint or replace members of the board of directors of any wholly owned subsidiary of the Company; (15) to decide on the setup of the Company's branch entities; (16) to formulate the Company's basic management system; (17) to formulate proposals for amendment of these Articles of Association and its appendices; (18) to consider external guarantees and financial assistance of the Company in accordance with the Relevant Regulatory Rules, and the provisions of these Articles of Association and its appendices; (19) to manage the disclosure of information of the Company; (20) to propose the engagement or replacement of the accounting firm serving as the auditor of the Company to the general meeting; (21) to hear the general manager's work reports and inspect the performance of the general manager; (22) to consider matters relating to the Company's voluntary changes in accounting policies, changes in accounting estimates, and material asset impairments; (23) to exercise any other powers conferred by the Relevant Regulatory Rules, these Articles of Association and its appendices or granted by the general meeting. Other than the board of directors' resolutions in respect of the matters specified in item (6), (7) and (16) of this Article which shall be passed by the affirmative votes of two thirds or more of all the directors, resolutions in respect of all other matters may be passed by the affirmative votes of a majority of the directors (matters specified in item (17) should be approved by two thirds or more of the directors attending the meeting). Matters that, under the Relevant Regulatory Rules, are required to be determined by the general meeting shall remain subject to resolutions of the general meeting. The Company shall not provide any guarantee for personal indebtedness.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
175.	Article 136 Upon the unanimous consent of the board of directors, the above-mentioned functions and powers of the board of directors may be delegated to one or several directors provided that any matter involving the material interest of the Company shall be decided by the board of directors collectively. The delegation of the board of directors shall be specific and concrete in contents.	Article 121 The board of directors may, in accordance with the provisions of the Relevant Regulatory Rules and the actual needs of the Company, authorise the Chairman of the Board, one or more directors, the general manager or other relevant parties to exercise part of the powers mentioned in the preceding article within certain conditions and scope. However, all statutory powers of the board of directors, as well as matters involving the significant interests of the Company that require collective decision-making by the board of directors or submission to the general meeting for decision, shall not be delegated. The Company shall formulate an authorisation management system for the board of directors, which shall stipulate specific matters such as the basic scope, procedures, supervision, amendments and responsibilities regarding authorisation by the board of directors, for implementation upon approval by the board of directors.
176.	Article 137 When making resolutions on significant matters such as direction of reform and development, major goals and objectives and key work arrangements of the Company, the board of directors should first seek advice from the Party organization. When the board of directors proposes to engage a senior management of the Company, the Party organization shall consider and provide their opinions and suggestions on the candidates nominated by the board of directors or the general manager, or recommend candidates to the board of directors or the general manager. If any matter considered by the board of directors involves legal issues, the general legal counsel shall be present and provide legal advice.	Article 122 Where matters to be resolved by the board of directors involve significant issues such as the Company's reform and development direction, major objectives and tasks, and key work arrangements, the opinions of the Party organisation shall be sought in advance. When the board of directors appoints the senior management of the Company, the Party organisation shall deliberate on the candidates nominated by the board of directors or the general manager and provide opinions and suggestions, or recommend candidates to the board of directors and the general manager for nomination. The general counsel shall present at Board meetings and provide legal opinions if the matters to be considered by the board of directors involve legal issues.
177.	Article 138 The board of directors shall determine the extent of authority for external investments, purchase or sale of assets, mortgage of assets, external guarantees, entrusted wealth management and connected transactions of the Company, which shall be clearly provided in the Rules of Procedure for the Board, and establish strict procedures for examination and decision-making in respect of the aforesaid matters. For major investment projects, it shall organize the relevant experts and professionals to conduct assessment of such project and submit the same to the shareholders' meeting for approval.	Article 123 The board of directors shall determine the authority for external investments, acquisition and disposal of assets, asset mortgages, external guarantees, financial assistance, entrusted wealth management, connected transactions, and external donations, and shall clearly specify such authority in the Rules of Procedure for the Board, establish stringent review and decision-making procedures; and major investment projects shall be subject to review by relevant experts and professionals and be submitted to the general meeting for approval.
178.	Article 139 The board of directors of the Company shall explain to the shareholders' meeting on the non-standard auditor's opinions issued by certified public accountants on the Company's financial reports.	Article 124 The board of directors of the Company shall provide an explanation to the general meeting regarding any non-standard audit opinion issued by the certified public accountants on the Company's financial report.

No.	Original Articles	Amended Articles
179.	/	Article 125 The board of directors of the Company shall establish special committees such as the audit committee, nomination committee, remuneration committee, and strategy committee. It may also, in accordance with the Relevant Regulatory Rules as amended from time to time and the actual needs of the Company, establish other special committees to research professional matters and propose opinions and suggestions for the board of directors's decision-making reference. The audit committee of the board of directors shall exercise the powers of the supervisory committee as stipulated in the Company Law. All members of the special committees shall be directors, with a typical term of three years. The term of office for committee members shall be consistent with the term of office for directors. Among the others: (1) The audit committee shall comprise at least three members, with independent non-executive directors forming a majority. It shall have one chairman, who shall be an independent non-executive director designated by the board of directors. All members of the audit committee must be directors not holding any senior management position in the Company, and the chairman shall be an independent non-executive director possessing accounting or relevant financial management expertise as required by the Relevant Regulatory Rules. (2) The nomination committee and the remuneration committee shall each comprise at least three members, with independent non-executive directors forming a majority. Each committee shall have one chairman, who shall be an independent non-executive director designated by the board of directors. (3) The strategy committee shall comprise at least five directors. It shall have one chairman and may have one vice-chairman. Both the chairman and the vice-chairman shall be members designated by the board of directors.

No.	Original Articles	Amended Articles
180.	/	Article 126 The special committees shall be accountable to the board of directors and shall perform their duties in accordance with these Articles of Association and the authorisation of the board of directors. Proposals shall be submitted to the board of directors for consideration and decision unless otherwise stipulated by Relevant Regulatory Rules or these Articles of Association. The primary responsibilities of each specialised committee include providing opinions and suggestions to the board of directors on the following matters and undertaking other duties prescribed by Relevant Regulatory Rules or authorised by the board of directors: (1) The audit committee is primarily responsible for reviewing the Company's financial information and its disclosures, supervising and assessing internal and external audit activities as well as internal controls, examining the Company's financial affairs in accordance with the law, supervising the compliance of directors and senior management in performing their duties, and other responsibilities stipulated in these Articles of Association and its appendices, so as to safeguard the lawful interests of the Company and its shareholders. (2) The nomination committee is primarily responsible for establishing criteria and procedures for the selection of directors and senior management, selecting and reviewing the qualifications of candidates for directors and senior management, and evaluating the performance of the board of directors, and other related matters. (3) The remuneration committee is primarily responsible for formulating criteria for assessing directors and senior management and conducting such assessments, developing and reviewing remuneration policies and schemes for directors and senior management, including mechanisms for remuneration decisions, decision-making procedures, payment arrangements, suspension of payments, and recovery provisions. (4) The strategy committee is primarily responsible for studying and formulating the Company's development strategies, major investment schemes, significant investment projects, and other material matters affecting the Company's development, as well as reviewing the implementation of such matters. The Company shall establish the rules of procedures for special committees to define matters such as the composition of committee members, terms of office, scope of responsibilities, meeting procedures, and record-keeping. The operation of the special committees shall be standardised and implemented upon approval by the board of directors.

No.	Original Articles	Amended Articles
181.	Article 140 An independent director shall have the following special functions and powers in addition to those conferred on directors by the Company Law, other relevant laws, administrative regulations and these Articles of Association: (1) any substantial connected transaction which is required to be considered by the board of directors or the shareholders' meeting (in accordance with the regulations promulgated by relevant regulatory authorities from time to time) shall first be approved by more than half of the independent directors before being submitted to the board of directors for discussion. Any resolution made by the board of directors on the connected transactions of the Company shall not be effective unless it is approved by all the independent directors. Before making any decision, the independent directors may engage an independent financial advisor to issue a financial advisor's report as the basis for its decision; (2) to propose to the board of directors in respect of the engagement or dismissal of an accounting firm; (3) two or more than half of the independent directors may propose to the board of directors for convening an extraordinary shareholders' meeting; (4) to propose the holding of a Board meeting; (5) to independently engage external auditors and consultants; (6) to publicly solicit voting rights from shareholders before a shareholders' meeting is held. To exercise the above-mentioned functions and powers (except for items (1) and (3)), an independent director shall obtain the consent of more than half of the independent directors. If any of the above-mentioned proposals is not adopted or any of the above-mentioned functions and powers cannot be normally exercised, the Company shall disclose the relevant information.	Article 127 In addition to the powers conferred on directors under the Company Law, other Relevant Regulatory Rules, and these Articles of Association, independent non-executive directors shall also exercise the following special powers: (1) Independently engage intermediary institutions to conduct audits, consultations, or verification on specific matters of the Company; (2) Propose to the board of directors the holding of an extraordinary general meeting; (3) Propose the holding of a Board meeting; (4) Lawfully solicit shareholder rights from shareholders; (5) Express independent opinions on matters that may harm the interests of the Company or minority shareholders; (6) Exercise other powers stipulated by Relevant Regulatory Rules and these Articles of Association. The Company shall establish a mechanism for special meetings of independent non-executive directors. Connected transactions and other matters to be considered by the board of directors shall be preliminarily approved by the special meetings of independent non-executive directors. The exercise of powers specified in items (1) to (3) of the foregoing paragraph by independent non-executive directors shall be subject to consideration and approval by the special meetings of independent non-executive directors. The Company shall disclose information in a timely manner regarding the exercise of powers specified in the first paragraph by independent non-executive directors. If such powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

No.	Original Articles	Amended Articles
182.	Article 141 In addition to the functions and powers mentioned in the preceding Article, an independent director should also give independent opinions to the board of directors or the shareholders' meeting on the following matters: (1) nomination, appointment or dismissal of directors; (2) appointment or dismissal of senior management; (3) remuneration of the directors and senior management of the Company; (4) borrowings or other funding transactions between the shareholders, <i>de facto</i> controller of the Company and their connected parties and the Company, the aggregate amount of which reaches the threshold for connected transactions subject to the approval of the board of directors or the shareholders' meeting (such threshold as set forth in the regulations promulgated by the relevant regulatory authorities from time to time); and whether the Company has taken effective measures to recover such debts; (5) any matters which the independent shareholders consider to be detrimental to the interests of minority shareholders; (6) any other matters stipulated by the laws, administrative regulations, rules of the competent authorities or these Articles of Association. An independent director shall give one of the following opinions on the matters mentioned in the preceding subparagraphs of this Article: (1) agreed; (2) qualified with reasons; (3) disagreed with reasons; (4) unable to comment and difficulties. If the matter is one which shall be disclosed, the Company shall make public the opinion of the independent shareholders. If the independent directors are of divergent views and cannot reach any agreement, the board of directors shall disclose the opinions of each independent director separately.	Article 128 The Company shall hold special meetings of independent non-executive directors on a regular or ad hoc basis. The following matters shall be submitted to the board of directors for consideration only after being considered and approved by the special meetings of independent non-executive directors: (1) Connected transactions subject to disclosure; (2) Proposals relating to amendments to or waivers of undertakings by the Company and relevant parties; (3) Decisions and measures made by the board of directors of a listed company being acquired with respect to such acquisition; (4) Other powers stipulated by Relevant Regulatory Rules and these Articles of Association. The special meetings of independent non-executive directors may research and discuss other matters of the Company as necessary. The special meetings of independent non-executive directors shall be convened and chaired by an independent non-executive director jointly elected by a majority of independent non-executive directors. If the convener fails or is unable to perform his/her duties, two or more independent non-executive directors may convene the meeting themselves and elect a representative to chair the meeting. Resolutions made by the special meetings of independent non-executive directors shall be passed by a majority of all independent non-executive directors. Minutes of the special meetings of independent non-executive directors shall be prepared in accordance with regulations, and the opinions of the independent non-executive directors shall be recorded in such minutes. Independent non-executive directors shall sign and confirm the minutes of the meeting. The Company shall provide facilitation and support for the holding of the special meetings of independent non-executive directors.

No.	Original Articles	Amended Articles
183.	Article 142 When the board of directors disposes of fixed assets, if the sum of (i) the expected value of the assets proposed to be disposed of and (ii) the value of the proceeds from disposal of fixed assets made within 4 months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the most recent balance sheet considered by the shareholders' meeting, the board of directors may not dispose of or agree to dispose of such fixed assets without the prior approval of the shareholders' meeting. For the purpose of this Article, the term "disposal of fixed assets" shall include the transfer of the rights and interest in certain assets but not include the provision of security using fixed assets. The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph of this Article.	/
184.	Article 143 The Chairman of the Board shall exercise the following functions and powers: (1) to preside over shareholders' meetings and to convene and preside over Board meetings; (2) to urge and examine the implementation of resolutions of the board of directors; (3) to sign securities issued by the Company; and (4) other functions and powers granted by the board of directors. The Vice-chairman of the Board shall assist the Chairman of the Board with its work. Whenever the Chairman of the Board is unable to or fails to exercise his/her powers, the Vice-chairman of the Board shall perform the duties (if the Company has two or more Vice-chairmen of the Board, the Vice-chairman of the Board elected by a majority of the directors shall perform the duties); where the Vice-chairman of the Board is unable to or fails to fulfil his/her duty, a director shall be elected by a majority of the total members of the board of directors to perform the duties.	Article 129 The Chairman of the Board shall exercise the following functions and powers: (1) to preside over general meetings and to convene and preside over Board meetings; (2) to urge and examine the implementation of resolutions of the board of directors; (3) to sign securities issued by the Company; (4) to sign important documents of the board of directors and other documents required to be signed by the legal representative of the Company; (5) to exercise the powers of the legal representative of the Company; (6) in the event of emergencies such as significant natural disasters or other force majeure circumstances, to exercise special disposal powers over the Company's matters in accordance with legal provisions and the Company's interests, and to subsequently report to the board of directors and general meeting; and (7) other functions and powers granted by the general meeting and the board of directors. The Vice-chairman of the Board shall assist the Chairman of the Board with its work. Whenever the Chairman of the Board is unable to or fails to exercise his/her powers, the Vice-chairman of the Board shall perform the duties (if the Company has two or more Vice-chairmen of the Board, the Vice-chairman of the Board elected by a majority of the directors shall perform the duties); where the Vice-chairman of the Board is unable to or fails to fulfil his/her duty, a director shall be elected by a majority of the directors to perform the duties.

No.	Original Articles	Amended Articles
185.	/	Article 130 The Chairman of the Board shall, through the Chairman's Specialised Meetings, collectively discuss or make decisions on important matters within the scope of the powers granted to the directors under these Articles of Association, matters authorised by the board of directors, and other relevant important matters. The Company shall establish a system governing the Specialised Meetings of the Chairman of the Board, specifying the scope of powers, rules of procedure, meeting organisation and document management, as well as the reporting, implementation, and supervision of meeting resolutions. Such a system shall be implemented upon approval by the board of directors.
186.	Article 144 The board of directors shall hold at least four regular meetings a year. The Board Meetings shall be convened by the Chairman of the Board by giving a notice to all directors and supervisors 10 days before the meetings are held. When the Chairman of the Board, the shareholders holding 10% or more of the Company's voting shares, one third or more of the directors, more than half of the independent directors, the supervisory board, or the general manager of the Company proposes to convene an extraordinary Board meeting, the Chairman of the Board shall issue a notice of such extraordinary meeting within 10 days upon receipt of the proposal.	Article 131 The board of directors shall hold at least four regular meetings a year. Board meetings shall be convened by the Chairman of the Board by giving a notice to all directors 14 days before the meetings are held. When the Chairman of the Board, the shareholders holding 10% or more of the Company's voting shares, one third or more of the directors jointly propose, the special meeting of independent directors has considered and approved the proposal, a special board committee, or the general manager of the Company proposes to convene an extraordinary Board meeting, the Chairman of the Board shall convene and preside over the extraordinary board meeting within 10 days upon receipt of the proposal.
187.	Article 145 Board meetings shall in principle be held in the place where the Company is located, provided that they may also be held in other places in the territory of the PRC upon the passing of a relevant resolution by the board of directors.	/
188.	Article 146 The Company shall pay the expenses incurred by a director in attending a Board meeting. Such expenses shall include the fee for traveling from the place where the director is located to the meeting venue, and the meals and accommodation during the period when the meeting is held. The Company shall also pay the rental of the meeting venue, the local transportation costs and other miscellaneous expenses.	Article 132 The Company shall pay the expenses incurred by a director in attending Board meeting. Such expenses shall include the fee for traveling from the place where the director is located to the meeting venue, and the meals and accommodation expenses during the period when the meeting is held. The Company shall also pay the rental of the meeting venue, the local transportation costs and other miscellaneous expenses.
189.	Article 147 Board meetings shall be conducted in Chinese. If necessary, an interpreter may be present to provide Chinese-English simultaneous interpretation.	/

No.	Original Articles	Amended Articles
190.	Article 148 Notices of the Board meetings shall be given in the following ways: (1) the notice of the Board meeting may be served by personal delivery, facsimile, telex, telegraph, express mail service or registered mail; (2) the notice of the Board meeting shall be delivered to the directors 10 days before the date of the meeting; in case of emergency, where an extraordinary Board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication or other verbal means at any time, provided that the convener shall explain the same at the meeting and record it in the minutes of the meeting; (3) the notice shall include an agenda of the meeting and shall be written in the Chinese language. An English version may be provided if necessary. A director or supervisor may waive its right to such notice of Board meetings under the preceding provisions.	Article 133 Notices of the Board meetings shall be given in the following ways: (1) the notice of the Board meeting may be served by personal delivery, facsimile, telex, email, express mail service, registered mail or other means. (2) the notice of the extraordinary Board meeting shall be delivered to the directors 5 days before the date of the meeting; in case of emergency, where an extraordinary Board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication or other verbal means at any time, provided that the convener shall explain the same at the meeting and record it in the minutes of the meeting. (3) the notice shall be written in the Chinese language and include an agenda of the meeting. An English version may be provided if necessary. A director may waive his/her right to receive such notice of Board meetings under the preceding provisions. If a director has attended the meeting and did not raise an objection for not receiving the meeting notice either prior to or at the time of attendance, it shall be deemed that the meeting notice has been duly given to them.
191.	Article 149 The notice of the Board meeting shall set out the following: (1) the date and place of the meeting; (2) the duration of the meeting; (3) the reasons for holding the meeting and the topics to be discussed at the meeting; (4) the date of issuance of the notice	Article 134 The notice of the Board meeting shall set out the following: (1) the date and venue of the meeting; (2) the duration of the meeting; (3) the reasons and subject matters of the meeting; (4) the date of issuance of the notice
192.	Article 150 The board of directors shall provide the directors with sufficient information, including the background information relating to the topics to be discussed at the meeting and the information and data which can enable the directors to understand the Company's business development. The Company shall ensure that the independent directors have the same right to know as other directors. Any matter to be decided by the board of directors shall be notified to the directors in advance by such time as required by law, and sufficient information shall be provided. If the directors consider the information to be insufficient, the directors may request supplemental information.	Article 135 The Board meetings shall be convened and held strictly in accordance with these Articles of Association and the Rules of Procedure for the Board, with prior notice given to all directors as required, along with sufficient meeting materials. Such materials shall include all information, data, and materials necessary for directors to vote on resolutions, including the relevant background information on the meeting topics, and timely responses shall be provided to directors' enquiries. Additional meeting materials shall be provided before the meeting upon request by directors.

No.	Original Articles	Amended Articles
	Where one quarter or more of the directors or two or more external directors consider the information to be insufficient or the argument to be unclear, they may jointly request in writing the Board meeting to be deferred or the matter to be considered at a later date, and the board of directors shall accept such request. Both the Company and the independent directors shall keep the information provided by the Company to the independent directors for at least 5 years.	The Company shall ensure that independent directors have the same right to information as other directors, and shall, in accordance with these Articles of Association, timely issue Board meeting notices to independent directors, provide relevant meeting materials no later than the notice period for Board meetings stipulated by related regulatory rules or these Articles of Association, and provide effective communication channels for independent directors. If more than one quarter of the directors or two or more independent directors consider the meeting materials to be incomplete, the argument to be insufficient, or the materials to be provided untimely, they may jointly submit a written request to the board of directors to postpone the Board meeting or defer the consideration of the matter, and the board of directors shall accept such request. Both the Company and the independent directors shall keep the information provided by the Company to the independent directors for at least 10 years.
193.	Article 151 A director shall be treated as having been given a notice of meeting if he has attended the relevant meeting and has not raised that he has not received the notice of meeting prior to or at the time of his presence at the meeting. The regular or extraordinary Board meetings may be held by way of telephone conference or similar communication equipment. All attending directors shall be deemed to have attended such a meeting in person as long as they can hear each other clearly and communicate with each other.	Article 136 Regular or extraordinary Board meetings and meetings of special committees shall in principle be held in person. Provided that all attending directors can fully communicate and express their opinions, such meetings may be held by means of video conference (or similar communication equipment), or by combining in-person meetings with other meeting methods. If held by means of video conference (or similar communication equipment), as long as the attending directors can clearly hear other directors speak and communicate with each other, all attending directors shall be deemed to have attended the meeting in person. While ensuring that directors still have smooth channels for communication and expressing opinions, extraordinary Board meetings may also be held by way of written resolution. However, the draft resolution shall be delivered to every director by personal delivery, fax, telex, email, express mail, or registered mail. If the board of directors has distributed the draft resolution to all directors, and the number of directors who have signed their approval has met the quorum required for making a decision, and the draft resolution is delivered to the Secretary to the Board in the aforementioned manner, then the draft resolution shall become a resolution of the board of directors. Unless otherwise recorded by the directors on the resolution, the directors' signing of the resolution shall be deemed as voting in favour.

No.	Original Articles	Amended Articles
194.	Article 155 The resolutions of the board of directors may be decided on a poll or by a show of hands. Extraordinary Board meetings may take the form of written resolutions in lieu of physical meetings, provided that directors are allowed to fully express their opinions and provided that the draft resolutions shall be delivered to every director either by hand, by mail, by telegraph or by fax. If the board of directors has delivered the draft resolution to all directors, and the number of directors signing in favour of the draft resolution has met the quorum required for passing the resolution, and the draft resolution is delivered to the Secretary to the Board in the above-mentioned manner, the draft resolution shall become a resolution of the board of directors without convening a Board meeting. Unless otherwise expressed by the directors in the minutes of the Board meeting, the directors' signing of the minutes of the meeting shall be sufficient evidence that they have agreed to the resolutions.	The methods for voting on resolutions of the board of directors are: show of hands or oral vote, and written ballot. Meetings held in person shall adopt voting by show of hands or oral vote, or by written ballot. For meetings held remotely by means of video conference (or similar communication equipment), voting by show of hands or oral vote may be adopted, but the directors attending the meeting shall complete the written signing procedures as soon as possible. Directors' oral votes shall have the same effect as written ballots, provided that the original written ballot certificates (if any), subsequent written signatures and opinions must be consistent with the show of hands or oral votes at the meeting. In case of inconsistency, the voting opinion at the time of the meeting shall prevail. For meetings held by way of written resolution, voting by written ballot shall be adopted, and directors participating in the vote shall complete the corresponding written signing procedures within the period notified for the meeting.
195.	Article 152 Board meetings may be held only if a majority of all the directors (including directors appointing proxies to attend on their behalf in accordance with Article 154 hereof) attend. Each director shall be entitled to one vote. Unless otherwise stipulated in laws and these Articles of Association, resolutions of the board of directors must be adopted by the affirmative votes of a majority of all the directors. When the number of votes for and against a resolution is equal, the Chairman of the Board shall be entitled to one additional vote.	Article 137 Unless otherwise stipulated in Relevant Regulatory Rules and these Articles of Association, Board meetings may be held only if a majority of all the directors (including directors appointing other directors to attend on their behalf in accordance with Article 139 of these Articles of Association) attend. Each director shall be entitled to one vote. Unless otherwise stipulated in the Relevant Regulatory Rules and these Articles of Association, resolutions of the board of directors must be adopted by the affirmative votes of a majority of all the directors.
196.	Article 153 Directors who have connected relations with the enterprises involved in the matters to be resolved at Board meetings shall not vote on the resolution on such matters either by itself or on behalf of other directors. The Board meeting may not be convened unless it has a majority of the non-connected directors present and the resolutions made at such Board meeting require the approval of a majority of the non-connected directors. Where the non-connected directors present at the meeting are less than three, the relevant matter shall be submitted to the shareholders' meeting for consideration.	Article 138 Where a director has connected relations with the enterprises or individuals involved in the matters to be resolved at a Board meeting, such director shall promptly report to the board of directors in writing. If an independent director discovers that the matter under consideration may affect his independence, he shall declare it to the Company and recuse himself. Directors with connected relations shall not vote on the resolution on such matters, nor shall they act as proxies for other directors to exercise voting rights, and their voting rights shall not be included in the total number of votes. The Board meeting may be held if a majority of the non-connected directors attend, and resolutions made at such Board meeting shall be approved by a majority of the non-connected directors. Where the number of non-connected directors attending the Board meeting is less than three, the relevant matter shall be submitted to the general meeting for consideration.

No.	Original Articles	Amended Articles
197.	Article 154 Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorisation, the duration of validity of such authorisation, and shall be signed or sealed by the director appointing the attorney. The directors who act as proxies of others shall exercise the rights of directors within the scope of authorisation. Where a director is not present at a Board meeting and fails to appoint a proxy to attend on his behalf, such director shall be deemed to have waived his right to vote at the meeting.	Article 139 Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting in person for any reason, he may, by a written power of attorney, appoint another director to attend the meeting on his behalf, but shall review the meeting materials in advance and form clear opinions. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorisation, the duration of validity of such authorisation, and shall be signed or sealed by the principal. If voting matters are involved, the principal shall clearly state in the power of attorney whether to for, against, or abstained for each matter. Directors shall not issue or accept a power of attorney that does not indicate a voting intention, a full power of attorney, or a power of attorney with an unclear scope of authorization. A single director shall not accept proxies from exceeding two directors to attend a Board meeting. Independent directors shall not appoint non-independent directors to attend meetings on their behalf. When consideration on connected transactions, non-connected directors shall not appoint connected directors to attend meetings on their behalf. Directors' responsibilities for voting matters shall not be exempted by appointing other directors to attend. The directors who act as proxies of others shall exercise the rights of directors within the scope of authorisation. Where a director does not attend a Board meeting and fails to appoint a proxy to attend on his behalf, such director shall be deemed to have waived his right to vote at that meeting.
198.	Article 155 The resolutions of the board of directors may be decided on a poll or by a show of hands. Extraordinary Board meetings may take the form of written resolutions in lieu of physical meetings, provided that directors are allowed to fully express their opinions and provided that the draft resolutions shall be delivered to every director either by hand, by mail, by telegraph or by fax. If the board of directors has delivered the draft resolution to all directors, and the number of directors signing in favour of the draft resolution has met the quorum required for passing the resolution, and the draft resolution is delivered to the Secretary to the Board in the above-mentioned manner, the draft resolution shall become a resolution of the board of directors without convening a Board meeting. Unless otherwise expressed by the directors in the minutes of the Board meeting, the directors' signing of the minutes of the meeting shall be sufficient evidence that they have agreed to the resolutions.	/

No.	Original Articles	Amended Articles
199.	Article 156 The board of directors shall use the Chinese language to record the resolutions adopted at the physical Board meetings and the resolutions adopted without convening a Board meeting and make such records into meeting minutes. The minutes of a Board meeting shall state the following: (1) the date, place, names of the convener and the chairman of the meeting; (2) the names of the attending directors and the names of directors (proxies) being appointed by another director to attend the meeting; (3) the agenda of the meeting; (4) the essential points of the directors' presentations (or, in the event of written resolutions in lieu of a meeting, the directors' feedback in writing); and (5) the voting methods and results on each proposal (the results of the voting shall set out the respective number of assenting, dissenting and abstention votes). The minutes of every Board meeting shall be promptly provided to all directors for review. Directors who wish to amend or supplement the minutes shall submit the proposed amendment to the Chairman of the Board in writing within a week of receiving the minutes of the meeting. After the minutes are finalized, the directors attending the meeting, the Secretary to the Board and the recorder of the minutes shall sign the minutes of that meeting. The minutes of the Board meetings shall be kept at the domicile of the Company as company files for at least 10 years. Directors shall be liable for resolutions of the board of directors. If a resolution of the board of directors is against the law, administrative regulations or these Articles of Association or the resolutions of the shareholders' meetings, which causes the Company to suffer any severe loss, the directors who participate in passing such resolution shall assume the liability for compensation to the Company, provided that directors who prove to have cast a dissenting vote against such resolution as recorded in the minutes of the meeting may be exempted from such liability.	Article 140 The board of directors shall prepare meeting minutes as required, which shall be truthful, accurate, and complete, and shall fully reflect the opinions expressed by attendees on the matters considered. The minutes of a Board meeting shall state the following: (1) the date, venue and names of the convener; (2) the names of the attending directors and the names of directors (proxies) being appointed by another director to attend the meeting; (3) the agenda of the meeting; (4) the essential points of the directors' presentations (or, in the event of written resolutions in lieu of a meeting, the directors' feedback in writing) and the opinions of independent directors (if any); and (5) the voting methods and results on each proposal (the results of the voting shall set out the respective number of assenting, dissenting and abstention votes). The Secretary to the Board shall diligently organize the recording and collation of matters discussed at the meeting. The minutes of every Board meeting shall be promptly provided to all directors for review. Directors who wish to amend or supplement the minutes shall submit the proposed amendment to the convener in writing within a week of receiving the minutes of the meeting. After the minutes are finalized, the directors attending the meeting, the Secretary to the Board and the recorder of the minutes shall sign the minutes of that meeting. The minutes of the Board meetings shall be kept at the domicile of the Company as company files for at least 10 years. Directors shall be liable for resolutions of the board of directors. If a resolution of the board of directors is against the Relevant Regulatory Rules or these Articles of Association or the resolutions of the general meetings, which causes the Company to suffer any severe loss, the directors who participate in passing such resolution shall assume the liability for compensation to the Company, provided that directors who prove to have cast a dissenting vote against such resolution as recorded in the minutes of the meeting may be exempted from such liability.

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No.	Original Articles	Amended Articles
200.	CHAPTER ELEVEN: SECRETARY TO THE BOARD	/
201.	Article 157 The Company shall have one Secretary to the Board. The Secretary to the Board shall be a senior management of the Company accountable to the Company and the board of directors. The Company shall develop a working system for the Secretary to the Board, specifying measures on how to enhance governance level, improve information disclosure and investor relations of the Company. Where necessary, the Company may establish a secretarial office under the board of directors.	/
202.	Article 158 The Secretary to the Board shall be a natural person with the necessary professional knowledge and experience. He/she shall be nominated by the Chairman of the Board and appointed by the board of directors. His/her main duties shall be as set forth below: (1) to assist directors in day-to-day work of the board of directors, to continuously provide the directors and the general manager with and remind and ensure them to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory authorities concerning the operation of the Company, and to assist the directors and the general manager to earnestly comply with the domestic and overseas laws, regulations, the Company's Articles of Association and its appendices and other relevant requirements when performing their duties and powers; (2) to be responsible for the organization and preparation of documents for the board of directors and the shareholders' meeting, to take proper meeting minutes, to ensure that the resolutions passed at the meetings comply with statutory procedures and to be knowledgeable about the implementation of the resolutions of the board of directors; (3) to be responsible for the organization and coordination of information disclosure, ensuring timely, accurate, lawful, true and complete information disclosure by the Company, and to coordinate the relationship with investors and to increase transparency of the Company; (4) to be responsible for the organization of capital market operations and capitalization management; (5) to handle relations with regulatory authorities, intermediaries, and financial media.	/

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No.	Original Articles	Amended Articles
203.	Article 159 A director or a member of the senior management of the Company may concurrently act as the Secretary to the Board. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary of the Secretary to the Board of the Company. In the case of a director acting concurrently as the Secretary to the Board, if an act has to be performed by a director and Secretary to the Board separately, this director acting concurrently as the Secretary to the Board may not act in both capacities.	/
204.	Article 160 The Secretary to the Board shall diligently fulfill his duties in accordance with the relevant provisions of laws, administrative regulations, rules of competent authorities, these Articles of Association and its appendices. The Secretary to the Board shall remind and assist the Company to comply with the relevant laws of the PRC and the rules of the securities regulatory authorities of the place where the shares of the Company are listed.	/
205.	CHAPTER TWELVE: GENERAL MANAGER	CHAPTER SEVEN: SENIOR MANAGEMENT OF THE COMPANY
206.	Article 161 The Company shall have one general manager who shall be appointed or dismissed by the board of directors. The Company shall have several deputy general managers, and one chief financial officer who shall assist the general manager in work. The deputy general managers and the chief financial officer shall be nominated by the general manager and appointed or removed by the board of directors.	Article 141 The Company shall have one general manager who shall be decided to be appointed or removed by the board of directors. Each term of office shall be 3 years, subject to re-appointment upon the expiry of the term. The Company shall have several deputy general managers, and one chief financial officer who shall assist the general manager in work. The deputy general managers, chief financial officer and chief legal counsel shall be nominated by the general manager and appointed or removed by the board of directors. Each term of office shall be 3 years, subject to re-appointment upon the expiry of the term. The general manager, deputy general managers, chief financial officer and other senior management of the Company shall be members of the Company's general manager's management team.

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No.	Original Articles	Amended Articles
207.	Article 162 The general manager shall be accountable to the board of directors and shall exercise the following duties and powers: (1) to be in charge of the production, operation and management of the Company and to organize the implementation of the resolutions of the board of directors and to report his work to the board of directors; (2) to organize the implementation of the Company's annual business plans and investment proposals; (3) to formulate the plan for establishment of the Company's internal management structure; (4) to formulate the plans for the establishment of risk management system, internal control system and legal compliance management system, and to organize their implementation after approval by the board of directors; (5) to formulate the Company's basic management system; (6) to formulate the basic rules and regulations of the Company; (7) to propose the engagement or dismissal of the deputy general managers and chief financial officer of the Company; (8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; and (9) other powers conferred by these Articles of Association and its appendices and granted by the board of directors.	Article 142 The general manager shall be accountable to the board of directors and shall exercise the following duties and powers: (1) to be in charge of the production, operation and management of the Company and to organize the implementation of the resolutions of the board of directors and to report his work to the board of directors; (2) to organize the implementation of the Company's annual business plans and investment proposals; (3) to formulate the plan for establishment of the Company's internal management structure; (4) to formulate the plans for the establishment of risk management system, internal control system and legal compliance management system, and to organize their implementation after approval by the board of directors; (5) to formulate the Company's basic management system; (6) to formulate the basic rules and regulations of the Company; (7) to propose the engagement or dismissal of the deputy general managers and chief financial officer of the Company; (8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; and (9) other powers conferred by these Articles of Association and its appendices and granted by the board of directors.
208.	Article 163 The general manager shall formulate the Working Rules for the General Manager for implementation upon the approval of the board of directors.	Article 143 The general manager shall formulate the working rules for the general manager for implementation upon the approval of the board of directors.
209.	Article 164 The Working Rules for the General Manager shall include: (1) the requirements and procedures for the convening of a general manager's meeting and the attendees of such a meeting; (2) the specific duties and responsibilities of the general manager and other senior management and the allocation of work between them; (3) the use of the Company's funds and assets, authority to sign material contracts and the system of reporting to the board of directors and to the supervisory board at the request of the supervisory board; (4) other matters as the board of directors may consider necessary.	Article 144 The Working Rules for the General Manager shall include: (1) the requirements and procedures for the convening of a general manager's office meeting and the attendees of such a meeting; (2) the specific duties and responsibilities of the general manager and other senior management and the allocation of work between them; (3) the use of the Company's funds and assets, authority to sign material contracts and the system of reporting to the board of directors; (4) other matters as the board of directors may consider necessary.

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No.	Original Articles	Amended Articles
210.	/	Article 145 The general manager shall, through a general manager's office meeting, collectively research, discuss or decide upon important matters within the scope of duties and powers conferred upon the general manager by these Articles of Association, matters authorised by the board of directors and the Chairman of the Board to the general manager, and other relevant important matters. The Company shall formulate a system for general manager's office meetings, stipulating specific matters such as duties and powers, rules of procedure, organisation of meetings and document management, and implementation and supervision, for implementation upon approval by the board of directors.
211.	/	Article 146 The general manager may tender his/her resignation before the expiration of his/her term of office. The specific procedures and methods concerning the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.
212.	Article 165 The general manager of the Company shall attend Board meetings as non-voting attendees, and be entitled to receive notices of the meetings and the relevant documents. A general manager not being a director shall have no right to vote at such meetings.	Article 147 The general manager of the Company shall attend Board meetings as non-voting attendees, and be entitled to receive notices of the meetings and the relevant documents. A general manager not being a director shall have no right to vote at such meetings.
213.	Article 166 In the exercise of their functions and powers, the general manager and deputy general managers shall not alter any resolutions adopted by the shareholders' meeting or the board of directors, nor shall they act beyond the scope of their authorizations.	Article 148 In the exercise of their functions and powers, the general manager and deputy general managers shall not alter any resolutions adopted by the general meeting or the board of directors, nor shall they act beyond the scope of their authorizations.
214.	Article 167 In the exercise of their functions and powers, the general manager and deputy general managers shall perform their duties honestly and diligently in accordance with the laws, administrative regulations and these Articles of Association.	/
215.	Article 157 The Company shall have one Secretary to the Board. The Secretary to the Board shall be a senior management officer of the Company accountable to the Company and the board of directors. The Company shall develop a working system for the Secretary to the Board, specifying measures on how to enhance governance level, improve information disclosure and investor relations of the Company. Where necessary, the Company may establish a secretarial office under the board of directors.	Article 149 The Company shall have one Secretary to the Board. The Secretary to the Board shall be a senior management officer of the Company accountable to the Company and the board of directors. The Company shall develop a working system for the Secretary to the Board, specifying the duties of the secretary to the board and the requirements for fulfilling such duties, which shall be implemented upon approval by the board of directors. Where necessary, the Company may establish the special working institute of the secretary to the board.

No.	Original Articles	Amended Articles
216.	Article 158 The Secretary to the Board of directors shall be a natural person with the necessary professional knowledge and experience. He/she shall be nominated by the Chairman of the Board and appointed by the board of directors. His/her main duties shall be as set forth below: (1) to assist directors in day-to-day work of the board of directors, to continuously provide the directors and the general manager with and remind and ensure them to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory authorities concerning the operation of the Company, and to assist the directors and the general manager to earnestly comply with the domestic and overseas laws, regulations, the Company's Articles of Association and its appendices and other relevant requirements when performing their duties and powers; (2) to be responsible for the organization and preparation of documents for the board of directors and the shareholders' meeting, to take proper meeting minutes, to ensure that the resolutions passed at the meetings comply with statutory procedures and to be knowledgeable about the implementation of the resolutions of the board of directors; (3) to be responsible for the organization and coordination of information disclosure, ensuring timely, accurate, lawful, true and complete information disclosure by the Company, and to coordinate the relationship with investors and to increase transparency of the Company; (4) to be responsible for the organization of capital market operations and capitalization management; (5) to handle relations with regulatory authorities, intermediaries, and financial media.	Article 150 The Secretary to the Board shall be a natural person with the necessary professional knowledge and experience. He/she shall be nominated by the Chairman of the Board and appointed by the board of directors. The Secretary to the Board shall be responsible for the preparation of general meetings and Board Meeting of the Company, keeping of documents, the management of shareholders' information of the Company, and handling matters such as information disclosure and investor relations management. The Secretary to the Board shall comply with the relevant provisions of the Relevant Regulatory Rules, the Articles of Association of the Company and its appendices.
217.	Article 159 A director or a member of the senior management of the Company may concurrently act as the Secretary to the Board of the Company. No accountant of the accounting firm engaged by the Company may concurrently act as the Secretary to the Board of the Company. In the case of a director acting concurrently as the Secretary to the Board, if an act has to be performed by a director and the Secretary to the Board separately, this director acting concurrently as the Secretary to the Board may not act in both capacities.	Article 151 A director or a member of the senior management of the Company may concurrently act as the Secretary to the Board of the Company. No accountant of the accounting firm engaged by the Company may concurrently act as the Secretary to the Board of the Company. In the case of a director acting concurrently as the secretary to the board, if an act has to be performed by a director and the Secretary to the Board separately, this director acting concurrently as the Secretary to the Board may not act in both capacities.
218.	Article 178 The Company implements the general legal counsel system, which shall have one general legal counsel, and the general legal counsel shall play the role of a gate-keeper in legal review of operational and management matters to promote lawful operation and compliance management in the Company.	Article 152 The Company implements the general legal counsel system, which shall have one general legal counsel, and the general legal counsel shall play the role of a gate-keeper in legal review of operational and management matters to promote lawful operation and compliance management in the Company.
219.	CHAPTER THIRTEEN: SUPERVISORY BOARD	/

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No.	Original Articles	Amended Articles
220.	Article 168 The Company shall have a supervisory board. The Company shall formulate the Rules of Procedure for the Supervisory Board to specify the methods for discussion and voting procedures of the Supervisory Board, so as to ensure the work efficiency and scientific decision-making of the supervisory board.	/
221.	Article 169 The supervisory board shall comprise of 7-9 supervisors, of which 4-6 shall be served by persons not being representatives of the employees of the Company, and 3 shall be served by representatives of workers and staff of the Company. The supervisors served by persons not being representatives of the employees of the Company shall be elected and dismissed by the shareholders' meeting. The supervisors served by representatives of the employees shall be elected and dismissed by the employee representatives meetings, employee meetings or through other democratic forms. Each supervisor shall serve a term of 3 years, which term is renewable upon re-election and re-appointment. The supervisor's term shall be calculated from the date of appointment to the expiration of the term of the relevant session of the supervisory board. If the term of office of a supervisor expires but re-election is not made in a timely manner, the said supervisor shall continue to perform the duties as supervisor pursuant to the laws, administrative regulations, rules of competent authorities and these Articles of Association and its appendices until the newly elected supervisor assumes his office. A supervisor may resign before his term expires, and shall submit a written resignation report to the supervisory board. Where the resignation of a supervisor has resulted in the number of the members of the supervisory board falling below the quorum, the resigning supervisor shall continue to perform the duties as supervisor pursuant to the laws, administrative regulations, rules of competent authorities and these Articles of Association and its appendices before the newly elected supervisor assumes his office. Apart from the aforesaid situation, the resignation of the supervisors shall be effective upon the service of the written resignation report upon the supervisory board. The supervisory board shall have one (1) chairman, and may have a deputy chairman. The appointment and removal of the chairman and deputy chairman of the supervisory board shall be approved by two thirds or more of the members of the supervisory board. The chairman shall convene and preside over the meetings of the supervisory board. In the event that the chairman is unable to or fails to perform such duties, the deputy chairman of the supervisory board shall convene and preside over such meetings; if the deputy chairman is unable to or fails to perform such duties, a majority of the supervisors shall jointly recommend a supervisor to convene and preside over the meetings.	/
222.	Article 170 A director or senior management may not act concurrently as a supervisor of the Company.	/

No.	Original Articles	Amended Articles
223.	Article 171 The supervisory board shall hold at least 4 regular meetings a year. The meetings shall be convened by the chairman of the supervisory board. An extraordinary meeting of the supervisory board may be held upon proposal by the supervisor(s). A ten days' prior written notice shall be given to all supervisors for the holding of a meeting of the supervisory board. When an extraordinary meeting needs to be held as early as possible in case of an emergency, the meeting notice may be given by telephone or other verbal means at any time provided that the convener shall make necessary explanations at the meeting and record this in the minutes. Any supervisor may waive his right to receive notice of the meeting of the supervisory board. The notice of a meeting of the supervisory board shall specify the date, venue, causes and the matters to be discussed at the meeting, and the date of the notice.	/
224.	Article 172 The supervisory board shall be accountable to the shareholders' meeting and exercise the following functions and powers according to law: (1) to examine the Company's financial affairs; (2) to supervise the acts of directors and senior management in their performance of duties that may violate any laws, administrative regulations or these Articles of Association, and to propose the dismissal of directors or senior management who are in breach of the laws, administrative regulations, these Articles of Association or resolutions of the shareholders' meetings; (3) to demand the directors or the senior management to make rectification if their conduct has harmed the Company's interest; (4) to check and inspect the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' meeting and to appoint, in the Company's name, publicly certified and practicing accountants or auditors to double check such information should any doubt arise in respect thereof, to examine and opine in writing on the periodical reports of the Company prepared by the board of directors; (5) to propose to hold an extraordinary shareholders' meeting and, where the board of directors fails to perform the duties to convene or preside over a shareholders' meeting as required by the Company Law, to convene and preside over the shareholders' meeting;	/

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	(6) to proposals to the shareholders' meeting; (7) to represent the Company in negotiating with or bringing actions against directors and senior management; (8) to propose to hold an extraordinary board meeting; (9) to require the directors, senior management, internal and external auditors of the Company to attend the meetings of the supervisory board and answer any questions that the supervisory board may have concerns about; (10) to investigate into any abnormalities in operation of the Company; if necessary, to engage accounting firms, law firms and other professional institutions to assist its work at the expense of the Company; (11) other duties and powers as may be specified by these Articles of Association and its appendices. Supervisors shall attend Board meetings as non-voting attendees, and may raise enquiries or suggestions on matters resolved by the board of directors.	
225.	Article 173 A resolution of the supervisory board shall be passed by two thirds or more of the members of the supervisory board. Records shall be kept for all meetings of the supervisory board and be signed by all attending supervisors and the recording person. Supervisors shall have the right to require explanatory notes to their statements at the meeting to be recorded in the records of the meeting. Records of meetings of the supervisory board shall be kept as the Company's important files for at least 10 years.	/
226.	Article 174 The list of candidates for supervisors to be served by the persons not being representatives of the employees of the Company shall be submitted to the shareholders' meeting in the form of proposal. The board of directors shall announce the resume and basic profile of the candidate supervisors to the shareholders. The candidates for supervisors to be served by non-employee- representatives shall be nominated by the Company's board of directors, the supervisory board or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders' meeting.	/
227.	Article 175 The reasonable expenses incurred by the supervisory board in the engagement of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers shall be borne by the Company.	/
228.	Article 176 Supervisors shall perform their supervisory duties in good faith in accordance with the laws, administrative regulations and these Articles of Association and its appendices.	/

No.	Original Articles	Amended Articles
229.	CHAPTER FOURTEEN: QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS AND OTHER SENIOR MANAGEMENT	CHAPTER EIGHT: QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS AND SENIOR MANAGEMENT
230.	Article 177 Directors, supervisors and senior management of the Company shall be natural persons. A person may not serve as a director, a supervisor and a senior management of the Company if he: (1) does not have or has limited capacity for civil conduct; (2) has been sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order where less than 5 years have lapsed since the sentence was served, or has been deprived of his political rights for committing a crime where less than 5 years have lapsed since the sentence was served; (3) is a former director, factory manager or general manager of a company or enterprise which has become insolvent and put into liquidation as a result of mismanagement and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvency and liquidation of the company or enterprise; (4) is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law and is personally liable for such violation, where less than 3 years have elapsed since the date of revocation of the business licence of such company or enterprise; (5) has a relatively large amount of debts which have become overdue; (6) is currently under investigation by the judicial authorities for violation of the criminal law and the case has not closed yet; (7) is not permitted to be the leader of an enterprise according to the laws and administrative regulations or regulations of the competent authorities;	Article 153 Directors and senior management of the Company shall be natural persons. A person may not serve as a director and a senior management of the Company if he: (1) does not have or has limited capacity for civil conduct; (2) has been sentenced for crimes of corruption, bribery, embezzlement or appropriation of property or disruption of the social and economic order, or has been deprived of his political rights for committing a crime where less than 5 years have lapsed since the sentence was served, or has been declared to be under suspension of sentence where less than 2 years have lapsed since the end of the period of suspension of sentence; (3) is a former director, factory manager or general manager of a company or enterprise which has become insolvent and put into liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvency and liquidation of the company or enterprise; (4) is a former legal representative of a company or enterprise the business licence of which was revoked or which was ordered to close down due to violation of law and is personally liable for such violation, where less than 3 years have elapsed since the date of revocation of the business licence or the making of the order to close down of such company or enterprise; (5) has been listed as a dishonest person by the people's court due to having a relatively large amount of overdue debts which remain unpaid; (6) has been prohibited from access to the securities market by the CSRC, where the prohibition has not expired; (7) has been publicly determined by the stock exchanges to be not suitable to serve as a director or senior management of a listed company, and the period has not elapsed;

No.	Original Articles	Amended Articles
	(8) is not a natural person; (9) has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than 5 years have lapsed from the date of such conviction; (10) has been prohibited by the securities regulatory authority of the State Council from entering the securities market, where the prohibition has not expired; (11) other circumstances provided by laws and administrative regulations or regulations of the competent authorities. The election of directors, supervisors or the engagement of senior management in contravention of the provisions under this Article shall be null and void. In the event that any of the directors, supervisors or senior management of the Company falls within the circumstance described in subparagraph (1) of this Article during their term of office, the Company shall remove them from their position.	(8) other circumstances provided by Relevant Regulatory Rules. The election of directors or the engagement of senior management in contravention of the provisions under this Article shall be null and void.
231.	/	Article 154 Where a director or a member of the senior management, during his/her term of office, falls within any of the circumstances set forth in Article 153 (1) to (6) of the Articles of Association, or where an independent director, after his/her appointment, ceases to possess the independence as required by Relevant Regulatory Rules, such director or senior management shall immediately cease to perform his/her duties and the Company shall remove him/her from office in accordance with the relevant provisions. Where a director or a member of the senior management, during his/her term of office, falls within any of the circumstances set forth in Article 153 (7) to (8) of the Articles of Association, the Company shall remove him/her from office within 30 days from the occurrence of such circumstance, unless otherwise prescribed by the domestic stock exchange where the Company's shares are listed. Where a relevant director who should have ceased to perform his/her duties but has failed to do so, or who should have been removed from office but has not yet been removed, attends and votes at Board meetings and its special committees or special meetings of independent directors, his/her vote shall be invalid and shall not be counted towards the number of attendees.
232.	/	Article 155 Where an independent director who falls within the circumstances set forth in Article 153 of the Articles of Association or fails to meet the independence requirements has not resigned, the board of directors shall, as soon as it knows or ought to have known of the occurrence of such fact, remove him/her from office in accordance with the relevant provisions.

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No.	Original Articles	Amended Articles
233.	Article 178 The Company implements the general legal counsel system, which shall have one general legal counsel, and the general legal counsel shall play the role of a gate-keeper in legal review of operational and management matters to promote lawful operation and compliance management in the Company.	/
234.	Article 179 A person holding administrative positions other than directors or supervisors in the Company's controlling shareholder or <i>de facto</i> controller shall not act as senior management of the Company.	Article 156 A person holding administrative positions other than directors in the Company's controlling shareholder or <i>de facto</i> controller shall not act as senior management of the Company. The senior management of the Company shall only be entitled to remuneration from the Company but not from the controlling shareholders.
235.	Article 180 An independent director shall have independence and the following personnel shall not act as independent directors: (1) persons working at the Company or any subsidiary of the Company and the immediate relatives of such persons or people who are the main social relationships with such persons (the term "immediate relatives" shall refer to spouse, parents, children; the term "main social relationships" shall refer to brothers and sisters, parents-in-law, sons-in-law, daughters-in-law, spouses of brothers and sisters and brothers and sisters of spouses); (2) a person who directly or indirectly holds 1% or more of the issued shares of the Company, or a natural person shareholder out of the top 10 shareholders of the Company and his immediate relatives; (3) a shareholder entity which directly or indirectly holds 5% or more of the issued shares of the Company, or a person working at any of the top 5 shareholder entities of the Company and his immediate relatives; (4) any person who falls into one of the three above-mentioned circumstances in the recent 12 months; (5) persons who provide financial, legal and consulting services for the Company or the subsidiaries of the Company; (6) a person who is concurrently acting as the independent director of five A-share listed companies; (7) a person considered by the securities regulatory authority of the State Council to be unsuitable to act as an independent director.	/
236.	Article 181 The validity of the acts carried out by the directors and senior management on behalf of the Company shall, as against a <i>bona fide</i> third party, not be affected by any irregularity in his office, election or any defect in his qualification.	/

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No.	Original Articles	Amended Articles
237.	Article 182 Without the lawful authorization of these Articles of Association or the board of directors, a director of the Company may not act personally on behalf of the Company or the board of directors. If a director acts in his own name, he shall declare his own position and identity in advance where his act would cause a third party to reasonably believe that he is acting on behalf of the Company or the board of directors.	Article 157 Without the lawful authorization of these Articles of Association or the board of directors, a director of the Company may not act personally on behalf of the Company or the board of directors. If a director acts in his own name, he shall declare his own position and identity in advance where his act would cause a third party to reasonably believe that he is acting on behalf of the Company or the board of directors.
238.	Article 183 In addition to the obligations imposed by the laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors and senior management owes the following duties to each shareholder in the exercise of the duties and powers conferred upon them by the Company: (1) not to cause the Company to do anything beyond the scope of business as stipulated in its business license; (2) to act bona fide in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (without limitation) opportunities which may benefit the Company; and (4) not to deprive of the personal interests of shareholders, including (without limitation) rights to distributions and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders' meeting for approval in accordance with these Articles of Association.	/
239.	Article 184 Each of the Company's directors, supervisors, and senior management owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	/

No.	Original Articles	Amended Articles
240.	Article 185 The directors shall abide by the laws, administrative regulations and these Articles of Association and shall perform the following duties of due diligence to the Company: (1) to cautiously, earnestly and diligently fulfill the rights conferred by the Company to ensure that the business conduct of the Company is in conformity with laws, administrative regulations and all economic policies of the State, and its business activities shall not go beyond the business scope as registered in its business license; (2) to treat all the shareholders fairly; (3) to timely gain knowledge of the business operations and management of the Company; (4) to sign written confirmation comments on the regular reports of the Company and to ensure the authenticity, accuracy and completeness of the information disclosed by the Company; (5) to faithfully provide relevant information and data to the supervisory board, and not to interfere with the supervisory board or the supervisors in exercising their functions and powers; (6) other duties of due diligence prescribed in relevant laws, administrative regulations, departmental rules and these Articles of Association. The duties of diligence as stated in aforesaid subparagraphs (4) to (6) shall also be applicable to senior management.	Article 158 The directors and senior management shall abide by the provisions of Relevant Regulatory Rules and these Articles of Association, perform the duties of due diligence to the Company, and exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties. The directors and senior management shall perform the following duties of due diligence to the Company: (1) to cautiously, earnestly and diligently fulfill the rights conferred by the Company to ensure that the business conduct of the Company is in conformity with laws, administrative regulations and all economic policies of the State, and its business activities shall not go beyond the business scope as registered in its business license; (2) to treat all the shareholders fairly; (3) to timely gain knowledge of the business operations and management of the Company; (4) to sign written confirmation comments on the regular reports of the Company and to ensure the authenticity, accuracy and completeness of the information disclosed by the Company; (5) to faithfully provide relevant information and data to the audit committee, and not to interfere with the audit committee in exercising its functions and powers; (6) other duties of due diligence prescribed in the Relevant Regulatory Rules and these Articles of Association.
241.	Article 186 Each of the Company's directors, supervisors, and senior management shall perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duties and his own interest may conflict. This principle includes (without limitation) discharging the following obligations: (1) to act <i>bona fide</i> in the best interests of the Company; (2) to act within the scope of his powers and not to exceed such powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by the laws, administrative regulations or with the informed consent of the shareholders' meeting, not to transfer the exercise of his discretion;	Article 159 The directors and senior management shall comply with the provisions of Relevant Regulatory Rules and these Articles of Association, perform their duties of loyalty to the Company, take measures to avoid any conflict between their own interests and the interests of the Company, and shall not abuse their position to obtain improper benefits. The directors and senior management shall perform the following duties of loyalty to the Company: (1) not to embezzle the Company's property or misappropriate the Company's funds; (2) not to open an account for the deposit of the Company's funds in their own name or in the name of any other individual; (3) not to abuse their position to accept bribes or other illegal income;

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	(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders' meeting, not to enter into any contract, transaction or arrangement with the Company; (6) not to use the Company's property for his own benefit without the informed consent of the shareholders' meeting; (7) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (without limitation) opportunities which benefit the Company; (8) not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders' meeting; (9) to comply with these Articles of Association, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company for his own benefits; (10) not to compete with the Company in any way, save with the informed consent of the shareholders' meeting; (11) not to misappropriate the Company's funds or to lend such funds to any other person, not to open any account in his own name or in any other name for deposit of the Company's assets or to use such assets to provide guarantee for the debts of any shareholder of the Company or any other personal liabilities; (12) not to divulge any confidential information relating to the Company which he has obtained during his term of office, without the informed consent of the shareholders' meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information is made to the court or any other relevant governmental authorities in the following circumstances: 1. the law so requires; 2. public interests so warrants; 3. the interests of the relevant director, supervisor or senior management so requires.	(4) not to enter into any contract or transaction with the Company directly or indirectly without reporting to the board of directors or the general meeting and approving by a resolution of the board of directors or the general meeting in accordance with the provisions of these Articles of Association; (5) not to take advantage of their positions to seek business opportunities for themselves or others that should have otherwise been available to the Company, except when reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or when the Company cannot utilize such business opportunities according to laws, administrative regulations or the provisions of the Articles of Association; (6) not to engage in business of the same kind as that of the Company, either on their own or for others, without reporting to the board of directors or the general meeting and obtaining approval by a resolution of the general meeting; (7) not to accept commissions from transactions between others and the Company for their own benefit; (8) not to disclose the Company's secrets without authorization; (9) not to use their connected relationship to cause any harm to the interests of the Company; (10) other duties of loyalty as stipulated by Relevant Regulatory Rules and these Articles of Association. Income derived by directors or senior management from a breach of this Article shall accrue to the Company. If the Company suffers any loss, they shall be liable for compensation. The provisions of item (4) of the second paragraph of this Article shall apply to the entering into of contracts or transactions with the Company by close relatives of directors or senior management, enterprises directly or indirectly controlled by the directors or senior management or their close relatives, and related parties who have other related relationships with the directors or senior management.

No.	Original Articles	Amended Articles
242.	Article 187 None of the directors, supervisors or senior management of the Company shall direct the following persons or institutions (each a “related person”) to do anything which such director, supervisor or senior management is not allowed to do: (1) the spouse or minor children of any director, supervisor or senior management of the Company; (2) the trustee of any director, supervisor, senior management of the Company or any person described in sub-paragraph (1) above; (3) partners of directors, supervisors, senior management of the Company or of any person referred to in sub-paragraphs (1) and (2) of this Article; (4) a company in which any director, supervisor, senior management, whether alone or jointly with the persons referred to in sub-paragraphs (1), (2) and/or (3) of this Article or other directors, supervisors, senior management of the Company, has <i>de facto</i> control; (5) the directors, supervisors and senior management of a controlled company as set out in sub-paragraph (4) above.	/
243.	Article 188 The directors, supervisors and senior management of the Company, during their tenure, shall periodically report to the Company of the status on their holding of the Company’s shares and any changes thereof; during their tenure the total number of shares transferred on an annual basis shall not exceed 25% of the total number of the shares of the Company held by them; the above personnel shall not transfer the shares of the Company they hold within 1 year from the date of listing of the Company’s shares. The aforesaid personnel shall not transfer the Company’s shares held by them within 6 months after they leave their positions in the Company. The foregoing provisions shall not apply to the change in shareholding due to judicial enforcement, heritage, gift and distribution of estate by operation of laws. The directors, supervisors and senior management, who hold less than 1,000 shares of the Company, may transfer their shares once in all without complying with the aforesaid percentage restrictions.	/

No.	Original Articles	Amended Articles
244.	Article 189 The fiduciary duty of a director, supervisor or senior management of the Company does not necessarily terminate on the expiration of their term of office. His duty of confidentiality in respect of trade secrets of the Company survives the termination of his tenure. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has lapsed between the occurrence of the event and the termination of office and on the circumstances and terms under which the relationship between the relevant director, supervisor or senior officer on the one hand and the Company on the other hand was terminated.	Article 160 The resignation of the senior management shall take effect upon receipt of the resignation report by the board of directors. A director or the senior management shall, upon his/her resignation taking effect or the expiry of his/her term of office, complete all transfer procedures with the Company. His/her duty of loyalty to the Company and the shareholders shall not be automatically discharged after the end of his/her term of office, which shall continue for such period as the principle of fairness may require, depending on the length of time which has lapsed between the occurrence of the event and the termination of office and on the circumstances and terms under which the relationship between the relevant director or senior management on the one hand and the Company on the other hand was terminated. The responsibility assumed by a director or the senior management for performing his/her duties during his/her term of office shall not be waived or terminated upon leaving office. The director or senior management's duties of confidentiality in respect of trade secrets of the Company survives upon the termination of his/her tenure until the disclosure of such trade secrets. They shall strictly perform the obligations such as non-competition agreed with the Company. The Company shall establish a system to manage the resignation of directors or senior management, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. Such system shall be implemented upon approval by the board of directors.
245.	Article 190 The liabilities of any director, supervisor or senior management of the Company for breach of a certain duty or obligation may be relieved by the informed consent of the shareholders' meeting, save under the circumstances set forth in Article 57 hereof.	/
246.	Article 191 Where a director, supervisor, senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than their employment contracts with the Company), he shall disclose the nature and extent of such interest to the board of directors at the earliest opportunity, whether or not the relevant matter is subject to the approval of the board of directors under normal circumstances. If a director or his associate (as defined in the <i>Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited</i>) has a material interest in any contract, transaction, arrangement or other matter that requires the approval of the board of directors, the relevant director shall not vote on the relevant matter at the Board meeting, and shall not be counted towards the quorum of the meeting.	/

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	Unless the interested director, supervisor or senior management of the Company has disclosed his interest in the relevant matter to the board of directors in accordance with the first paragraph of this Article and the relevant matter is approved by the board of directors at a meeting in which the director, supervisor or senior management is not counted as part of the quorum and refrains from voting, the Company shall have the right to cancel such contract, transaction or arrangement; except where the counterparty to such contract, transaction or arrangement is a <i>bona fide</i> party who does not have any knowledge of the breach of duty by the interested director, supervisor or senior management. A director, supervisor or senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his related person is interested. The first to fourth paragraphs of this Article do not apply where the laws, regulations and listing rules of the place where the Company is listed clearly state that such restrictions are not applicable.	
247.	Article 192 Where a director, supervisor or senior management of the Company gives the board of directors a notice in writing before the Company initially considers the conclusion of relevant contract, transaction or arrangement, stating that, by reason of the facts specified in the notice, he is interested in the contract, transaction or arrangement to be concluded by the Company, such director, supervisor or senior management shall be deemed to have made the disclosure under the preceding Article to such extent as specified in the notice.	/
248.	Article 193 The Company shall not pay taxes for any director, supervisor and senior management in any manner.	/
249.	Article 194 The Company shall not directly or indirectly make a loan to or provide any guarantee for a loan of any director, supervisor or senior management of the Company or its parent or any of their respective related persons. The foregoing paragraph shall not apply to the following circumstances: (1) the provision by the Company of a loan or a guarantee for a loan to its subsidiaries; (2) the provision by the Company of a loan or a guarantee for a loan or any other funds to its directors, supervisors, senior management pursuant to the terms of their engagement contracts approved by the shareholders' meeting for them to pay the expenses incurred by them for the purposes of the Company or for the performance of their duties; (3) if the ordinary course of business of the Company includes providing loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to the relevant director, supervisor, senior management or his related persons on normal commercial terms.	/

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No.	Original Articles	Amended Articles
250.	Article 195 A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.	/
251.	Article 196 A guarantee which has been provided by the Company for a loan in violation of Article 193(1) shall not be enforceable against the Company, except: (1) The lender was not aware of the relevant circumstances when it provided the loan to a related person of a director, supervisor or senior management of the Company or the Company's parent; or (2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a <i>bona fide</i> purchaser.	/
252.	Article 197 The term "guarantee" as referred to in the preceding articles shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligations by an obligor.	/
253.	Article 198 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor or senior management of the Company breaches the duties which he owes to the Company, the Company has the right: (1) to demand such director, supervisor or senior management to compensate it for losses sustained by the Company as a result of such breach; (2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor or senior management or between the Company and a third party (where such third party knows or should have known that such director, supervisor, senior management representing the Company has breached his duties owed to the Company); (3) to demand such director, supervisor or senior management to surrender the gains derived from the breach of his duties; (4) to recover any monies which should have been received by the Company but were actually received by such director, supervisor or senior management instead, including (without limitation) commissions; and (5) to demand repayment of interest earned or which may have been earned by such director, supervisor or senior management on money that should have been paid to the Company.	/
254.	/	Article 161 The senior management of the Company shall faithfully perform their duties, and safeguard the best interests of the Company and all shareholders. The senior management of the Company shall be liable for compensation in accordance with the law for any damage caused to the interests of the Company and the public shareholders due to their failure to faithfully perform their duties or breach of the fiduciary duty.

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No.	Original Articles	Amended Articles
255.	Article 199 If a director, supervisor or senior management has violated the law, administrative regulations, rules of the competent authorities or these Articles of Association and its appendices in discharging his duties, thereby causing losses to the Company, he shall be liable to pay compensation.	Article 162 Where a director or a member of the senior management causes damages to others in performing his/her duties, the Company shall be liable for compensation; where the director or the senior management acts with intent or gross negligence, he/she shall also be liable for compensation. If a director or senior management has violated the Relevant Regulatory Rules or these Articles of Association and its appendices in discharging his duties, thereby causing losses to the Company, he shall be liable to pay compensation.
256.	Article 200 The Company shall conclude a written contract with each director and supervisor of the Company concerning his emoluments. Such contract shall be approved by the shareholders' meeting before it is entered into. The above-mentioned emoluments shall include: (1) emoluments in respect of his service as a director, supervisor or senior management of the Company; (2) emoluments in respect of his service as a director, supervisor or senior management of a subsidiary of the Company; (3) emoluments in respect of the provision of other services for or in connection with the management of the Company or any subsidiary thereof; and (4) payment to such director or supervisor as compensation for his loss of office or in connection with his retirement. A director or supervisor may not sue the Company for benefits due to him in respect of the above-mentioned matters, except pursuant to the contract mentioned above.	Article 163 The Company shall conclude a written contract with each director of the Company concerning the remuneration schemes. Such contract shall be approved by the general meeting. Remuneration schemes for senior management shall be approved by the board of directors and explained to the general meeting. The board of directors shall determine the remuneration of senior management based on recommendations from the Remuneration Committee regarding the assessment of the remuneration of directors and senior management. The remuneration of directors shall be subject to approval by the general meeting.
257.	Article 201 The contract concerning emoluments between the Company and its directors or supervisors should provide that, in the event that the Company is to be acquired, the Company's directors and supervisors shall, subject to the prior approval of the shareholders' meeting, have the right to receive compensation or other payments in respect of his loss of office or retirement. The term "acquisition of the Company" as referred to in the preceding sentence refers to any of the following circumstances: (1) an offer made by any person to all the shareholders; (2) an offer made by any person with a view to turning the offeror into a "controlling shareholder" within the meaning of Article 58 hereof. If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the aforesaid offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of the distributed sum.	/

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No.	Original Articles	Amended Articles
258.	CHAPTER FIFTEEN: FINANCIAL AND ACCOUNTING SYSTEM AND DISTRIBUTION OF PROFITS	CHAPTER NINE: FINANCIAL AND ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT
259.	/	Section 1 Financial and Accounting System
260.	Article 202 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC enterprise accounting standards formulated by the relevant finance authority of the State Council.	Article 164 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and Relevant Regulatory Rules such as the PRC accounting standards for business enterprises formulated by the relevant finance authority of the State Council.
261.	Article 203 The fiscal year of the Company shall be the calendar year. In other words, the fiscal year shall be from January 1 to December 31 of each calendar year.	Article 165 The fiscal year of the Company shall be the calendar year. In other words, the fiscal year shall be from January 1 to December 31 of each calendar year.
262.	Article 204 The Company shall prepare the financial report after the end of each fiscal year. The above-mentioned report shall be examined and verified pursuant to law.	Article 166 The Company shall prepare the financial report after the end of each fiscal year. The above-mentioned report shall be audited by an accounting firm pursuant to law.
263.	Article 205 The Company shall submit its quarterly financial report to the local branch of the securities regulatory authority of the State Council and the stock exchange and publish the report within 1 month after the date of expiration of the first 3 months and first 9 months of each fiscal year; the biannual financial report shall be submitted to the local branch of the securities regulatory authority of the State Council and the stock exchange and published within 2 months after the expiration of the first 6 months of each fiscal year; and the annual financial report shall be submitted to the securities regulatory authority of the State Council and the stock exchange and published within 4 months after the expiration of each fiscal year.	Article 167 The Company shall submit and disclose its quarterly report within 1 month after the date of expiration of the first 3 months and first 9 months of each fiscal year; the interim report shall be submitted to the local branch of the CSRC and the stock exchange and published within 2 months after the expiration of the first 6 months of each fiscal year; and the annual report shall be submitted to the local branch of the CSRC and the stock exchange and published within 4 months after the expiration of each fiscal year. The aforesaid annual report, interim report and quarterly report shall be prepared in accordance with Relevant Regulatory Rules.
264.	Article 206 The board of directors of the Company shall place before the shareholders at each annual shareholders' general meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the relevant authorities require the Company to prepare.	/
265.	Article 207 Directors' report, financial report (including the balance sheet, each document required by law to be annexed thereto, profit and loss account or income and expenditure account) or summary financial report of the Company shall be placed at the Company and made available for inspection by shareholders 20 days prior to the annual shareholders' meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall send copies of the said reports to each holder of foreign shares by postage prepaid mail at the recipient's address shown in the register of shareholders no later than 21 days prior to the holding of the annual shareholders' meeting. Subject to the laws, regulations and listing rules of the place where the Company is listed, the aforesaid reports may be issued or provided by way of the methods provided in Article 253 of these Articles of Association instead of being issued or provided by the ways mentioned in the second paragraph of this Article.	Article 168 Directors' report, financial report (including the balance sheet, each document required by Relevant Regulatory Rules to be annexed thereto, profit and loss account or income and expenditure account) or summary financial report of the Company shall be placed at the Company and made available for inspection by shareholders 20 days prior to the annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall provide copies of the said reports to each holder of foreign shares no later than 21 days prior to the holding of the annual general meeting. Without violation of the Relevant Regulatory Rules, the aforesaid reports may be issued or provided by way of public announcement (including via the Company's website or electronic means).

No.	Original Articles	Amended Articles
266.	Article 208 The financial statements of the Company shall be prepared not only in accordance with the PRC accounting standards for business enterprises and relevant regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in such financial statements. For the purposes of the Company's distribution of after-tax profits in a given fiscal year, the less of the after-tax profits shown in the above-mentioned two sets of financial statement shall prevail.	Article 169 The financial statements of the Company shall be prepared not only in accordance with the PRC accounting standards for business enterprises and relevant regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in such financial statements. For the purposes of the Company's distribution of after-tax profits in a given fiscal year, the less of the after-tax profits shown in the above-mentioned two sets of financial statement shall prevail.
267.	Article 209 Any semi-annual results or financial information published or disclosed by the Company must also be prepared in accordance with PRC accounting standards for business enterprises and relevant regulations as well as international accounting standards or accounting standards of the place overseas where the Company's shares are listed.	Article 170 Any interim results or financial information published or disclosed by the Company must also be prepared in accordance with PRC accounting standards for business enterprises and relevant regulations as well as international accounting standards or accounting standards of the place overseas where the Company's shares are listed.
268.	Article 210 The Company shall not keep separate accounts other than those required by law. Assets of the Company will not be deposited into any account opened in the name of any individual.	Article 171 The Company shall not keep separate accounting books other than those required by law. Funds of the Company will not be deposited into any account opened in the name of any individual.
269.	Article 213 When allocating the after-tax profits of the current year, the Company shall allocate 10 % of its profit to the statutory common reserve fund. In the event that the accumulated statutory common reserve fund of the Company has reached more than 50% of the registered capital of the Company, no further allocation is needed. In the event that the statutory common reserve fund of the Company is insufficient to make up the losses of the Company of the previous year, before allocating the statutory common reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first make up the losses by using the profits of the current year. After allocating the after-tax profits of the Company to the statutory common reserve fund, the Company may allocate its after-tax profits to the discretionary common reserve fund subject to the resolution of the shareholders' meeting. The remaining profits after making-up the losses and allocating to the common reserve funds fund shall be distributed in accordance with the proportion of shares held by the shareholders, except where these Articles of Association specifies otherwise that distribution shall not be made in proportion to shareholdings. Before making up the losses and allocating to the common reserve funds, the Company shall not distribute the dividends or carry out other distributions by way of bonus. Where distribution has been made in violation of the foregoing provisions, the shareholders must return the profits so distributed to the Company. The Company's shares held by its own are not entitled to any profit distribution.	Article 172 When allocating the after-tax profits of the current year, the Company shall allocate 10 % of its profit to the statutory reserve fund. In the event that the accumulated statutory reserve fund of the Company has reached 50% of the registered capital of the Company, no further allocation is needed. In the event that the statutory reserve fund of the Company is insufficient to make up the losses of the Company of the previous year, before allocating the statutory reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first make up the losses by using the profits of the current year. After allocating the after-tax profits of the Company to the statutory reserve fund, the Company may allocate its after-tax profits to the discretionary reserve fund subject to the resolution of the general meeting. The remaining profits after making up the losses and allocating to the reserve fund shall be distributed in accordance with the proportion of shares held by the shareholders, except where these Articles of Association specifies otherwise that distribution shall not be made in proportion to shareholdings. Where a general meeting has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits so distributed to the Company. If any losses are caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation. The shares held by the Company itself are not entitled to any profit distribution.

No.	Original Articles	Amended Articles
270.	Article 216 (1) The Company shall place emphasis on delivering reasonable return on investments to the investors. The profits distribution policy of the Company shall be consistent and stable, taking into account the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development. The Company shall pay due attention to the opinions of independent directors and minority shareholders through various channels when allocating its profits. (2) The Company may distribute dividends in the following forms: cash, shares or other forms provided by laws, administrative regulations, rules of competent authorities and regulatory provisions in the place where the Company's shares are listed. The Company shall give priority to the distribution of profits in cash. The Company may make interim dividends distribution. (3) When the Company makes profit within the reporting period of its annual report and the cumulative undistributed profits are positive, and the Company has adequate cash inflows to fulfill the requirements of normal operation and sustainable development, the Company should distribute cash dividends, and the profits distributed in cash every year shall be no less than 40% of the realized net profit attributable to the shareholders of the Company's parent for the corresponding period. The distribution of dividends in shares shall be subject to the following requirements: when the Company is performing well and the board of directors considers that the Company's share price does not match the size of its share capital and that the distribution of dividends in shares would be in the best interests of all shareholders of the Company, the Company may formulate a proposal for the distribution of dividends in shares subject to the abovementioned conditions for distributing cash dividends. When making profit distribution, the proportion of cash distribution in such profit distribution should be at least 20%. (4) The Company may adjust its profits distribution policy referred to in sub-paragraphs (2) and (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in a material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the Company's board of directors considers it necessary. The board of directors shall discuss the rationality of such adjustment in detail and form a resolution which shall be submitted to shareholders' meeting for consideration by special resolution. The holding of the shareholders' meeting shall comply with regulatory requirements of the place where the Company's shares are listed.	Article 173 The Company's profits distribution policy is as follows: (1) The Company shall place emphasis on delivering reasonable return on investments to the investors. The profits distribution policy of the Company shall be consistent and stable, taking into account the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development. The Company shall pay due attention to the opinions of minority shareholders through various channels when allocating its profits. (2) The Company may distribute dividends in the following forms: cash, shares or other forms provided by Relevant Regulatory Rules. The Company shall give priority to the distribution of profits in cash. The Company may make interim dividends distribution. (3) When the Company makes profit within the reporting period of its annual report and the cumulative undistributed profits are positive, and the Company has adequate cash inflows to fulfill the requirements of normal operation and sustainable development, the Company should distribute cash dividends, and the profits distributed in cash every year shall be no less than 40% of the realized net profit attributable to the shareholders of the Company's parent for the corresponding period. The distribution of dividends in shares shall be subject to the following requirements: when the Company is performing well and the board of directors considers that the Company's share price does not match the size of its share capital and that the distribution of dividends in shares would be in the best interests of all shareholders of the Company, the Company may formulate a proposal for the distribution of dividends in shares subject to the abovementioned conditions for distributing cash dividends. When making profit distribution, the proportion of cash distribution in such profit distribution should be at least 20%. (4) The Company may adjust its profits distribution policy referred to in item (2) to (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in a material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the Company's board of directors considers it necessary. The board of directors shall discuss the rationality of such adjustment in detail and form a resolution which shall be submitted to general meeting for consideration by special resolution. The holding of the general meeting shall comply with regulatory requirements of the place where the Company's shares are listed.

No.	Original Articles	Amended Articles
	(5) The management of the Company shall formulate the annual profits distribution plan and submit such plan to the board of directors for consideration. Independent directors shall issue independent opinions on such plan and the board of directors shall form a resolution which shall be submitted to shareholders' meeting for consideration. If the conditions for the distribution of cash dividends have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with the subparagraph (3) of this Article, the independent directors of the Company shall issue their independent advice, and the board of directors shall give specific explanations regarding the reasons for such arrangement and form a resolution which shall be submitted to shareholders' meeting for consideration and make relevant disclosures. The plan for half-yearly dividends distribution of the Company shall comply with Article 217 of these Articles of Association.	(5) The management of the Company shall formulate the annual profits distribution plan and submit such plan to the board of directors for consideration, and the board of directors shall form a resolution which shall be submitted to general meeting for consideration. If the conditions for the distribution of cash dividends have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with the item (3) of this Article, and the board of directors shall give specific explanations regarding the reasons for such arrangement and form a resolution which shall be submitted to general meeting for consideration and make relevant disclosures. The plan for half-yearly dividends distribution of the Company shall comply with Article 175 of these Articles of Association. Where independent directors consider that a specific cash dividends distribution plan may prejudice the interests of the listed company or minority shareholders, they shall have the right to issue their independent advice. Where the board of directors does not adopt or fully adopt the recommendations of the independent directors, it shall record in a resolution of the board of directors the opinion of the independent directors and the specific reasons for non-adoption and make relevant disclosure.
271.	Article 217 The Company shall inform the shareholders when distributing dividends. Any cash dividends paid by the Company to holders of domestic shares shall be calculated and paid in Renminbi. Any dividends paid by the Company to holders of overseas-listed foreign shares shall be calculated and declared in Renminbi and paid in a foreign currency, while dividends on overseas-listed foreign shares listed in Hong Kong shall be paid in Hong Kong dollars.	Article 174 The Company shall inform the shareholders when distributing dividends. Cash dividends and other distributions declared by the Company to shareholders shall be calculated and declared in Renminbi and paid to shareholders in accordance with Relevant Regulatory Rules.
272.	Article 218 Unless the shareholders' meeting has resolved otherwise, the board of directors may determine to make half-yearly dividends distribution. Unless otherwise provided by the relevant laws and regulations, the amount of the half-yearly dividends distribution shall not exceed 50% of net profit attributable to the shareholders of the Company's parent for the half year interim period.	Article 175 When the Company holds an annual general meeting to consider the annual profits distribution plan, it may consider and approve the distribution of dividends for the interim period of the next year. The dividend cap for the interim period of the next year considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The board of directors shall formulate a specific interim dividend distribution plan in accordance with the resolutions of the general meeting and subject to the conditions of profit distribution.
273.	Article 219 Unless otherwise stipulated in the laws and administrative regulations, for any payment of dividend in a foreign currency, the average benchmark price of such foreign currency quoted by the People's Bank of China one calendar week before the date on which the dividend is declared shall be adopted as the exchange rate.	Article 176 Unless otherwise stipulated in the Relevant Regulatory Rules, for any payment of cash dividend and other distributions in Hong Kong dollars, the average of the daily reference exchange rate last published by China Foreign Exchange Trade System for the five working days preceding the date of declaration of such dividend and other distributions shall be adopted as the exchange rate.

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No.	Original Articles	Amended Articles
274.	Article 220 In distributing dividends to its shareholders, the Company shall, in accordance with the provisions of the tax laws of the PRC, withhold and pay on behalf of the individual shareholders the taxes payable on the dividend income received by such shareholders.	Article 177 In distributing dividends to its shareholders, the Company shall, in accordance with the provisions of the tax laws of the PRC, withhold and pay on behalf of the individual shareholders the taxes payable on the dividend income received by such shareholders.
275.	Article 221 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the overseas-listed foreign shares. The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s), or the relevant regulations of the securities exchange(s), where the shares are listed. The receiving agent appointed by the Company for the holders of foreign shares listed in Hong Kong shall be a trust company registered under the <i>Trustee Ordinance</i> of Hong Kong.	Article 178 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the overseas-listed foreign shares. The receiving agent appointed by the Company shall meet the requirements of the Relevant Regulatory Rules.
276.	Article 214 The capital reserve fund shall include the following funds: (1) the premiums obtained from the issue of shares in excess of the par value; and (2) other revenue required by the State Council's authority in charge of finance to be included in the capital reserve fund.	Article 179 The capital reserve fund shall include the following funds: (1) the premiums obtained from the issue of shares in excess of the par value; and (2) other items required by the State Council's authority in charge of finance to be included in the capital reserve fund.
277.	Article 215 The common reserve fund of the Company shall be used to make up the losses, expand the production and operation of the Company, or be capitalized to increase the capital of the Company. However, the capital reserve fund of the Company shall not be used to offset losses of the Company. When the statutory common reserve fund is capitalized, the balance of the statutory common reserve fund may not fall below 25% of the Company's registered capital prior to such capitalization.	Article 180 The reserve fund of the Company shall be used to make up the losses, expand the production and operation of the Company, or be capitalized to increase the registered capital of the Company. The reserve funds shall be used to make up the losses of the Company on the basis of the audited individual financial statements for the preceding year of the Company and to the extent of reducing the negative number of undistributed profits at the end of the period to zero. The discretionary reserve funds and the statutory reserve funds shall be used first in sequence; if they fall short, the capital reserve funds may be used in accordance with the regulations. When the statutory reserve fund is converted into registered capital, the balance of the statutory reserve fund may not fall below 25% of the Company's registered capital prior to such capitalization.
278.	/	Section 2 Internal Audit
279.	Article 211 The Company shall implement internal audit system. The Company shall have an internal audit organization staffed with professional auditors which shall be responsible for conducting internal audits and supervision of the Company's financial income and expenditure and other economic activities.	Article 181 The Company shall implement internal audit system, which clarify the leadership system, duties and authorization, staffing, financial security, the application of audit results and accountability for internal audit. The internal audit system of the Company shall be implemented upon the approval from the board of directors and disclosed to the public.

No.	Original Articles	Amended Articles
280.	Article 212 The internal audit organization shall have 1 director and a number of internal audit officers. The internal audit system and duties of the internal audit officers shall be implemented upon the approval of the board of directors. Director of internal audit organization shall be directly responsible to and report its work to the board of directors.	Article 182 The Company shall have an internal audit organization staffed with professional auditors, which shall supervise and inspect the Company's business activities, risk management, internal control and financial information. The internal audit organization shall have 1 director and a number of internal audit officers. The internal audit organization is accountable to the board of directors. During the supervision and inspection of the Company's business activities, risk management, internal control and financial information, the internal audit organization shall be subject to the oversight and guidance of the audit committee. If the internal audit organization discovers any significant issues or leads, it shall immediately report directly to the audit committee. The audit committee shall participate in the assessment of the person in charge of internal audit (director).
281.	/	Article 183 The internal audit organization shall be responsible for the specific organization and implementation of the evaluation of the Company's internal control. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit organization and considered by the audit committee.
282.	/	Article 184 The internal audit organization shall actively cooperate and provide necessary support and collaboration when the audit committee communicate with the external audit organization such as accountants' firms and national audit authorities.
283.	CHAPTER SIXTEEN: ENGAGEMENT OF ACCOUNTING FIRM	Section 3 Engagement of Accounting Firm
284.	Article 222 The Company shall engage an independent accounting firm that complies with relevant State regulations to audit the annual financial reports and review other financial reports of the Company. The first accounting firm of the Company may be engaged by the inaugural meeting prior to the first annual shareholders' meeting. Such accounting firm shall hold office until the conclusion of the first annual shareholders' meeting. If the inaugural meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.	Article 185 The Company shall engage an accounting firm that complies with the provisions of the Securities Law to perform services such as auditing of accounting statements, verification of net assets, and other related consulting services for a period of one year, which may be renewed.
285.	Article 223 The term of engagement of an accounting firm engaged by the Company shall be between the end of the current annual shareholders' meeting of the Company and the end of the next annual shareholders' meeting.	/

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No.	Original Articles	Amended Articles
286.	Article 224 The accounting firm appointed by the Company shall enjoy the following rights: (1) the right to review the books, records and vouchers of the Company at any time, the right to require the directors and senior management of the Company to supply relevant information and explanations; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties; (3) the right to attend shareholders' meetings and to receive all notices of, and other communications relating to, any shareholders' meeting which any shareholder is entitled to receive, and to speak at any shareholders' meeting in relation to matters concerning its role as the Company's accounting firm.	Article 186 The Company warrants that the Company will provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and the Company shall not refuse to provide or conceal or falsify such documents.
287.	Article 225 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a shareholders' meeting is held. However, if the Company has any other incumbent accounting firm while such vacancy still exists, such accounting firm may continue to act.	/
288.	Article 226 The shareholders' meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.	/
289.	Article 227 The remuneration or method of determination of remuneration of an accounting firm shall be decided upon by the shareholders' meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.	Article 187 The audit fee of an accounting firm shall be decided by the general meeting.
290.	Article 228 The Company's appointment, removal or non-renewal of an accounting firm shall be decided upon by the shareholders' meeting. Such decision shall be filed with the securities regulatory authority of the State Council for record. Where the shareholders' meeting proposes to pass a resolution to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, to renew the appointment of an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of engagement, the following provisions shall apply: (1) A copy of the appointment or dismissal proposal shall be sent (before issue of the notice of meeting) to the accounting firm which is proposed to be appointed or which proposes to leave or has already left in the relevant fiscal year. Reference to "leaving/leave" herein includes leaving by removal, resignation and retirement.	Article 188 The Company's appointment, removal or non-renewal of an accounting firm shall be decided by the general meeting. The board of directors shall not engage an accounting firm before the decision at the general meeting is made.

No.	Original Articles	Amended Articles
	(2) If the leaving accounting firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations have been received too late) take the following measures: (i) in any notice issued for the purpose of making the resolution, state the fact that the leaving accounting firm has made such representations; and (ii) attach a copy of such representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles of Association and its appendices. (3) If the Company fails to circulate the accounting firm's representations in accordance with sub-paragraph (2) above, such accounting firm may require the representations to be read out at the meeting and may make further pleadings. (4) Any leaving accounting firm shall be entitled to attend the following meetings: (i) the shareholders' meeting at which its term of office would otherwise have expired; (ii) the shareholders' meeting at which it is proposed to fill the vacancy caused by its removal; and (iii) the shareholders' meeting which is convened as a result of its voluntary resignation: The leaving accounting firm has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting on any part of the business of the meeting which concerns it as the former accounting firm of the Company.	
291.	Article 229 Prior notice should be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders' meeting whether there has been any impropriety on the part of the Company. An accounting firm may resign by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be specified in such notice. Such notice shall contain the following statements: (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or	Article 189 Prior notice should be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be allowed to make representations during the voting on its dismissal at the general meeting. Where the accounting firm resigns from its position, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

No.	Original Articles	Amended Articles
	(2) a statement of any such circumstances. Where a notice is deposited in accordance with the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by postage prepaid mail to every holder of overseas-listed foreign shares at the address registered in the register of shareholders. Subject to the laws, regulations and listing rules of the place where the Company is listed, the aforesaid copies may be issued or provided by way of the methods provided in Article 253 of these Articles of Association instead of being issued or provided by the abovementioned ways. Where the accounting firm's notice of resignation contains a statement in respect of the above circumstances, it may require the board of directors to convene an extraordinary shareholders' meeting to hear explanations on the circumstances connected with its resignation.	
	CHAPTER SEVENTEEN: EMPLOYMENT	CHAPTER TEN: EMPLOYMENT
292.	Article 230 The Company perseveres in a human-centered principle and integrates the corporate development with a perpetual intention to ensure returns to shareholders, contribute to the society and benefit the employees. In compliance with the State's laws and regulations and local government's relevant provisions, the Company shall establish a sound employees management system, and effectively develop and utilize human resources.	Article 190 The Company perseveres in a human-centered principle and integrates the corporate development with a perpetual intention to ensure returns to shareholders, contribute to the society and benefit the employees. In compliance with the State's laws and regulations and local government's relevant provisions, the Company shall establish a sound employees management system, and effectively develop and utilize human resources.
293.	Article 231 Based on its business development needs and subject to its own internal rules and bylaws, the Company shall, to the extent provided by the laws, regulations and relevant provisions of local governments, employ, dismiss employees or terminate labor contracts with employees at its discretion.	Article 191 Based on its business development needs and subject to its own internal rules and bylaws, the Company shall, to the extent provided by the laws, regulations and relevant provisions of local governments, employ, dismiss employees or terminate labor contracts with employees at its discretion.
294.	Article 232 Pursuant to the State's laws, regulations, local government's relevant provisions and these Articles of Association, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and economic performance of the Company, the Company shall make endeavors to enhance the overall salary level and benefits for its employees, and improve their working conditions.	Article 192 Pursuant to the State's laws, regulations, local government's relevant provisions and these Articles of Association, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and economic performance of the Company, the Company shall make endeavors to enhance the overall salary level and benefits for its employees, and improve their working conditions.
295.	Article 233 Pursuant to the State's laws and regulations and local government's relevant provisions, the Company shall develop an employees training system based on its business development and employees' needs and clear the path for employees' career and professional development.	Article 193 Pursuant to the State's and local government's relevant provisions, the Company shall develop an employee training system based on its business development and employees' needs and clear the path for employees' career and professional development.

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

No.	Original Articles	Amended Articles
296.	CHAPTER EIGHTEEN: TRADE UNION	CHAPTER ELEVEN: TRADE UNION
297.	Article 234 The Company's staff shall have the right to form a trade union in accordance with the law and organize trade union activities to safeguard the legal rights of the staff. The Company shall provide the trade union with necessary conditions for its activities. The trade union of the Company or staff representatives shall enter into collective contracts with the Company according to law with regard to the remuneration, working hour, welfare, insurance and labour safety and hygiene etc. of the staff. The Company supports the trade union to take part in the Company's democratic management through staff representatives' meetings and other forms and to exercise its powers according to the law.	Article 194 The Company's employee shall have the right to form a trade union in accordance with the law and organize trade union activities to safeguard the legal rights of the staff. The Company shall provide the trade union with necessary conditions for its activities. The trade union of the Company shall enter into collective contracts with the Company according to law with regard to the remuneration, working hour, rest and holidays, labour safety and hygiene, insurance and benefits etc. of the staff. The Company supports the trade union to take part in the Company's democratic management through employee representatives' meetings and other forms and to exercise its powers according to the law.
298.	Article 235 The Company shall allocate 2% of the total wages of the Company's staff as the operating cost of the trade union. The trade union shall manage and utilize such funds on an independent basis. The use of the funds for the trade union shall be monitored by the State.	Article 195 The Company shall allocate 2% of the total wages of the Company's employee as the operating cost of the trade union. The trade union shall manage and utilize such funds on an independent basis. The use of the funds for the trade union shall be monitored by the State.
299.	CHAPTER NINETEEN: MERGER AND DIVISION OF THE COMPANY	CHAPTER TWELVE: MERGER AND DIVISION OF THE COMPANY
300.	Article 236 In the case of merger or division of the Company, the board of directors shall provide the proposal and, upon approval in accordance with the procedures under these Articles of Association, deal with the relevant approval procedures pursuant to laws. A shareholder who objects to the proposal of merger or division shall have the right to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shares at a fair price.	/
	The resolutions in respect of the merger or division of the Company shall be made into special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent by mail to holders of overseas-listed foreign shares. Subject to the laws, regulations and listing rules of the place where the Company is listed, the aforesaid documents may be issued or provided by way of the methods provided in Article 253 of these Articles of Association instead of being issued or provided by the abovementioned ways.	

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No.	Original Articles	Amended Articles
301.	Article 237 The merger of the Company may take the form of either merger by absorption or merger by consolidation. The merger by absorption means that one company takes over another one and the company being taken over shall be dissolved. The merger by consolidation means that two or more companies are merged into a new company, where the original companies shall be dissolved after their merger. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public announcement in a newspaper designed by the regulatory authority of the place where the Company's shares are listed within 30 days of the date of the Company's merger resolution. The creditors may, within 30 days of its receipt of the notice or, if no notice has been received, within 45 days of the date of the announcement, ask the Company to discharge its debts or provide relevant guarantee. After the merger, the credits and debts of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.	Article 196 The merger of the Company may take the form of either merger by absorption or merger by consolidation. The merger by absorption means that one company takes over another one and the company being taken over shall be dissolved. The merger by consolidation means that two or more companies are merged into a new company, where the original companies shall be dissolved after their merger. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public announcement in a newspaper that meets the requirements of the securities regulatory authority of the place where the Company's shares are listed or the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's merger resolution. The creditors may, within 30 days of its receipt of the notice or, if no notice has been received, within 45 days of the date of the announcement, ask the Company to discharge its debts or provide relevant guarantee. Upon the merger, the credits and debts of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.
302.	Article 238 Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public announcement in a newspaper designated by the regulatory authority of the place where the Company's shares are listed within 30 days of the date of the Company's division resolution. Debts of the Company prior to division shall be severally and jointly assumed by the companies which exist after the division, unless otherwise provided for in the written agreement regarding discharge of debts that has been entered into by the Company and its creditors before the division.	Article 197 Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public announcement in a newspaper that meets the requirements of the securities regulatory authority of the place where the Company's shares are listed or the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's division resolution. Debts of the Company prior to division shall be severally and jointly assumed by the companies which exist after the division, unless otherwise provided for in the written agreement regarding discharge of debts that has been entered into by the Company and its creditors before the division.
303.	Article 239 Where the merger or division of the Company involves a change in registered particulars, such change shall be registered with the companies registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.	Article 198 Where the merger or division of the Company involves a change in registered particulars, such change shall be registered with the companies registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.

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No.	Original Articles	Amended Articles
304.	CHAPTER TWENTY: DISSOLUTION AND LIQUIDATION OF THE COMPANY	CHAPTER THIRTEEN: DISSOLUTION AND LIQUIDATION OF THE COMPANY
305.	Article 240 The Company shall be dissolved and liquidated upon the occurrence of any of the following events: (1) a resolution regarding the dissolution is passed by the shareholders' meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) the Company is legally declared insolvent due to its failure to repay debts as they become due; (4) business license is revoked lawfully or the Company is ordered to be closed down or is wound up; and (5) where the Company has experienced material difficulties in operation and management and its continuation may cause substantial loss to the interest of the shareholders, and there are no other solutions, the shareholders holding 10% or more of all the voting shares petition to the people's court for dissolution of the Company and the people's court ruled to dissolve the Company.	Article 199 The Company shall be dissolved and liquidated upon the occurrence of any of the following events: (1) the term of its operations specified in the Articles of Association has expired or any other cause for dissolution specified in the Articles of Association arises; (2) a resolution regarding the dissolution is passed by the general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) business license is revoked lawfully or the Company is ordered to be closed down or is wound up; (5) where the Company has experienced material difficulties in operation and management and its continuation may cause substantial loss to the interest of the shareholders, and there are no other solutions, the shareholders holding 10% or more of all the voting shares petition to the people's court for dissolution of the Company. If the Company encounters the cause for dissolution as stipulated in the preceding paragraph, it shall publicize the cause for dissolution through the National Enterprise Credit Information Publicity System within 10 days.
306.	/	Article 200 Under the circumstances set out in items (1) and (2) of the preceding Article, and the property has not been distributed to shareholders, the Company may survive through amendment of the Articles of Association or by a resolution of the general meeting. Amendments to the Articles of Association or resolutions of the general meeting pursuant to the preceding paragraph shall be approved by two-thirds or more of the voting rights held by the shareholders attending at the general meeting.
307.	Article 241 Where the Company is dissolved under sub-paragraph (1), (4) or (5) of the preceding Article, a liquidation committee shall be set up within 15 days to commence the liquidation proceedings, and the liquidation committee shall be composed of directors or any other persons determined by the shareholders' meeting. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a people's court for appointing relevant persons to form the liquidation committee for liquidation. Where the Company is dissolved under sub-paragraph (3) of the preceding Article, the people's court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed with the liquidation.	Article 201 Where the Company is dissolved pursuant to item (1), (2), (4), or (5) of the Article 199 of these Articles of Association, liquidation must be carried out. The directors shall act as liquidation obligors of the Company and are required to form a liquidation committee to conduct liquidation within 15 days from the date on which the dissolution occurs. The liquidation committee shall be composed of directors unless otherwise decided by the general meeting to appoint other personnel. Where the liquidation obligors fail to fulfill their obligations of liquidation in a timely manner, they shall bear compensation liability for any loss caused to the Company or its creditors.

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No.	Original Articles	Amended Articles
308.	Article 242 If the board of directors decides that the Company should be liquidated (except for liquidation as a result of being declared bankrupt), the notice of the shareholders' meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board holds the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation. The functions and powers of the board of directors shall terminate immediately after the shareholders' meeting has adopted a resolution to carry out liquidation. The liquidation committee shall take instructions from the shareholders' meeting, and not less than once a year make a report to the shareholders' meeting on the committee's income and expenditure, the business of the Company and the progress of the liquidation. It shall make a final report to the shareholders' meeting when the liquidation is completed.	/
309.	Article 243 The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper designated by the regulatory authority of the place where the Company's shares are listed. The creditors who have received the notice shall, within 30 days of receipt of the notice, and the creditors who do not receive the notice shall within 45 days of the date when the announcement was made, declare their creditor's rights to the liquidation team. When declaring the creditor's rights, the creditors shall specify the relevant matters about the creditor's rights and provide corresponding evidence. The liquidation committee shall register such creditor's rights. During the period of declaration of the creditor's rights, the liquidation committee shall not settle any debt with the creditors.	Article 202 The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper that meets the criteria prescribed by the securities regulatory authorities of the place where the Company's shares are listed, or on the National Enterprise Credit Information Publicity System. The creditors who have received the notice shall, within 30 days of receipt of the notice, and the creditors who do not receive the notice shall within 45 days of the date when the announcement was made, declare their creditor's rights to the liquidation team. When declaring the creditor's rights, the creditors shall specify the relevant matters about the creditor's rights and provide corresponding evidence. The liquidation committee shall register such creditor's rights. During the period of declaration of the creditor's rights, the liquidation committee shall not settle any debt with the creditors.
310.	Article 244 During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors by notice or by public announcements; (3) to dispose of any unfinished businesses of the Company relating to liquidation; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to deal with the assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.	Article 203 During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors by notice or by public announcements; (3) to dispose of any unfinished businesses of the Company relating to liquidation; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to distribute the assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.

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No.	Original Articles	Amended Articles
311.	Article 245 After it has liquidated the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' meeting or to the people's court for confirmation. After payment of the liquidation costs, salary of the staff, social insurance expenses and legal compensation, repayment of tax arrears and discharge of the Company's debts, the remaining assets of the Company shall be distributed among the shareholders in accordance with the classes and proportions of shares held by them. The Company may, during the liquidation period, remain to exist, but shall not carry out business activities irrelevant to the liquidation. The Company's assets shall not be allocated to the shareholders before being applied towards the payments set forth in the preceding sentence.	Article 204 After it has liquidated the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the people's court for confirmation. After payment of the liquidation costs, salary of the staff, social insurance expenses and legal compensation, repayment of tax arrears and discharge of the Company's debts, the remaining assets of the Company shall be distributed among the shareholders in accordance with the classes and proportions of shares held by them. The Company may, during the liquidation period, remain to exist, but shall not carry out business activities irrelevant to the liquidation. The Company's assets shall not be allocated to the shareholders before being applied towards the payments set forth in the preceding sentence.
312.	Article 246 Where the Company is liquidated upon dissolution, after liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets in connection with the liquidation of the Company, if the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court in accordance with laws for declaration of insolvency. After the Company is declared insolvent by a ruling of the people's court, the liquidation committee shall hand over all matters relating to the liquidation to the people's court. Where the Company is declared bankrupt according to law, it shall carry out an insolvency liquidation according to the laws concerning insolvency liquidation.	Article 205 After liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets in connection with the liquidation of the Company, if the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court in accordance with laws for insolvency and liquidation. After the people's court accepts the bankruptcy application, the liquidation committee shall hand over all matters relating to the liquidation to the bankruptcy administrator designated by the people's court. Where the Company is declared bankrupt according to law, it shall carry out an insolvency liquidation according to the laws concerning insolvency liquidation.
313.	Article 247 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial account, which shall be verified by a Chinese registered accountant and submitted to the shareholders' meeting or a people's court for confirmation. The liquidation committee shall, within 30 days after the confirmation of the documents referred to in the preceding paragraph by the shareholders' meeting or the people's court, submit such documents to the companies registry and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.	Article 206 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or relevant court for confirmation, as well as submit such documents to the companies registry and apply for cancellation of registration of the Company.

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No.	Original Articles	Amended Articles
314.	Article 248 The members of the liquidation committee shall be faithful to their duties and fulfill the liquidation obligations in accordance with the law. The members of the liquidation committee shall not abuse their authority and powers to accept bribery or other illegal income, or encroach upon the Company's assets. Where a member of the liquidation committee causes loss to the Company or the creditors intentionally or because of gross negligence, he (she) shall bear the relevant compensation liability.	Article 207 Members of the liquidation committee shall fulfill their liquidation duties with loyalty and diligence. Members of the liquidation committee who fail to perform liquidation duties and cause losses to the Company shall be liable for compensation; Where a member of the liquidation committee causes loss to the Company or the creditors with intent or gross negligence, he (she) shall bear the relevant compensation liability.
315.	CHAPTER TWENTY-ONE: PROCEDURES FOR AMENDMENT OF THESE ARTICLES OF ASSOCIATION	CHAPTER FOURTEEN: AMENDMENT OF THESE ARTICLES OF ASSOCIATION
316.	Article 249 The Company may amend these Articles of Association and its appendices in accordance with the laws, administrative regulations and its Articles of Association.	/
317.	Article 250 The Company shall amend these Articles of Association and its appendices on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association and its appendices are in conflict with the amended laws or administrative regulations; (2) the Company has experienced any change which makes its status not consistent with that recorded in these Articles of Association and its appendices; (3) it has been decided by the shareholders' meeting to amend these Articles of Association and its appendices.	Article 208 The Company shall amend these Articles of Association and its appendices on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association and its appendices are in conflict with the amended laws or administrative regulations; (2) the Company has experienced any change which makes its status not consistent with that recorded in these Articles of Association and its appendices; (3) it has been decided by the general meeting to amend these Articles of Association and its appendices.
318.	Article 251 The board of directors shall amend these Articles of Association and its appendices pursuant to the resolution of the shareholders' meeting on amendment of these Articles of Association and the approval opinions of the competent authorities.	Article 209 The board of directors shall amend these Articles of Association and its appendices pursuant to the resolution of the general meeting on amendment of these Articles of Association and the approval opinions of the competent authorities (if relevant).
319.	Article 252 Amendment of these Articles of Association involving the contents of the 'Mandatory Provisions' shall become effective upon approval of the approval authority authorized by the State Council.	/
320.	Article 253 If the amendment of these Articles of Association and its appendices involves any registered particulars of the Company, such change shall be reregistered in accordance with law. If the amendment to these Articles of Association and its appendices is a matter which is required to be disclosed by the relevant laws and regulations, an announcement shall be made in accordance with the provisions of those laws and regulations.	Article 210 If the amendment of these Articles of Association and its appendices, as resolved by the general meeting, involves any registered particulars of the Company, such change shall be reregistered in accordance with law. If the amendment to these Articles of Association and its appendices is a matter which is required to be disclosed by the Relevant Regulatory Rules, an announcement shall be made in accordance with the provisions of those laws and regulations.

No.	Original Articles	Amended Articles
321.	CHAPTER TWENTY-TWO: NOTICES	CHAPTER FIFTEEN: NOTICES
322.	Article 254 Unless otherwise provided by these Articles of Association and its appendices, subject to laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, notices of the Company shall be issued in any of the following manners: (1) by hand; (2) by post; (3) by public announcement (where notice is given by way of announcement, such announcement may be published in newspaper(s)); (4) any other manner as recognized by securities regulatory authority at the place where the Company's shares are listed or as provided in these Articles of Association. If a notice of the Company is issued by public announcement, it shall be deemed as duly received by the relevant officers once announced. If dividend warrants are to be sent to shareholders by post, the Company can cease sending dividend warrants by such means only if such warrants have been left uncashed for two times or are returned undelivered on the first delivery. Unless otherwise provided in these Articles of Association, subject to the laws, regulations and listing rules of the place where the Company's shares are listed, any requirement under these Articles of Association in relation to the delivery, e-mailing, post, distribution, announcement or the provision of any corporate communications may be sent out or provided via the Company's website or through electronic methods. "Corporate Communications" refers to any documents issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (1) the directors' report, its annual accounts together with a copy of the auditors' report and, where applicable, its summary financial report; (2) the interim report and, where applicable, its summary interim report; (3) the notice of meeting; (4) listing documents; (5) a circular; and (6) a proxy form.	Article 211 Unless otherwise provided by these Articles of Association, subject to laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, notices of the Company shall be issued in any of the following manners: (1) by personal delivery; (2) by post; (3) by public announcement; (4) any other manner as recognized by the Relevant Regulatory Rules, securities regulatory authority at the place where the Company's shares are listed or as provided in these Articles of Association. If a notice of the Company is issued by public announcement, it shall be deemed as duly received by the relevant officers once announced. Unless otherwise provided in these Articles of Association, the Company may, subject to compliance with the Relevant Regulatory Rules, issue corporate communications as required by the Hong Kong Stock Exchange via the Company's website, the Hong Kong Stock Exchange website, or by electronic means.

No.	Original Articles	Amended Articles
323.	Article 255 Notices sent by mail shall be deemed to have been received 48 hours after an envelope containing the notice, with address legibly written and postage pre-paid, is posted. If a notice of the Company is issued by hand, the date when the recipient signs or stamps on the return receipt shall be regarded as the date of service of the notice. If a notice of the Company is issued by public announcement, the date of the first publication of the announcement shall be regarded as the date of service of the notice. If the notice of the Company is sent out in electronic form, the sending date shall be regarded as the date of service of the notice. Subject to the laws, regulations and listing rules of the place where the Company is listed, if a corporate communication is sent by way of announcement via the website, the delivery date shall be regarded as follows: (1) on the date when the notice in accordance with the laws, regulations and listing rules of the place where the Company is listed is sent to the intended recipient; (2) if later, the date on which the corporate communication first appears on the website after that notice is sent.	Article 212 Notices of the Company sent by mail shall be deemed to have been received 48 hours after an envelope containing the notice, with address legibly written and postage pre-paid, is posted into a mailbox. If a notice of the Company is issued by hand, the date when the recipient signs (or stamps) on the return receipt shall be regarded as the date of service of the notice. If a notice of the Company is issued by public announcement, the date of the first publication of the announcement shall be regarded as the date of service of the notice. If the notice of the Company is sent out in electronic form, the sending date shall be regarded as the date of service of the notice. Without violation of the Relevant Regulatory Rules, if a corporate communication is sent by way of announcement via the website, the service date shall be regarded as follows: (1) on the date when the notice in accordance with the Relevant Regulatory Rules is sent to the intended recipient; (2) if later, the date on which the corporate communication first appears on the website after that notice is sent. If a notice of the Company is sent by personal delivery or by pre-paid mail, the recipient's address shall be the address registered in the register of shareholders. Notices, instructions, documents, materials or written statements which are issued by the shareholders, directors or senior management to the Company shall be deposited or delivered by registered mail to the Company's legal address. If the address is clearly written and postage pre-paid, then it can be proven that the notice, instruction, document, material or written statement was delivered within the time limit stipulated by the Company under normal postal conditions, according to the mailing date.
324.	Article 256 A meeting and the resolutions adopted thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure to receive such notice by, a person entitled to receive such notice.	Article 213 A meeting and the resolutions adopted thereat shall not be solely invalidated as a result of the accidental omission to give notice of the meeting to, or the failure to receive such notice by, a person entitled to receive such notice.

No.	Original Articles	Amended Articles
325.	CHAPTER TWENTY-THREE: SETTLEMENT OF DISPUTES	/
326.	Article 257 The Company shall abide by the following principles for dispute resolution: (1) Whenever any disputes or claims relating to the affairs of the Company arise between: holders of the overseas-listed foreign shares and the Company; holders of the overseas-listed foreign shares and the Company's directors, supervisors, senior management; or holders of the overseas-listed foreign shares and holders of domestic shares, in respect of any rights or obligations provided for in these Articles of Association and its appendices, the Company Law or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred as a whole, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company's shareholders, directors, supervisors or senior management, submit to the decisions made in the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration. (2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center. (3) Settlement of disputes or claims referred to in sub-paragraph (1) of this Article by way of arbitration shall be governed by the laws of the PRC, save as otherwise provided in the laws and administrative regulations. (4) The arbitral award of an arbitral body shall be final and conclusive and binding on all parties.	/

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

No.	Original Articles	Amended Articles
327.	CHAPTER TWENTY-FOUR: SUPPLEMENTARY	CHAPTER SIXTEEN: SUPPLEMENTARY PROVISIONS
328.	/	Article 214 Any reference to “general manager” and “deputy general manager” in these Article and its appendices shall mean “manager” and “deputy manager” as defined under the Company Law.
329.	Article 258 These Articles of Association and its appendices are written in Chinese. Where versions in other languages or different versions are in conflict with these Articles of Association and its appendices, the latest Chinese version verified and registered at the companies registry shall prevail.	Article 215 These Articles of Association and its appendices are written in Chinese. Where versions in other languages or different versions are in conflict with these Articles of Association and its appendices, the latest Chinese version verified and registered at the companies registration authority shall prevail.
330.	Article 259 In these Articles of Association and its appendices, the expressions of “more than” and “within” shall include the numbers that follow them whilst the expressions of “beyond”, “below” and “over” shall not include the numbers that follow them.	Article 216 In these Articles of Association and its appendices, the expressions of “more than” and “within” shall include the numbers that follow them whilst the expressions of “exceeding”, “beyond”, “below”, “over” and “above” shall not include the numbers that follow them.
331.	Article 260 The power to interpret these Articles of Association and its appendices shall be vested to the board of directors of the Company. Any matter which is not covered in these Articles of Association and its appendices shall be put forward by the board of directors to the shareholders’ meeting for approval.	Article 217 The power to interpret these Articles of Association and its appendices shall be vested to the board of directors of the Company.
332.	Article 261 If these Articles of Association and its appendices are in conflict with the laws, administrative regulations or provisions of other regulatory documents or regulatory provisions of the place where the Company is listed promulgated from time to time, the laws, administrative regulations and provisions of other regulatory documents or regulatory provisions of the place where the Company is listed shall prevail.	Article 218 Any matter which is not covered in these Articles of Association or its appendices in conflict with provisions of the Relevant Regulatory Rules promulgated from time to time, the Relevant Regulatory Rules shall prevail.
333.	Article 262 The term “accounting firm” used in these Articles of Association and its appendices shall have the same meaning as the term “auditor” used in the Mandatory Provisions. For the purpose of these Articles of Association and its appendices, references to “general manager” and “deputy general manager” shall have the same meaning as “manager” and “deputy manager” in the Company Law, respectively.	/
334.	Article 263 The appendices to these Articles of Association include the Rules of Procedures for the Shareholders’ Meeting, the Rules of Procedure for the Board and the Rules of Procedures for the Supervisory Board.	Article 219 The appendices to these Articles of Association include the Rules of Procedure for General Meetings and the Rules of Procedure for the Board.

APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

**Comparison Table of Amendments to the Rules of Procedure for
General Meetings of Sinopec Oilfield Service Corporation**

No.	Original Articles	Amended Articles
1.	CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
2.	Article 1 In order to safeguard the legitimate interests of Sinopec Oilfield Service Corporation (the “Company”) and its shareholders, to specify the duties, responsibilities and authority of the shareholders’ general s, to ensure the proper, efficient and smooth operation of the shareholders’ general meeting and to ensure the shareholders’ general meeting exercises its functions and powers according to law, these Rules are formulated according to the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, “Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”, “Guidelines for the Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies” and “Regulations Regarding General Meetings of Listed Companies” and other relevant laws and regulations regulating listed companies inside and outside the PRC and the Articles of Association of Sinopec Oilfield Service Corporation (“Articles of Association”).	Article 1 In order to safeguard the legitimate interests of Sinopec Oilfield Service Corporation (the “Company”) and its shareholders, to specify the duties, responsibilities and authority of the general meetings, to ensure the proper, efficient and smooth operation of the Company’s general meetings and to ensure the general meetings exercise their functions and powers according to law, the Rules and Procedures for General meetings of Sinopec Oilfield Service Corporation (hereinafter referred to as the “these Rules”) are formulated according to the relevant provisions of the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Guidelines for the Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies”, “Regulations Regarding General meetings of Listed Companies”, the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” and other laws, administrative regulations, departmental rules, other relevant normative documents, and the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the “Relevant Regulatory Rules”), as well as the Articles of Association of Sinopec Oilfield Service Corporation (the “Articles of Association”), and in consideration of the actual circumstances of the Company.
3.	Article 2 These Rules apply to the shareholders’ general meetings of the Company including annual general meetings (hereinafter referred to as “AGM”), extraordinary general meetings; or all shareholders’ general meetings or class shareholders’ general meetings and shall be binding on the Company, all shareholders, authorized proxies of the shareholders, directors, supervisors, president senior management and other relevant personnel present at the meeting.	Article 2 These Rules apply to the general meetings of the Company, including annual general meetings (hereinafter referred to as “AGM”) and extraordinary general meetings, covering matters such as convening, proposals, notices, and holding of such meetings, and shall be binding on the Company, all shareholders, authorized proxies of the shareholders, directors, senior management of the Company and other relevant personnel attending or present at the meeting.

**APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
4.	Article 3 The board of directors of the Company shall strictly comply with laws, administrative rules, the Articles of Association and relevant regulations of these Rules to hold shareholders' general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. All directors of the Company shall duly perform its duties and properly organize the shareholders' general meeting in a conscientious manner and on schedule. All directors of the Company shall perform their diligence to ensure the due holding of shareholders' general meetings and its lawful exercise of functions and powers.	Article 3 The board of directors of the Company shall strictly comply with the Relevant Regulatory Rules, the Articles of Association and relevant regulations of these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. All directors of the Company shall duly perform their duties and properly organize the general meeting in a conscientious manner and on schedule, and shall perform their diligence to ensure the due holding of general meetings and its lawful exercise of functions and powers.
5.	Article 4 Any shareholder who holds the shares of the Company legally and validly are entitled to attend or authorize a proxy to attend the shareholders' general meeting, and shall have the right to know the Company's affairs, the right to speak, the right to raise questions and the right to vote pursuant to law and these Rules. Shareholders and their proxies attending the shareholders' general meeting shall comply with the provisions of the relevant laws and regulations, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.	Article 4 Any shareholder who registered on the register of the shareholder as of the record date, or their proxies, are entitled to attend the general meetings in person or appoint one or more persons (who may not necessarily be shareholders) as their proxies to attend the general meetings on their behalf, and shall enjoy the right to know, the right to speak, the right to raise questions and the right to vote pursuant to the relevant rules, the Articles of Association and these Rules. Shareholders and their proxies attending the general meeting shall comply with the provisions of the relevant regulations, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.
6.	Article 5 The Secretary to the Board of the Company (Investor Relations Department) shall be responsible for implementing the preparatory and organization work for holding a shareholders' general meeting.	Article 5 The office of the board of directors of the Company shall be responsible for implementing the preparatory and organization work for holding a general meeting.
7.	CHAPTER 2 FUNCTIONS AND POWERS OF THE SHAREHOLDERS' GENERAL MEETING	CHAPTER 2 FUNCTIONS AND POWERS AND AUTHORITY OF THE GENERAL MEETING
8.	Article 6 The shareholders' general meeting shall exercise the following functions and powers according to law: (1) to decide on the Company's operational policies and investment plans; (2) to elect and replace directors and to decide on matters relating to the remuneration of directors; (3) to elect and replace supervisors assumed by non-representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports;	Article 6 The general meetings shall exercise their powers in accordance with the relevant regulatory rules and the provisions of the Articles of Association.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
	(6) to consider and approve the Company's proposed annual preliminary and final financial budgets; (7) to consider and approve the Company's profit distribution plans and loss recovery plans; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters in relation to merger, division, dissolution, liquidation and change of corporate form of the Company; (10) to pass resolutions on the issue of debentures by the Company; (11) to pass resolutions on or authorize the repurchase of the Company's shares in accordance with the provisions of Article 34 of the Company's Articles of Association; (12) to pass resolutions on the appointment, dismissal and non-reappointment of the accounting firm by the Company; (13) to amend the Articles of Association and its appendices (including the Rules and Procedures for the Shareholders' General Meetings, Rules of Procedure for the Board and Rules and Procedures for the Supervisors' Meetings); (14) to consider proposals raised by the Company's board of directors, supervisory committee or shareholders who represent 3% or more of the total number of voting shares of the Company; (15) to consider and approve the matters in relation to guarantees regulated by Rule 12(3) of these Rules; (16) to consider the matters of purchase and/or sale by the Company within one year of significant assets exceeding thirty per cent (30%) of the latest audited total assets of the Company; (17) to consider and approve the change of the use of the raised funds; (18) to consider stock incentive plans; (19) to decide on other matters which, according to laws, administrative regulations, rules of the competent authorities, the Articles of Association and these Rules, shall be approved by the shareholders' general meetings.	

APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

No.	Original Articles	Amended Articles
9.	CHAPTER 3 AUTHORITY OF THE SHAREHOLDERS' GENERAL MEETINGS	/
10.	Article 7 Matters which, in accordance with laws, administrative regulations, rules of the relevant government authorities, provisions of the Articles of Association and these Rules, fall within the scope of the authority of the shareholders' general meeting must be considered at such meeting so as to protect the decision-making power of the shareholders of the Company on such matters. In order to ensure and increase the stability and efficiency of the daily operations of the Company, in accordance with the provisions of the Articles of Association, the shareholders' general meeting authorizes the board of directors of the Company, on a partial basis, to exercise the following powers on investment plans, asset disposals and external guarantees:	Article 7 To ensure the sound operation of the Company and enhance decision-making efficiency, in accordance with the provisions of the Articles of Association, the general meeting expressly and conditionally delegates certain of its powers regarding external investment, purchase or disposal of assets, provision of external guarantees, financial assistance, entrustment or acceptance of entrusted asset management, contracting, leasing, securities investment, derivatives transactions, waiver of rights, and external donations to the board of directors, to be exercised pursuant to the provisions set forth in this Chapter.
11.	(2) Asset disposal: (i) When the Company acquires or sells assets, it has to take into account of the following 5 testing indices: (1) total asset ratio: the total amount of the assets in relation to the transaction (if both book value and valuation value exist, the higher one shall be applied) divided by the latest audited total asset value of the Company; (2) transaction amount ratio: the transaction amount (taking into account of the assumed liabilities and costs, etc) of the acquired assets divided by the total amount of the latest audited net asset value of the Company; (3) transaction net profit (loss) ratio: the absolute value of the net profit or loss relating to the assets of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year; (4) revenue ratio: the revenue for the preceding financial year relating to the subject matter of the transaction divided by the audited revenue of the Company for the preceding financial year; (5) object net profit (loss) ratio: the absolute value of the net profit or loss for the preceding financial year relating to the object of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year. The shareholders' general meeting shall examine and approve any of the above projects with a ratio of not less than 50%. The board of directors is authorized to examine and approve any of the above projects with a ratio of less than 50%.	Article 8 Unless otherwise stipulated in this Chapter, the Company shall conduct size tests in accordance with the relevant regulatory requirements for the following matters: (1) Ordinary Transactions: Transactions related to the daily operations of the Company, including the purchase of raw materials, fuel and energy, the acceptance and provision of labor services, the sale of products and goods, engineering contracting, and other similar matters; (2) Incidental Transactions: Transactions outside the daily operations of the Company, including external investment, purchase or disposal of assets, provision of guarantees, entrustment or acceptance of entrusted asset management, contracting, leasing, securities investment, derivatives transactions, financial assistance, waiver of rights, external donations, and other similar matters; (3) Connected Transactions: Continuing or incidental transactions between the Company and connected persons; (4) Other Matters with Significant Impact on the Company's Financial Conditions: Including securities issuance, mergers, divisions, spin-offs, provision for asset impairment, write-offs of assets, and other similar matters. Size tests shall be conducted for the aforementioned matters, and if any of the thresholds stipulated under the rules require submission to the general meeting for consideration, such matters shall be submitted to the general meeting. Matters meeting the thresholds requiring timely disclosure under the rules shall be submitted to the board of directors for consideration. For matters falling below the thresholds for board of directors' consideration, the board of directors may delegate the consideration and approval authority to the Chairman of the Board, general manager, or other relevant personnel as per the Company's internal management policies. In accordance with the principle of cumulative calculation stipulated in the securities regulatory rules applicable to the place where the Company's shares are listed, the Company shall conduct related calculations and determine the applicable consideration and approval procedures of the general meeting, the board of directors, and other relevant bodies.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
12.	(1) Investment: 1. The medium and long-term investment plans and annual investment plan of the Company shall be approved at the shareholders' general meeting. Of the abovementioned investments, the board of directors may adjust, on a partial basis, the amount of capital expenditure set out in the annual investment plan approved at the shareholders' general meeting, provided that any capital expenditure after such adjustment shall not exceed 15 per cent of the total capital expenditure for the year. 2. Individual investment projects (including but not limited to technology improvements, fixed asset investments, external equity investments) shall be approved by the shareholders' general meeting if the amount of investment is more than 5 per cent of the Company's latest audited net asset value, or otherwise shall be approved by the board of directors if they are of a smaller amount and a lower percentage. 3. Where the Company uses its own assets to invest in other assets which are unrelated to the business operated by the Company, including high risk assets such as bonds, futures, stocks and hi-tech industry (including investment by way of holding shares), such investments shall be classified as risky investments. Risky investments shall be approved by the shareholders' general meeting if the amount of investment is more than 1 per cent of the Company's latest audited net asset value, or otherwise shall be approved by the board of directors if they are of a smaller amount and a lower percentage.	Article 9 Investment Power and Authorization (1) For individual investment projects (including but not limited to technological renovation, fixed asset investment, and external equity investment), the general meeting shall consider and approve projects with an investment amount exceeding 5% of the Company's latest audited net asset value; the board of directors is authorized to consider and approve projects with an investment amount not exceeding 5% of the Company's latest audited net asset value; for projects with an investment amount not exceeding 5% of the Company's latest audited net asset value, the board of directors may delegate the approval authority for such projects to the Chairman of the Board, general manager, or other relevant personnel subject to the Company's internal management rules. (2) Investments made by the Company using its assets in categories unrelated to its business operations, including high-risk assets such as bonds, stocks, and high-tech industries (including those involving equity participation), are classified as risk investments. The general meeting shall consider and approve projects with an investment amount exceeding 1% of the Company's latest audited net asset value; the board of directors is authorized to consider and approve projects with an investment amount not exceeding 1% of the Company's latest audited net asset value; for projects with an investment amount not exceeding 1% of the Company's latest audited net asset value, the board of directors may delegate the consideration and approval authority for such projects to the Chairman of the Board, general manager, or other relevant personnel subject to the Company's internal management rules.
13.	2. In disposing of fixed assets, where the total value of the expected value of the fixed assets to be disposed of and the value of the fixed assets which have been disposed of in the 4 months prior to such proposed disposal exceeds 33% of the value of the fixed assets as set out in the latest balance sheet considered by the shareholders' general meeting, the shareholders' general meeting shall examine and approve such disposal; the board of directors shall not dispose of or agree to dispose of such fixed assets without the approval of the shareholders' general meeting. The board of directors is authorised to examine and approve those fixed asset disposals of less than 33%. If such disposal involves the acquisition or sale of fixed assets or a connected transaction, it shall also conform to the provisions of Paragraph (v) of this Rule, namely, "The acquisition, sale of substantial assets, and connected transaction". The disposal of fixed assets referred to in this Rule includes the transfer of certain asset interests but excludes the provision of guarantees by way of fixed assets. The validity of the transactions for the disposal of fixed assets by the Company shall not be affected by any breach of this Paragraph 1.	/

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No.	Original Articles	Amended Articles
14.	3. The five testing indices referred to in Paragraph 1 under (ii) Asset Disposal herein shall be calculated and referred to on the basis of the amount involved or the amount accumulated in 12 months in respect of the conclusion, amendment and termination of important contracts relating to, among others, entrustment of operation, entrusted operation, entrusted financial management, contracting and leasing. The shareholders' general meeting shall examine and approve any of the above projects with a ratio of more than 5 per cent. The board of directors is authorised to examine and approve any of the above projects with a ratio of not more than 5 per cent.	/
15.	(iii) External guarantees: The Company shall not provide guarantees for personal liability. Unless otherwise stipulated in the Articles of Association, any matters in relation to the Company's external guarantees shall be considered and approved by the board of directors of the Company; among which, the following matters in relation to external guarantees shall also be examined and approved at the shareholders' general meeting: (1) Any guarantee provided after the total external guarantee value of the Company and its controlling subsidiaries reaches or exceeds 50 per cent of the Company's latest audited net assets; (2) Any guarantee provided after the total external guarantee value of the Company reaches or exceeds 30 per cent of the Company's latest audited total assets; (3) The guarantee provided to the guarantee party whose asset-liability ratio exceeds 70 per cent; (4) The value of a single guarantee that exceeds 10 per cent of the Company's latest audited net assets; (5) The guarantee provided to shareholders, de facto controllers and their associated parties; (6) Any other external guarantee regulated by laws, administrative regulations, rules of competent authorities and the listing rules of relevant stock exchanges.	Article 10 Power and Authorization for External Guarantees The Company shall not provide guarantees for personal liability. The following matters regarding the Company's external guarantees shall be considered at the general meeting: (1) Any guarantee provided after the total volume of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets; (2) Any guarantee provided after the total volume of external guarantees of the Company and its controlling subsidiaries exceeds 30% of the Company's latest audited total assets; (3) Any guarantees exceeding 30% of the Company's latest audited total assets calculated based on an accumulated amount within 12 consecutive months; (4) Guarantees provided to entities whose asset-liability ratio exceeds 70%; (5) Any single guarantee amount exceeding 10% of the Company's latest audited net assets; (6) Guarantees provided to shareholders, de facto controllers, and their connected persons; (7) Other external guarantees governed by the relevant regulatory rules or stipulated in the Articles of Association. For external guarantees that do not meet the criteria for consideration and approval by the general meeting as above, the board of directors is authorized to grant approval in accordance with the provisions in the Rules of Procedure for the Board.

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No.	Original Articles	Amended Articles
16.	/	Article 11 Power and Authorization for Financial Assistance The Company shall not provide financial assistance, such as funds, to connected persons as specified under the Relevant Regulatory Rules, except for financial assistance provided to connected company in which the Company has an equity interest but is not controlled by its controlling shareholders or de facto controllers, and where other shareholders of such company provide financial assistance under equal conditions in proportion to their capita contribution. Unless otherwise stipulated in the Articles of Association or these Rules, the following matters regarding financial assistance shall be considered at the general meeting: (1) Any single financial assistance amount exceeding 10% of the Company's latest audited net assets; (2) Situations where the financial assistance is provided to a target whose asset-to liability ratio exceeding 70% based on its latest financial statements; (3) The total financial assistance amounts, calculated cumulatively within the latest 12 months, exceeding 10% of the Company's latest audited net assets; (4) Financial assistance provided to connected company that meet the conditions set out in the first paragraph of this article and is not controlled by the Company's controlling shareholders or de facto controllers; (5) Other circumstances stipulated by the Relevant Regulatory Rules or the Articles of Association and its appendices. For financial assistance that does not meet the criteria for general meetings' consideration and approval as mentioned above, the board of directors is authorized to grant approval in accordance with the provisions in the Rules of Procedure for the Board. For financial assistance provided to the Company's controlling subsidiaries within the scope of the consolidated financial statements (provided that no other shareholder of such subsidiaries is the Company's controlling shareholder, de facto controller, or their connected persons), the board of directors may delegate the approval authority to the Chairman of the Board, general manager, or other relevant subjects in accordance with the Company's internal management systems.

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No.	Original Articles	Amended Articles
17.	(4) If, when applying the relevant standards as set out above, the approving authorities for any of the aforementioned investment, asset disposal and external guarantee matters include both the shareholders' general meeting and the board of directors, such matters shall be submitted to the shareholders' general meeting for approval.	Article 12 If the approval hierarchy for the relevant matters includes the general meeting, the board of directors, the Chairman of the Board, and/or the general manager, such matters shall be submitted to the highest level of the approval hierarchy for approval.
18.	(5) If the aforementioned investment, asset disposal and external guarantee matters constitute connected transactions in accordance with the regulatory provisions of the places where the Company is listed, such matters shall be dealt with in compliance with the relevant provisions on connected transactions.	/
19.	Article 8 Where necessary and reasonable, with respect to specific issues related to the matters to be resolved—including those that cannot or are not required to be resolved at the shareholders' general meeting—the shareholders' general meeting may authorise the board of directors, directors or the Secretary to the Board to make decisions within the scope of authority granted by the shareholders' general meeting. For the matters specified in these Rules that fall within the authority of the board of directors, the board of directors may, in light of actual circumstances, delegate the authority to review and approve such matters to one or several directors or the general manager for exercise, provided that such delegation shall be clearly specified in the Rules of Procedure for the Board of Sinopec Oilfield Service Corporation.	Article 13 Without violating Article 56 of the Articles of Association and under necessary and reasonable circumstances, as regards specific matters related to the matters to be resolved, which cannot or are not required to be decided at the general meeting, the general meeting may authorize the board of directors, directors, the general manager, or the Secretary to the Board to decide within the scope of authority authorized by the general meeting. For authorizations granted by the general meeting to the board of directors, directors, the general manager, or the Secretary to the Board, if the authorized matters are ordinary resolution matters, they shall be passed by a majority of the voting rights held by the shareholders attending the general meeting (including shareholders who attend the meeting via proxy). If the matters are special resolution matters, they shall be passed by two thirds or more of the voting rights held by the shareholders attending the general meeting (including shareholders who attend the meeting via proxy). The content of the authorization shall be clear and specific.
20.		Article 14 For matters stipulated in the Articles of Association and these Rules that fall within the approval authority of the board of directors, the board of directors may, in accordance with the Relevant Regulatory Rules and the Company's actual needs, delegate the approval authority under certain conditions and within a certain scope to the Secretary to the Board, one or more directors, the general manager, or other relevant parties. However, the statutory powers of the board of directors, as well as matters involving significant interests of the Company that require collective decision-making by the board of directors or submission to the general meeting for a resolution, may not be delegated. The board of directors shall formulate specific administrative measures governing such delegation of authority in accordance with the Articles of Association and its appendices. These measures shall specify the fundamental scope, procedures, supervision, amendments, and responsibilities related to the delegation of authority.

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No.	Original Articles	Amended Articles
21.	CHAPTER 4 TYPES OF SHAREHOLDERS' MEETINGS	CHAPTER 3 TYPES OF GENERAL MEETINGS
22.	Article 9 Shareholders' general meetings shall include annual general meetings, extraordinary general meetings and class shareholders' general meetings. Holders of different classes of shares are referred to as class shareholders. In addition to other classes of shareholders, holders of domestic shares and holders of H shares shall be deemed to be shareholders of different classes. Where events as specified in the Articles of Association occur, the Company shall convene class shareholders' general meetings. Only class shareholders shall be entitled to attend class shareholders' general meetings. Class shareholders' general meetings may be categorized into class meetings for holders of domestic shares and class meetings for holders of H shares.	Article 15 General meetings are classified into annual general meetings and extraordinary general meetings. Except as otherwise provided in the Articles of Association and these Rules, general meetings shall be convened by the board of directors. Any general meeting held in any given year other than the annual general meeting shall be classified as an extraordinary general meeting. Extraordinary general meetings shall be numbered sequentially based on the order in which they are held during the year. The ordinary shares issued by the Company consist of domestic shares and foreign shares. If the Company proposes to change or abolish the rights of A share or H share shareholders, such changes or abolitions must be approved by the general meeting through a special resolution as stipulated in the Articles of Association and by holding a general meeting of A or H shareholders. Only A share or H share shareholders may attend such separate general meetings.
23.	Article 11 All the shareholders' general meetings held every year (except the Annual General Meeting) are extraordinary general meetings. Extraordinary general meetings shall be arranged in the order of the year when they are held.	
24.	Article 10 The annual shareholders' meeting shall be held once a year and shall take place within six months after the end of the preceding accounting year.	Article 16 The annual general meeting shall be held once a year and shall take place within six months after the end of the preceding accounting year.
25.	/	Article 17 Under any of the following circumstances, the board of directors shall hold an extraordinary general meeting within two months: (1) The number of directors falls below the quorum stipulated by the Company Law or is less than two-thirds of the number required under the Articles of Association; (2) The Company's uncovered losses amount to one-third of its total share capital; (3) Shareholders individually and jointly holding 10% or more of the total voting shares issued and outstanding by the Company make a written request to hold an extraordinary general meeting; (4) The board of directors considers it necessary; (5) The audit committee proposes the holding of such a meeting; (6) Other circumstances as required by the Relevant Regulatory Rules or the Articles of Association. For item (3) above, the number of shares held by shareholders shall be calculated based on their holdings as of the date of the written request.
26.	Article 11 All the shareholders' general meetings held every year (except the Annual General Meeting) are extraordinary general meetings. Extraordinary general meetings shall be arranged in the order of the year when they are held.	/

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No.	Original Articles	Amended Articles
27.	Article 12 If the Company proposes to change or abolish the rights of class shareholders, such proposals must be approved by the shareholders' meeting through a special resolution as stipulated in the Articles of Association, and by the affected class shareholders in their respective general meetings separately convened pursuant to Articles 120 to 124 of the Articles of Association.	Article 18 If the Company proposes to change or abolish the rights of A share or H share shareholders, such proposals must be approved by the general meeting through a special resolution as stipulated in the Articles of Association, and additionally by the affected A share or H share shareholders in their respective general meetings separately convened pursuant to Articles 106 to 110 of the Articles of Association.
28.	CHAPTER 5 PROCEDURES FOR HOLDING A SHAREHOLDERS' MEETING	CHAPTER 4 PROCEDURES FOR HOLDING A GENERAL MEETING
29.	Section 1 Proposer of the Proposal	Section 1 Proposers of the Proposal
30.	Article 13 The content of shareholders' meeting proposals shall fall within the scope of authority of the shareholders' meeting, have a clear subject for discussion and specific resolution matters, and comply with the relevant provisions of the laws, administrative regulations, and the Articles of Association.	Article 19 The content of general meeting's proposals shall fall within the scope of authority of the general meeting, have a clear subject for discussion and specific resolution matters, and comply with the relevant provisions of the laws, administrative regulations, and the Articles of Association.
31.	Article 14 Where the Company holds a shareholders' general meeting, the board of directors, the supervisory committee and shareholders individually and jointly holding 3% or more of the total voting shares of the Company are entitled to put forward proposals to the Company. Shareholders individually or together holding 3% or more of the total voting shares of the Company may put forward interim proposals by written proposals to the convenor 10 days before the shareholders' general meeting. The convenor shall make a supplementary notice to announce the interim proposals within 2 days upon receipt thereof. Except as provided in the preceding paragraph, once the convenor has published the notice, no alterations or additions of new proposals shall be made. Proposals not listed in the notice of the shareholders' general meeting or not in compliance with Rule 13 of these Rules shall not be voted on or resolved upon at the shareholders' general meeting. (The amendments to the Chinese version do not affect the English translation of this provision.)	Article 20 When the Company holds a general meeting, the board of directors, the audit committee, or shareholders individually and jointly holding 1% or more of the total voting shares of the Company are entitled to submit proposals to the Company. Shareholders individually and jointly holding 1% or more of the total voting shares of the Company may propose provisional proposals in written form 10 days before the general meeting and submit them to the convenor. The convenor shall, within 2 days of receipt, issue a supplemental notice of the general meeting to announce the provisional proposals and submit these proposals for consideration at the general meeting. Where stricter requirements are outlined in the Relevant Regulatory Rules, such rules shall prevail. However, provisional proposals that violate laws, administrative regulations, or the Articles of Association, or are outside the scope of the general meeting's authority, shall not be accepted. Except as provided in the preceding paragraph, after the notice of the general meeting has been issued, the convenor shall not amend the proposals listed in the notice or add new proposals. Proposals not listed in the general meeting notice or that fail to meet the requirements under Article 19 of these Rules shall not be subject to voting or resolution at the general meeting.
32.	Article 15 Generally, the board of directors is responsible for putting forward proposals at a shareholders' general meeting. Where the Supervisory Committee and a majority of the independent directors ask the board of directors to hold a shareholders' general meeting, they shall be responsible for putting forward the proposals; Where one or more shareholder(s) holding in aggregate at least 10% or more of the Company's total voting shares propose to hold a shareholders' general meeting, the proposing shareholders shall be responsible for putting forward the proposals, whether the meeting is convened by the board of directors or not.	Article 21 Proposals at general meetings are generally submitted by the board of directors. Where the audit committee or independent directors propose holding a general meeting after consideration and approval at a special meeting of independent directors, they shall be responsible for submitting proposals. Additionally, shareholders individually and jointly holding 10% or more of the Company's voting shares who propose holding a general meeting, whether or not the meeting is convened by the board of directors, shall bear responsibility for submitting proposals.
33.	Section 2 Collection of Proposals	Section 2 Collection of Proposals

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No.	Original Articles	Amended Articles
34.	Article 16 Before the Chairman of the Board issues a notice of the board meeting relating to the holding of a shareholders' general meeting, the Secretary to the Board may collect motions from the shareholders individually holding 3% or more of the total voting shares of the Company, supervisors and independent directors and submit the same to the board of directors for consideration and approval and subsequently submit the same as proposals to the shareholders' general meeting for consideration.	Article 22 Before the chairman of the Board issues a notice regarding the holding of a Board meeting for a general meeting, the Secretary to the Board may collect proposals from shareholders individually holding 1% or more of the Company's voting shares, the audit committee, and the special meeting of independent directors. These proposals shall be submitted for consideration and approval by the board of directors and subsequently put forward as proposals for consideration at the general meeting.
35.	Article 17 The following motions shall be put forward at the AGM for consideration: (1) to consider the board of directors' annual reports, including the investment plans and operation strategy for the following year; (2) to consider the supervisory committee's annual reports; (3) to consider the Company's audited final budget proposal for the preceding year; (4) to consider and approve the Company's profit distribution plans and loss recovery plans for the preceding year; (5) to appoint, remove, or cease to appoint an accounting firm.	Article 23 At the annual general meeting, the board of directors shall present a report to the general meeting on its work for the previous year and submit the annual financial report. Each independent director shall also provide a written report detailing their performance of duties over the past year.
36.	Article 18 Proposals involving the following circumstances shall be deemed to constitute a change or abrogation of the rights of a class shareholder and the board of directors shall submit proposals to a class shareholders' general meeting for consideration: (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; (2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant such conversion right; (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class; (4) to reduce or remove preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class; (6) to cancel or reduce rights to receive payment payable by the Company in a particular currency attached to shares of such class; (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;	Article 24 Proposals involving the following circumstances shall be deemed to constitute a change or abrogation of the rights of A shareholders or H shareholders. The board of directors shall submit such proposals to the general meetings of A shareholders or H shareholders for consideration: (1) To increase or decrease the number of shares of such type, or to increase or decrease the number of shares of a type having voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type; (2) To change all or part of the shares of such type into shares of another type, or to change all or part of the shares of another type into shares of that type, or to grant such conversion rights; (3) To cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such type; (4) To reduce or cancel preferential rights attached to shares of such type to receive dividends or to the distribution of assets in the event that the company is liquidated; (5) To add, cancel, or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire company securities attached to shares of such type; (6) To cancel or reduce rights to receive payments payable by the Company in a particular currency attached to shares of such type; (7) To create a new type of shares with voting rights, distribution rights, or other privileges equal or superior to those of the shares of such type;

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No.	Original Articles	Amended Articles
	(8) to impose restrictions or add restrictions on the transfer or ownership of shares of such class; (9) To issue rights to subscribe for, or to convert into shares of such class or another class; (10) To increase the rights or privileges of shares of another class; (11) to restructure the Company in such a way so as to cause the shareholders of different classes to bear different proportionate liability during the restructuring; (12) to amend or remove the provisions of Chapter 9 of the Articles of Association “Special Procedures for Voting by a Class of Shareholders”.	(8) To impose restrictions or add restrictions on the transfer or ownership of shares of such type; (9) To issue rights to subscribe for or to convert into shares of such type or another type; (10) To increase the rights or privileges of shares of another type; (11) To restructure the company in such a way that causes shareholders of different type to bear different proportionate liability during the restructuring; (12) To amend or remove the provisions of Section 2 of Chapter 5 of the Articles of Association, “Special Procedures for Voting by A-share and H-share Shareholders.”
37.	Section 3 Notice of the Meetings	Section 3 Notice of the Meetings
38.	Article 19 The notice of a shareholders’ general meeting shall be issued by the convenors of the meeting. Convenors of the meeting include the board of directors, the supervisory committee or shareholders individually and jointly holding 10% or more of the Company’s voting shares.	Article 25 The notice of a general meeting shall be issued by the convenors of the meeting. Convenors of the meeting include the board of directors, the audit committee or shareholders individually and jointly holding 10% or more of the Company’s voting shares.
39.	Article 20 A written notice shall be issued 45 days (excluding the date of the meeting) prior to the meeting, informing all shareholders of the matters to be considered at the meeting, and the date and place of the meeting. The notice of a shareholders’ general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during the period between forty-five to fifty days before the date of the meeting. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting. Subject to the laws, regulations and the listing rules of the place where the Company’s shares are listed, the Company may issue or provide the aforesaid notice of the shareholders’ general meeting in accordance with Article 251 of the Articles of Association, instead of issuing or providing such notice in accordance with the above three paragraphs of this article.	Article 26 When the Company holds an annual general meeting, a written notice shall be issued 20 days (excluding the date of the meeting) prior to the meeting. When the Company holds an extraordinary general meeting, a written notice shall be issued 15 days (excluding the date of the meeting) prior to the meeting, informing all registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting. The time of issuance of the notice shall simultaneously satisfy the relevant requirements of the Hong Kong Stock Exchange regarding the closure of register of members.. The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the general meeting) by means of notification stipulated in the Articles of Association or other means permitted by the Relevant Regulatory Rules. Subject to the Relevant Regulatory Rules, the Company can issue the notice of a general meeting by way of announcement (including via the Company’s website or electronic means), instead of delivering it to shareholders by hand or by pre-paid mail.
40.	Article 21 The notice of a class shareholders’ general meeting shall be delivered only to the shareholders who are entitled to vote at such meeting.	Article 27 The notice of a general meeting of A or H shareholder shall be delivered only to the shareholders who are entitled to vote at such shareholders’ meeting.

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No.	Original Articles	Amended Articles
41.	Article 22 The notice of a shareholders' general meeting shall satisfy the following requirements: (1) in writing as provided in Rule 20 of these Rules; (2) specify the place, date, time and duration of the meeting; (3) set out the matters and proposals to be considered at the meeting; (4) provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. Such principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained; (5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class; (6) Where the proceedings of directors and supervisors election are scheduled to be discussed, the notice shall reveal the detailed information about the directors and supervisors, including at least the following contents: (i) such personal information as education background, working experience and part-time job; (ii) whether he/she has association with the Company and its controlling shareholders and the de facto controller; (iii) revealing the Company's share volume; (iv) whether he/she received punishment from the securities regulatory institution authorized by the State Council and its relevant authorities and the warning reprimand from the securities exchange. Except the election of directors by means of cumulative voting, every director and supervisor candidate shall be raised in single proposals. (7) contain the full text of any special resolution to be proposed at the meeting; (8) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder; (9) specify the shareholding registration date for the shareholders who are entitled to attend the shareholders' general meeting; (10) specify the time and place for lodging proxy forms for the meeting; (11) state names and telephone numbers of the contact persons for the meeting.	Article 28 The notice of a general meeting shall satisfy the following requirements: (1) specify the venue, date, time and duration of the meeting; (2) set out the matters and proposals to be considered at the meeting; (3) Where the election of non-employee representative directors is scheduled to be considered at the general meeting, the notice shall fully disclose the detailed information about the director candidates, including at least the following contents: 1. personal information as education background, working experience and part-time job; 2. whether he/she has any relationship with the Company, its controlling shareholders and de facto controllers, the Company's directors, senior management, and shareholders holding 5% or more of the shares; 3. whether there exist circumstances where, according to the requirements of the Company's Relevant Regulatory Rules, he/she can not be nominated as a director or senior management of a listed company; 4. disclosing the number of shares he/she held in the Company; 5. whether he/she received punishment from the securities regulatory institution authorized by the State Council and relevant authorities and the disciplinary actions from the securities exchange. Except for the election of non-employee representative directors by means of cumulative voting, every non-employee representative director candidate shall be submitted in individual proposal. (4) contain a clear statement that all ordinary shareholders are entitled to attend the general meeting and may appoint one or more proxies in writing to attend and vote at such meeting on their behalf and that such proxy needs not be a shareholder; (5) specify the record date for the shareholders who are entitled to attend the general meeting; (6) state names and telephone numbers of the standing contact persons for the meeting; (7) specify the voting time and voting procedures for online or other methods.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
42.	Article 23 The notice of the shareholders' general meeting shall set out the matters to be discussed at this shareholders' general meeting. The notice and supplementary notice of the shareholders' general meeting shall fully and completely reveal all the specific contents of the proposals. Where the independent directors are required to express their views on the matters to be discussed, the notice of the meeting shall also disclose the views and reasons of the independent directors.	Article 29 The notice and supplementary notice of the general meeting shall fully and completely disclose all the specific contents of all proposals, as well as all information or explanations necessary to enable shareholders to make informed judgments on the matters to be discussed.
43.	Article 24 Shareholders individually and jointly hold 10% or more of the shares of the Company have the right to propose in written form the holding of interim shareholders' general meeting or class shareholders' meeting to the board of directors. The board of directors shall, in accordance with the provisions in laws, administrative rules and the Articles of Association, raise the feedback in written form concerning the approval or disapproval of the holding of the shareholders' general meeting or class shareholders' meeting within 10 days after its receipt of the request. Where the board of directors approves the holding of interim shareholders' general meeting or class shareholders' meeting, it shall, within 5 days after the decision has been made by the board of director, issue a notice where the alteration upon the original request shall win the approval from the relevant shareholder. Where the board of directors disapproves the holding of shareholders' general meeting or class shareholders' meeting or fails to make in written form feedback within 10 days after receipt of its acknowledgement, such shareholders as individually and jointly hold 10% or more of the shares of the Company have the right to propose in written form the holding of interim shareholders' general meeting or class shareholders' meeting to the supervisory committee, and shall make such request to the supervisory committee in written form. Where the supervisory committee approves the holding of interim shareholders' general meeting or class shareholders' meeting, it shall, within 5 days after receipt of the request, issue a notice of the shareholders' meeting where the alteration upon the original request shall win the approval from the relevant shareholder. Where the supervisory committee fails to issue the notice of shareholders' general meeting within the required time limit, it shall be deemed to fail in convention and chairing the shareholders' meeting, such shareholders as individually and jointly hold 10% or more of the shares of the Company for continuous 90 days or more have the right to convene and chair the meeting by themselves.	Article 30 Shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback regarding the approval or disapproval of the holding of the extraordinary general meeting within 10 days after receiving the request. Where the board of directors approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after the board of director's resolution is made. Any alteration to the original request in the notice shall require the consent of the relevant shareholders. Where the board of directors disapproves the holding of an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually and jointly holding 10% or more of the total voting shares of the Company have the right to propose in writing the holding of an extraordinary general meeting to the audit committee, and shall submit such request to the audit committee in writing. Where the audit committee approves the holding of an extraordinary general meeting, it shall issue a notice for holding the general meeting within 5 days after receiving the request. Any alteration to the original proposals in the notice shall require the consent of the relevant shareholders. Where the audit committee fails to issue the notice of the general meeting within the stipulated period, it shall be deemed that the audit committee fails to convene and chair the general meeting, and shareholders individually and jointly holding 10% or more of the total voting shares of the Company for 90 consecutive days or more may convene and chair the meeting themselves.

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PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
44.	Article 25 With regard to the proposal by the independent directors on holding of interim shareholders' general meeting, the board of directors shall, in accordance with the provisions in laws, administrative rules and the Articles of Association, make feedback in written form concerning approval or disapproval of the holding within 10 days as of its acknowledgement; where the board of directors approves the holding of the interim shareholders' general meeting, it shall distribute the notice thereof within 5 days after the decision has been made by the board of directors; where the board of directors disapproves the holding of the interim shareholders' general meeting, it shall explain the reasons and announcement the same.	Article 31 The board of directors shall convene the general meeting in a timely manner within the prescribed period. Upon consideration and approval by a special meeting of independent directors, independent directors shall have the right to propose to the board of directors the holding of an extraordinary general meeting. With regard to the proposal by independent directors to hold an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback within 10 days of receiving the proposal, indicating whether it agrees or disagrees to hold the extraordinary general meeting. If the board of directors agrees to hold, it shall issue a notice of holding the general meeting within 5 days after making a written resolution; if it disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.
45.	Article 26 The supervisory committee shall be entitled to propose in writing the holding of interim shareholders' general meeting to the board of directors, who shall, subject to the laws, administrative rules and the Articles of Association, make feedback in writing concerning approval or disapproval of the holding within 10 days after its receipt of the request. Where the board of directors approves the holding of the interim shareholders' general meeting, it shall distribute the notice thereof within 5 days after the decision has been made by the board of directors where the alteration upon the original request shall win the approval from the supervisory committee. Where the board of directors disapproves the holding of the interim shareholders' general meeting or fails to make feedback in writing within 10 days after its receipt of the request, the board of directors shall be deemed to be unable or fail to perform its duties on convention of shareholders' general meeting, and the supervisory committee shall convene and chair the meeting by itself.	Article 32 The audit committee shall be entitled to propose in writing the holding of an extraordinary general meeting to the board of directors, who shall, subject to the laws, administrative rules and the Articles of Association, make feedback in writing concerning approval or disapproval of the holding of the extraordinary general meeting within 10 days after its receipt of the proposal. Where the board of directors approves the holding of the extraordinary general meeting, it shall issue the notice thereof within 5 days after the decision has been made by the board of directors, where the alteration upon the original request shall obtain the approval from the audit committee. Where the board of directors disapproves the holding of the extraordinary general meeting or fails to make feedback in writing within 10 days after its receipt of the request, the board of directors shall be deemed unable or to have failed to perform its duties on holding of general meetings, and the audit committee shall convene and chair the meeting by itself.
46.	Article 27 Where the supervisory committee or shareholders decide to convene the shareholders' meeting independently, they shall notify the board of directors in written form and put on record in the local branches of the securities regulatory institute authorized by the State Council and the stock exchange. Prior to the announcement of the resolutions of the shareholders' meeting, the shareholding percentage of the convening shareholders shall not be less than 10%. The convening shareholders shall, at the time of issuing the notice of the shareholders' meeting and the announcement of the resolutions of the shareholders' meeting, provided relevant supporting documents to the local branches of the securities regulatory institute authorized by the State Council and the stock exchange.	Article 33 Where the audit committee or shareholders decide to convene the general meeting themselves, they shall notify the board of directors in written form and file with the stock exchange. Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%. The audit committee or the convening shareholders shall, at the time of issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, provide relevant supporting documents to the stock exchange.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
47.	Article 28 With respect to the shareholders' meeting convened by the supervisory committee or the shareholders, the board of directors and the Secretary to the Board shall coordinate. The board of directors shall provide the share ledger as at the share registration date.	Article 34 With respect to the general meeting convened by the audit committee or the shareholders themselves, the board of directors and the Secretary to the Board shall cooperate. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of members, the convenor may apply to the securities registration and settlement institution to obtain it, holding the relevant announcement of the notice to convene the general meeting. The register of members obtained by the convenor shall not be used for any purpose other than holding the general meeting.
48.	Article 29 Where the shareholders' meeting is convened independently by the supervisory committee or shareholders, the necessary cost of the meeting shall be borne by the Company.	Article 35 Where the general meeting is convened by the audit committee or shareholders themselves, the necessary cost of the meeting shall be borne by the Company.
49.	Section 4 Holding and Postponement of Meetings	Section 4 Holding and Postponement of Meetings
50.	Article 30 The place for holding of the shareholders' general meeting shall be: the city where the Company's registered address is or any other place designated by the board of directors. The shareholders' general meeting shall prepare the meeting place and be held in the form of on-site meeting. The Company shall, on the premise of the legality and validity, provide convenience to the present shareholders by various means, including such modern information technology means as on-line voting platform to attend shareholders' general meetings. The Company could also provide Internet or other means for the convenient attendance of the shareholders, and clearly state the voting time, procedures and the means to identify the shareholders in the notice of the shareholders' general meeting if the Internet or other means is adopted as voting method. Such shareholders who attend the meeting by the aforesaid means shall be deemed presence.	Article 36 The venue for holding a general meeting shall be the city where the Company is located or another place as specified in the notice by the convenor. A physical meeting venue will be arranged for the general meeting. In addition, the Company will, as necessary and on the premise of ensuring the legality and validity of the general meeting, adopt safe, economical and convenient means such as online voting, electronic communication meetings permitted under the Relevant Regulatory Rules, or other modern information technologies to facilitate shareholders' participation.
51.	Article 31 Shareholders intending to attend a shareholders' general meeting shall deliver to the Company their written replies concerning their attendance at such meeting twenty days before the date of the meeting. The Company shall, based on the written replies which it receives from the shareholders twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to a majority of the Company's total voting shares, the Company may hold the shareholders' general meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.	/

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No.	Original Articles	Amended Articles
52.	Article 32 After the convenors of a meeting have issued the notice of the shareholders' general meeting, the shareholders' general meeting shall not be convened at an earlier date, nor shall it be postponed without reasons. Where a shareholders' general meeting has to be postponed for special reasons, the convenors of the meeting shall publish a postponement notice at least two working days before the original date of the shareholders' general meeting. The convenors of the meeting shall state the relevant reasons and the date for holding the meeting after the postponement in the postponement notice.	Article 37 After the convenors of a meeting have issued the notice of the general meeting, the general meeting shall not be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be cancelled. Where a postponement or cancellation is necessary, the convenors shall publish an announcement at least two working days before the originally scheduled date of the general meeting and explain the reasons.
53.	Section 5 Registration of the Meeting	Section 5 Registration of the Meeting
54.	Article 33 The Company shall be responsible for preparing a shareholder attendance register, which will be signed by the shareholder and the authorized proxies attending the on-site meeting. The shareholder attendance register shall set out the names of persons present at the on-site meeting (and/or names of units), registered address, the number of voting shares held or represented, names of the proxies (or names of the units) and so on.	Article 38 The Company shall be responsible for preparing a shareholder attendance register for the on-site general meeting, which shall be signed by the shareholders or their proxies attending the meeting. The shareholder attendance register shall set out the names (or names of entities) of the attendees, identification document numbers, the number of voting shares held or represented, names of the proxies (or names of entities), and other relevant matters.
55.	Article 34 The convenor and lawyer engaged by the Company, shall, in accordance with the register provided by the securities registration and clearing institutions, jointly verify the legality of the identification of the shareholders, register the full name (or the name of the unit) of the shareholders and the number of shares bearing voting rights held by such shareholders. Unless otherwise decided by the Company, prior to the announcement of the number of the shareholders and the authorized proxies attending the on-site meeting and the number of shares bearing voting rights held by such shareholders, the meeting registration shall be concluded. Apart from the aforesaid, the contents of registration for the shareholders or proxies attending the shareholders' general meeting shall include: (1) request to speak and contents of the text (if any); (2) collecting the voting slips according to the number of shares held/represented by the shareholders or proxies.	Article 39 The convenor and the legal advisor engaged by the Company shall, based on the register of shareholders provided by the securities registration and clearing institution, jointly verify the legality of the shareholder qualifications and register the names (or entity names) of the shareholders and the number of voting shares held. Unless otherwise determined by the Company, the registration of the meeting shall conclude before the chairman of the meeting announces the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them. In addition to the above, the registration for shareholders or their proxies attending the general meeting shall also include: (1) requests to speak and the content of the speech (if any); (2) collection of voting slips according to the number of shares held or represented by the shareholders or their proxies.
56.	Article 35 A shareholder may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on his behalf. In order to ensure the solemnity and proper order of the shareholders' general meeting, the Company shall have the right to refuse persons other than those stated above to enter into the venue.	Article 40 A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse persons other than those stated above to enter into the venue.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
57.	Article 36 The instrument appointing a proxy of a shareholder shall be in writing. Such written instrument shall state the following: (1) the name of the authorized proxy of the shareholder; (2) the number of shares of the principal represented by the authorized proxy; (3) whether or not the proxy has any voting right; (4) an indication to vote for or against each and every resolution included in the notice; (5) the date of execution and the validity period of the proxy form; ; (6) the signature (or seal) of the principal or its agent appointed in writing; if the principal is a legal person shareholder, the proxy form shall bear the seal of the legal person unit, or signed by its director or an agent duly appointed by it. The proxy form shall state clearly that the proxy shall be entitled to vote at his discretion in the absence of specific instructions from the shareholder.	Article 41 The proxy form issued by a shareholder authorizing another person to attend the general meeting shall contain the following particulars: (1) the name or entity name of the principal and the class and number of shares held in the Company; (2) the name or entity name of the proxy; (3) specific instructions from the shareholder, including voting instructions in favor of, against, or abstained from voting of each resolution included in the notice of the general meeting; (4) the date of execution and the validity period of the proxy form; (5) the signature (or seal) of the principal or of the agent appointed in writing by the principal. Where the principal is a legal person shareholder, the proxy form shall bear the seal of the legal person or be signed by its director or a duly appointed agent.
58.	Article 37 The proxy form shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting at least twenty-four hours prior to the relevant meeting for which the proxy is appointed to vote or twenty-four hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting. If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision making organs shall attend the shareholders' meeting of the Company on his behalf.	Article 42 The proxy form shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting by means permitted by the Relevant Regulatory Rules at least twenty-four hours prior to the relevant meeting or twenty-four hours prior to the scheduled voting time for which the proxy is appointed to vote. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged with the Company's premises or such other place as specified in the notice convening the meeting.

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PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
59.	Article 38 Shareholders attending a shareholders' general meeting shall fulfil registration procedures. Shareholders shall produce the following documents for registration purposes: (1) Natural person shareholders: an individual shareholder shall produce his valid identification documents, stock account card and provide information enabling the Company to confirm his identity as a shareholder. Where a proxy is appointed to attend the meeting, the proxy shall produce his own valid identification documents and the proxy form, and provide the Company with information enabling the Company to confirm the identity of his principal as a shareholder. (2) Legal person shareholders: if a legal representative is appointed to attend the meeting, the legal representative shall produce his valid identification documents and proof of his qualification as a legal representative, and he shall provide the Company with the information enabling the Company to confirm the identity of the legal person shareholder. Where a proxy is appointed to attend the meeting, the proxy shall produce his own valid identification documents, the proxy form issued by the legal person shareholder pursuant to law, or a notarized copy of a resolution on authorization adopted by the board of directors of the legal person shareholder or other decision-making organs, and shall provide information enabling the Company to confirm the identity of the principal as a legal person shareholder.	Article 43 Shareholders attending a general meeting shall fulfil registration procedures. Shareholders shall produce the following documents for registration purposes: (1) Individual shareholders: If personally attending the meeting, such shareholder shall produce his/her valid identification documents, or other effective certificates or proofs indicating his/her identity; where a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification documents and the power of attorney, and provide the Company with information enabling the Company to confirm the identity of his/her principal as a shareholder. (2) Legal person shareholders: Legal person shareholders shall attend the meeting through their legal representatives or agent authorised by their legal representatives. If a legal representative is appointed to attend the meeting, the legal representative shall produce his/her valid identification documents and proof of his/her qualification as a legal representative, and he/she shall provide the Company with the information enabling the Company to confirm the identity of the legal person shareholder; where an agent is appointed by the legal representative of a legal person shareholder to attend the meeting, the agent shall produce his/her own valid identification documents, the written power of attorney issued by the legal representative pursuant to law, and shall provide information enabling the Company to confirm the identity of the principal as a legal person shareholder.
60.	Article 39 Where a shareholder or a proxy requests to speak at the shareholders' general meeting, he shall register with the Company prior to the meeting. The number of speakers shall be limited to ten. If there are more than ten speakers, the first ten shareholders who have the largest shareholdings shall have the right to speak in an order according to their shareholdings. With the consent of the chairman of the meeting, other shareholders or proxies may also speak.	Article 44 Where a shareholder or a proxy requests to speak at the general meeting, he/she shall register with the Company prior to the meeting. The number of speakers shall be limited to ten. If there are more than ten speakers, the top ten shareholders or proxies who have the largest shareholdings shall have the right to speak in an order according to the priority of higher shareholdings. With the consent of the chairman of the meeting, other shareholders or proxies may also speak.
61.	Section 6 Convening a Meeting	Section 6 Holding a Meeting
62.	Article 40 The board of directors and other convenor of the Company shall take necessary measures to ensure the normal order thereof. Any acts interfering with the shareholders' general meeting, provoking and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.	Article 45 The board of directors and other convenor of the Company shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking incidents and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
63.	Article 41 A shareholders' general meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his duty, the Vice Chairman (if the Company has two or more vice chairmen, the one recommended by a majority of the total directors) shall chair the meeting, if the Vice-chairman of the Board is unable or fails to perform his duty, the director recommended by a majority of the total directors shall chair the meeting. Where the shareholders' meeting is convened by the supervisory committee, the meeting shall be chaired by the president of the supervisory committee. Where the president of the supervisory committee is unable or fails to perform his duty, the meeting shall be chaired by the vice president of the supervisory committee; where the vice president of the supervisory committee is unable or fails to perform his duty, the meeting shall be chaired by the supervisor recommended by a majority of all the supervisors. Where the shareholders' meeting is convened by the shareholders, the meeting shall be chaired by the person recommended by the convenor. Where the presider violates the rules of procedure so that the meeting is unable to continue, a presider may, with the approval of a majority the votes from the shareholders attending the on-site meeting, be elected from and by the shareholders' meeting to continue the meeting.	Article 46 A general meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his duty, the Vice-chairman of the Board (if the Company has two or more Vice-chairmen of the Board, the one recommended by a majority of the total directors) shall chair the meeting, if the Vice-chairman of the Board is unable or fails to perform his duty, the director recommended by a majority of the total directors shall chair the meeting. Where the general meeting is convened by the audit committee, the meeting shall be chaired by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duty, the meeting shall be chaired by an audit committee member recommended by a majority of all the audit committee members. Where the general meeting is convened by the shareholders, the meeting shall be chaired by the convenor or his/her recommended representative. Where the chairman of the meeting violates these Rules so that the meeting is unable to continue, a chairman of the meeting may, with the approval of a majority of the votes from the shareholders attending the on-site meeting, be elected from and by the general meeting to continue the meeting.
64.	Article 42 The chairman shall declare that the meeting commences at the scheduled time after he has been informed that the participants are in compliance with legal requirements and speakers are registered. In any of the following circumstances, the meeting may be declared to commence later than the time scheduled: (1) when any equipment of the venue is out of order so that the meeting cannot hold as usual; (2) when any matters of material importance take place affecting the holding of the meeting.	Article 47 The chairman of the meeting shall declare that the meeting commences at the scheduled time after he has been informed that the participants are in compliance with legal requirements and speakers are registered. In any of the following circumstances, the meeting may be declared to commence later than the time scheduled: (1) when any equipment of the venue is out of order so that the meeting cannot hold as usual; (2) when any matters of material importance take place affecting the holding of the meeting.
65.	Article 43 After the chairman of the meeting has declared the official commencement of the meeting, he shall firstly announce that the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Subsequently he shall read out the agenda as stated in the notice of the meeting, and shall inquire whether any person present at the meeting has any objection to the voting order of the proposals.	Article 48 After the chairman of the meeting has declared the official commencement of the meeting, he shall firstly announce that the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Subsequently he shall read out the agenda as stated in the notice of the meeting, and shall enquire whether any person attending the meeting has any objection to the voting order of the proposals.

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No.	Original Articles	Amended Articles
66.	Article 44 The chairman of the meeting shall read out the proposals after inquiring regarding the agenda and the following persons shall explain such proposals: (1) Where the proposals is put forward by the board of directors, explanations of the proposals shall be given by the Chairman of the Board or other persons delegated by the Chairman of the Board; (2) Where the motion is put forward by a person other than a member of the board of directors, explanations of the motion shall be given by the proposer or his/her legal representative or legal and effective proxy.	Article 49 After the chairman of the meeting has made enquiries regarding the agenda, he shall read out the proposals, and the proposals shall be explained by the following persons: (1) Where the proposal is put forward by the board of directors, the proposal shall be explained by the Chairman of the Board or other persons designated by the Chairman of the Board; (2) Where the proposal is put forward by party other than the board of directors, the proposal shall be explained by such party or its legal representative or lawful and valid proxy.
67.	Article 45 Proposals included in the agenda shall be considered before voting. Reasonable time shall be given at the shareholders' general meeting for each proposals to be discussed, and the chairman of the meeting shall orally ask the shareholders attending the meeting whether they have completed the consideration procedures. Consideration procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.	Article 50 Proposals included in the agenda shall be considered before voting. Reasonable time shall be given at the general meeting for each proposal to be discussed, and the chairman of the meeting shall orally ask the shareholders attending the meeting whether they have completed the consideration procedures. Consideration procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.
68.	Article 46 No shareholder shall speak for more than twice at the meeting without the consent of the chairman. A shareholder is allowed to speak for no more than five minutes for the first time, and no more than three minutes for the second time. When a shareholder requests to speak, he shall only do so if he does not interrupt the report which is being made by the meeting reporter or speeches which are being made by other shareholders.	Article 51 No shareholder shall speak for more than twice at the meeting without the consent of the chairman of the board. A shareholder is allowed to speak for no more than five minutes for the first time, and no more than three minutes for the second time. When a shareholder requests to speak, he shall only do so if he does not interrupt the report which is being made by the meeting reporter or speeches which are being made by other shareholders.
69.	/	Article 52 Where the general meeting requests directors and senior management to be present the meeting, the directors and senior management shall be present and accept shareholders' enquiries.
70.	Article 47 Shareholders may query the Company at the shareholders' general meeting. The directors, supervisors or senior management shall explain and interpret any queries and proposals raised by the shareholders unless they relates to the Company's business secret and shall not be disclosed at the meeting.	Article 53 Shareholders may raise suggestions or enquiries to the Company at the general meeting. Save for those involving the Company's business secrets which cannot be publicly disclosed at the general meeting, directors and senior management shall, under the premise of adhering to the principle of fair information disclosure, provide explanations and clarifications regarding shareholders' enquiries and suggestions at the general meeting.
71.	Article 48 The chairman of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration.	Article 54 The chairman of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration.
72.	Section 7 Voting and Resolution	Section 7 Voting and Resolution
73.	Article 49 Shareholders' meeting shall resolve on any specific proposals.	Article 55 General meeting shall resolve on any specific proposals.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
74.	Article 50 Matters not included in the notice proposal the shareholders' general meeting shall not be resolved on at such a meeting. In approving the proposals included in the notice of a general meeting, no alteration shall be made to such proposals. Otherwise, any alteration shall be deemed to be a new proposal and shall not be voted on at that shareholders' general meeting.	Article 56 Matters not included in the notice holding the general meeting shall not be resolved on at such a meeting. In approving the proposals included in the notice of a general meeting, no alteration shall be made to such proposals. Otherwise, any alteration shall be deemed to be a new proposal and shall not be voted on at that general meeting.
75.	Article 51 Except for the cumulative voting, the shareholders' general meetings shall resolve on all proposals included in the agenda one by one, and, unless the shareholders' general meeting is adjourned or fails to make any resolution due to force majeure matters, shall not delay in considering, or fail to consider, such proposals. Where different motions are put forward at the shareholders' general meeting for the same matter, such proposals shall be resolved on in the order of time in which they are put forward.	Article 57 Except for the cumulative voting, the general meeting shall resolve on all proposals included in the agenda one by one. Where different proposals are put forward at the general meeting for the same matter, such proposals shall be resolved on in the order of time in which they are put forward. Unless the general meeting is adjourned or fails to make any resolution due to force majeure or other special reasons, no proposal shall be delayed or fail to be put to vote for any reason.
76.	Article 52 Resolutions in respect of the election of directors shall be passed by a way of cumulative voting at shareholders' general meeting in accordance with the Articles of Association or the resolutions passed by the shareholders' general meeting. Cumulative voting means that every share shall, on electing directors or supervisors in the shareholders' general meeting, have the same voting power with that of the candidate directors or supervisors and the voting power possessed by the shareholders may be exercised uniformly. The details of the cumulative voting are as follows: (1) Where the number of directors to be elected is two or more, the cumulative voting shall be adopted. (2) Where cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same number of votes as the number of directors to be elected. (3) The notice of a shareholders' general meeting shall notify the shareholders that a cumulative voting system will be adopted for the election of directors. The convenors of the shareholders' general meeting shall prepare ballots suitable for cumulative voting, and shall give explanations in writing regarding the cumulative voting system, the completion of the ballots and the methods of counting the votes.	Article 58 When the general meeting elects 2 or more directors other than employee representative directors, cumulative voting shall be adopted. Cumulative voting means that every share shall, on electing directors other than employee representative directors in the general meeting, have the same voting power as that of the candidate directors, and the voting power possessed by the shareholders may be exercised uniformly. The details of the cumulative voting are as follows: (1) Where the number of directors to be elected is two or more, the cumulative voting shall be adopted. (2) Where a cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same number of votes as the number of directors to be elected under each proposal group. (3) The notice of a general meeting shall notify the shareholders that a cumulative voting system will be adopted for the proposals of election of directors. Before the general meeting votes on the director candidates, the convenors of the meeting must prepare ballots suitable for cumulative voting, and the Secretary to the Board shall explain and clarify the cumulative voting system, the completion of the ballots, and the methods of counting the votes.

No.	Original Articles	Amended Articles
	(4) In casting his votes for the director candidates at a shareholders' general meeting, a shareholder may exercise his voting rights by spreading his votes evenly and cast for each of the candidates the number of votes corresponding to the number of shares he holds; or he may focus his votes on one candidate and cast for a particular candidate the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of directors to be elected. (5) Upon the exercise of his voting rights by focusing his votes on one or several of the candidates while the number of voting rights carried by each of his shares is the same as the number of directors to be elected, a shareholder shall not have any voting rights for other candidates. (6) Where the total number of votes cast by a shareholder for one or several of the candidates is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidates by a shareholder is less than the number of votes carried by the total number of shares held by such a shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder. (7) Where the number of approval votes won by a director candidate exceeds one-half of the total voting shares (to be calculated according to the number of shares if the cumulative voting is not adopted) represented by the shareholders present at the shareholders' general meeting, the candidate shall be the elected director. If the number of the elected directors at a shareholders' general meeting exceeds the number of directors to be elected, those candidates who receive the largest number of approval votes shall be elected as directors; if the number of directors elected at a shareholders' general meeting is less than the number of directors to be elected, a new round of voting shall be carried out for the purpose of filling such directorship vacancies, until all the directors to be elected are validly elected.	(4) In casting his votes for the director candidates at a general meeting, a shareholder may exercise his voting rights by spreading his votes evenly and cast for each of the candidates the number of votes corresponding to the number of shares he holds; or he may focus his votes on one candidate and cast for a particular candidate the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of directors to be elected. (5) Shareholders shall cast votes limited to the number of votes for each proposal group. Upon exercising all of his voting rights by focusing his votes on one or several of the candidates while the number of voting rights carried by each of his shares is the same as the number of directors to be elected under that proposal group, a shareholder will not have any voting rights for other candidates under that proposal group. (6) Where the total number of votes cast by a shareholder for one or several of the candidates exceed the number of votes carried by the total number of shares held by him under that proposal group, or where the votes cast in a differential election exceed the number of directors to be elected, the votes cast by such shareholder shall be invalid, and the shareholder shall be deemed to have abstained from voting. Where the total number of votes cast for one or several candidates by a shareholder is less than the number of votes carried by the total number of shares held by such a shareholder under that proposal group, the votes cast by such shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been abstained by the shareholder. (7) Where the number of approval votes won by a director candidate exceeds one-half of the total voting shares (to be calculated according to the number of shares if the cumulative voting is not adopted) represented by the shareholders present at the general meeting, the candidate shall be the elected director. If the number of the elected directors at a general meeting exceeds the number of directors to be elected, those candidates who receive the largest number of approval votes shall be elected as directors; if the number of directors elected at a general meeting is less than the number of directors to be elected, a new round of voting shall be carried out for the purpose of filling such directorship vacancies, until all the directors to be elected are validly elected.

**APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
	(8) Where a new round of voting is carried out according to the provisions of paragraph (7) of this Article at the shareholders' general meeting, the number of votes casted by the shareholders in the cumulative voting shall be re-counted according to the number of directors to be elected in the new round of voting. If the Company intends to adopt the cumulative voting system for the election of supervisors, it shall proceed with reference to the aforesaid provisions.	(8) Where a new round of voting is carried out according to the provisions of paragraph (7) of this article at the general meeting, the number of votes cast by the shareholders in the cumulative voting shall be re-counted according to the number of directors to be elected in the new round of voting. (9) Independent directors and non-independent directors shall be elected separately. If there is any inconsistency between the Relevant Regulatory Rules concerning the cumulative voting system and the Articles of Association and these Rules, the board of directors may decide to adopt an appropriate cumulative voting system without violating such relevant regulatory rules.
77.	Article 53 In considering the proposals on the election of directors and supervisors at a shareholders' general meeting, shareholders shall vote on the candidates for the office of directors or supervisors one by one.	Article 59 In considering the proposals on the election of directors other than employee representative directors at a general meeting, shareholders shall vote on the candidates of directors one by one.
78.	Article 54 The chairman of the meeting shall, prior to the vote, remind the shareholders present at the meeting that the meeting will vote on the proposals by poll. Each shareholder (including their proxies) shall exercise his voting rights in accordance with the number of voting shares represented by him. Except for the circumstances where cumulative voting is applicable to the election of directors in accordance with the Articles of Association and these Rules, each share shall carry one voting right.	Article 60 The chairman of the meeting shall, prior to the vote, remind the shareholders attending the meeting that the meeting will vote on the proposals by poll. Shareholders (including shareholders who appoint proxies to attend the general meeting) shall, when voting at the general meeting, exercise voting rights in accordance with the number of voting shares represented by them. Except where cumulative voting is applicable, each share shall carry one voting right. When the general meeting considers significant matters affecting the interests of small and medium investors, votes of small and medium investors shall be counted separately. The results of separate counting shall be promptly publicly disclosed. The Company's own shares held by itself shall have no voting rights and such shares shall not be counted in the total number of voting shares attending the general meeting. If a shareholder's purchase of the Company's voting shares violates the provisions of Article 63, Paragraph 1 and 2 of the Securities Law, the portion of shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted in the total number of voting shares attending the general meeting. The Company's board of directors, independent directors and shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission, may publicly solicit shareholder voting rights. The solicitation of shareholder voting rights shall fully disclose specific voting intentions and other information to the solicited parties. It is prohibited to solicit shareholder voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company does not impose minimum shareholding ratio restrictions on the solicitation of voting rights.

**APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
79.	Article 55 The same voting power shall choose only one of such means as on site voting, online voting or otherwise. Where repeated voting arises in the same voting power, the power of such repeated voting should be handled according to the notice of the shareholders' general meeting.	Article 61 The same voting power shall choose only one of such means as on site voting, online voting or otherwise. Where repeated voting arises in the same voting power, the power of such repeated voting should be handled according to the notice of the general meeting.
80.	Article 56 Resolution of a shareholders' general meeting shall be d classified to ordinary resolution or special resolution. (i) Ordinary resolutions 1. Ordinary resolutions shall be passed by votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting. 2. The following matters shall be approved by ordinary resolutions at shareholders' general meetings: (1) Work reports of the board of directors and the supervisory committee; (2) Profit distribution plans and loss recovery plans formulated by the board of directors; (3) Appointment and removal of members of the board of directors and members of the supervisory committee assumed by non-representatives of the employees, their remuneration and manner of payment; (4) Annual financial budget and final account proposals (including the balance sheet, profit statement and other financial statements) of the Company; (5) Matters other than those which are required by laws, administrative regulations or the Articles of Association and its appendices to be passed by special resolutions. (ii) Special resolutions 1. Special resolutions shall be passed by votes representing two thirds or more of the total amount of the voting rights represented by the shareholders (including proxies) present at the meeting.	Article 62 Resolution of a general meeting shall be classified to ordinary resolution or special resolution. (i) Ordinary resolution 1. Ordinary resolution shall be passed by votes representing a majority of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting. 2. The following matter shall be approved by an ordinary resolution at general meetings: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors, and matters concerning directors' remuneration and its payment methods; (4) matters other than those which are required by Relevant Regulatory Rules or by the Articles of Association and its annexes to be passed by special resolutions. (ii) Special resolution 1. Special resolution shall be passed by votes representing two thirds or more of the total amount of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the general meeting.

**APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS**

No.	Original Articles	Amended Articles
	2. The following matters shall be approved by special resolutions at shareholders' general meetings: (1) Increase or reduction in share capital and the issue of shares of various classes, warrants and other similar securities; (2) Issue of debentures by the Company; (3) Division, merger, dissolution, liquidation and change of corporate form of the Company; (4) Amendment to the Articles of Association and its appendices, including the Rules and Procedures for Shareholders' General Meetings, Rules of Procedure for the Board and Rules and Procedures for the Supervisory Committee's Meetings; (5) Where the major assets acquired or disposed of, or value of guarantee exceeds 30% of the latest audited total assets of the Company; (6) Stock incentive schemes; (7) Any other matters required by laws, administrative regulations or the Articles of Association and its appendices, or approved by an ordinary resolution by the shareholders at a general meeting which may have material effects on the Company and accordingly should be passed by special resolutions.	2. The following matter shall be approved by a special resolution at general meetings: (1) increase or reduction in the Company's registered capital; (2) division, merger (where the consideration paid exceeds 10% of the Company's net assets), dissolution, liquidation or change of corporate form of the Company; (3) amendment to the Articles of Association and its appendices; (4) where the Company purchases or disposes of significant assets, or provides guarantees to others, with an amount exceeding 30% of the Company's latest audited total assets within one year; (5) stock incentive schemes; (6) any other matters required by Relevant Regulatory Rules or the Articles of Association and its appendices, or deemed by an ordinary resolution of the general meeting to have a material impact on the Company, and thus requiring approval by special resolutions.
81.	Article 57 As far as any matter relating to sub-paragraphs (2) to (8), (11) to (12) of Article 18 of these Rules, the affected class shareholders, whether or not such shareholders originally have the right to vote at shareholders' general meetings, shall have the right to vote at the class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.	Article 63 As far as any matter relating to sub-paragraphs (2) to (8), (11) to (12) of Article 24 of these Rules, the affected A share or H share shareholders, whether or not such shareholders originally have the right to vote at general meetings, shall have the right to vote at the separate general meetings of A shareholders or H shareholders. However, interested shareholders shall not be entitled to vote at such general meetings.
82.	Article 58 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 63, are entitled to vote at the meeting. Upon approval by a special resolution of the general meeting, the Company can issue A shares or H shares separately or simultaneously within 12 months, provided that the number of A shares and H shares to be issued does not exceed 20% of the number of the issued shares of A shares and H shares. Such issuance shall not be subject to the approval by the A shareholders or H shareholders at the class meeting by special resolution	Article 64 Resolutions of the general meeting of A shareholders or H shareholders shall be passed by votes representing two thirds or more of the voting rights of shareholders of the relevant A shareholders or H shareholders attending the meeting. Upon approval by a special resolution of the general meeting, the Company can issue A shares or H shares separately or simultaneously within 12 months, provided that the number of A shares and H shares to be issued does not exceed 20% of the number of the issued shares of A shares and H shares. Such issuance shall not be subject to the approval by the A shareholders or H shareholders at their respective shareholders meeting by special resolution

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
83.	Article 59 Where the shareholders's general meeting is considering connected transactions, the shareholders who are connected persons shall not participate in the vote, and the number of its represented voting shares shall not be calculated in the total number of valid votes. The announcement of the shareholders' general meeting shall fully reveal the vote of the shareholders who are not connected persons. If any shareholders are required to abstain from voting or may only vote for or against a motion according to the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited, any votes by such shareholders or their proxies in violation of the relevant rules or restrictions referred to above shall not be counted in the voting results.	Article 65 Where a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid votes. The poll result of the non-connected shareholders shall be fully disclosed in the announcement in relation to the resolutions passed at the general meeting. To the best of the Company's knowledge, if any shareholder is required to abstain from voting or may only vote for or against a matter according to the Relevant Regulatory Rules, any vote by such shareholder or his proxy in violation of the relevant rules or restrictions referred to above shall not be counted in the poll results.
84.	Article 60 Shareholders and proxies attending the meeting shall complete their ballot papers carefully as instructed, clearly indicating their approval or opposition to each matter that requires a vote and put the ballot papers into the ballot box. Any ballot paper containing uncompleted parts, false information, illegible writing and any uncast paper shall be deemed to be an abstention of voting by the shareholder, and such ballot papers shall not be regarded as valid votes. If the votes for and against a resolution are equal, the chairman of the meeting shall be entitled to cast one more vote.	Article 66 The shareholders attending the meeting shall express one of the following opinions on the proposals submitted for voting: for, against or abstention. This excludes cases where securities registration and settlement institutions, as nominee holders of the shares under Mainland China-Hong Kong Stock Connect mechanism, declare according to the beneficiary owner's intentions. For H shares held by HKSCC Nominees Limited, the number of shares entrusted to vote at the meeting shall be taken as the number of shares with voting rights represented by HKSCC Nominees Limited to attend the meeting. The shareholders and their proxies attend the meeting shall carefully complete the ballot papers as required. Ballot papers that are not filled, incorrectly filled, illegible, or uncast shall be deemed as the voter waiving their voting rights, and the poll result of the shares held by them shall be counted as "abstention". When the Company calculates the poll results for such matters, abstention votes shall be included in the total number of votes with voting rights and participating in the voting.
85.	Article 61 Prior to voting, the shareholders present at a shareholders' general meeting shall nominate at least one supervisor and two shareholders to participate in counting and supervising the voting. Where the shareholder has associated relations to the resolution to be approved, such associated shareholder or its proxy shall not participate in counting and supervising the voting. When the shareholders' general meeting is voting, the lawyer, shareholder representative and supervisor representative shall be jointly responsible for vote calculation and supervision, and shall announce the vote result at the meeting. The vote results shall be recorded in the minutes of the meeting. Such a shareholder or its proxy of the Company who cast vote via Internet or other mean shall be entitled to examine its voting result via the corresponding voting system.	Article 67 Prior to voting, the general meeting shall nominate two shareholder representatives to participate in counting and supervising the voting. Where the matter to be consideration is related to a shareholder, the relevant shareholder and proxy shall not participate in counting and supervising the voting. When the general meeting is voting, the legal advisor and shareholder representative shall be jointly responsible for vote calculation and supervision, and shall announce the poll result at the meeting. The poll results shall be recorded in the minutes of the meeting. Such a shareholder or its proxy of the Company who casts vote via Internet or other means shall be entitled to examine its poll result via the corresponding voting system.

APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

No.	Original Articles	Amended Articles
86.	Article 62 Prior to the formal announcement of the voting result, the Company, vote counter, vote supervisor, major shareholders and Internet service provider as involved in the voting at on-site shareholders' general meeting, voting through Internet and by other means shall bear confidential obligations upon the voting.	Article 68 Prior to the formal announcement of the poll result, the Company, vote counters, vote supervisors, shareholders, Internet service providers and other relevant parties involved in the voting at the on-site general meeting, voting through Internet and by other means shall bear confidential obligations regarding the voting situation.
87.	Article 63 The chairman of the meeting shall be responsible for determining whether a resolution of the general meeting of shareholders is adopted. Such determination shall be final, and shall be announced at the meeting and recorded in the meeting minutes.	/
88.	Article 64 If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he may have the votes counted; if the chairman of the meeting does not count the votes, and a shareholder or proxy present at the meeting objects to the result announced by the chairman, he shall have the right to request a vote count immediately after the announcement, and the chairman of the meeting shall immediately proceed with the vote count.	Article 69 If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he may have the votes counted; if the chairman of the meeting does not count the votes, and a shareholder or proxy attending the meeting objects to the result announced by the chairman of the meeting, he shall have the right to request a vote count immediately after the announcement, and the chairman of the meeting shall immediately proceed with the vote count.
89.	Article 65 If there is a count of votes at a shareholders' general meeting, the results shall be recorded in the minutes. A shareholders' general meeting shall be recorded by the minutes of the meeting. The Secretary to the Board shall be responsible for the minutes of the meeting which shall include the following matters: (1) time, place, agenda, name of the convenor; (2) name of the presider and the present directors, supervisors, and senior management; (3) number of the shareholders and proxies, total number of their voting shares and the proportion of such shares in the total shares of the Company; (4) consideration procedure, main points of the speech and statement, and voting result; (5) inquiry opinions or proposals of the shareholders and the relevant replies or explanations; (6) names of the lawyer, the counter and the scrutineer; and (7) other matters that shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association. The convenor should be responsible for the authenticity, accuracy and completeness of the minutes of meetings. The present directors, supervisors, the Secretary to the Board, the convenor or its proxy, and the presider shall leave their signatures in the minutes of the meeting. The minutes of the shareholders' general meeting, together with the shareholders' attendance lists and proxy forms, other valid information in relation to the voting via Internet or other means shall be maintained for at least 10 years.	Article 70 If the general meeting carries out a vote count, the vote count result shall be recorded in the minutes of the meeting. The general meeting shall have minutes, for which the Secretary to the Board shall be responsible. The minutes of the meeting shall record the following contents: (1) time, venue, agenda and name or entity name of the convenor of the meeting; (2) name of the chairman of the meeting and the directors and senior management attending or present at the meeting; (3) number of shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion in the total shares of the Company; (4) the consideration process, key points of speeches and poll results for each proposal; (5) shareholders' enquiries or suggestions and corresponding replies or explanations; (6) names of the legal advisor, vote counters and vote supervisors; (7) other contents that shall be recorded in the minutes of the meeting in accordance with the Articles of Association. The convenor shall ensure that the content of the minutes is true, accurate and complete. The directors, the Secretary to the Board, convenor or his representative, and the chairman of the meeting who attended or were present at the meeting shall sign the minutes of the meeting. The minutes of the general meeting shall be kept together with the attendance list of shareholders attending the meeting, proxy forms for absent shareholders, and valid data on voting by Internet or other means, for at least 10 years.

APPENDIX II DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

No.	Original Articles	Amended Articles
90.	Article 66 In respect of holding of the shareholders' general meeting, the Company shall retain (a) PRC lawyer(s) to attend the shareholders' general meeting in accordance with law to enable him (them) to give legal opinions on the following matters, and shall publish these legal opinions together: (1) whether the procedures for holding and holding the shareholders' general meeting comply with the relevant laws and administrative regulations as well as the Articles of Association and these Rules; (2) verification of the legality and validity of the eligibility of the participants and convenor of the meeting; (3) whether the voting procedures and results of the shareholders' general meeting are lawful and valid; (4) the issue of any legal advice on any other matters requested by the Company.	Article 71 In respect of the holding of a general meeting, the Company shall legally engage legal advisor to attend the general meeting, to issue legal opinions on the following matters, and to publicly disclose them: (1) whether the procedures for holding and holding the meeting comply with laws, administrative regulations, and the Articles of Association; (2) whether the qualifications of the attendees and the convenor of the meeting are lawful and valid; (3) whether the voting procedures and results of the meeting are lawful and valid; (4) legal opinions on other relevant issues as requested by the Company.
91.	Section 8 Adjournment of a Meeting	Section 8 Adjournment of a Meeting
92.	Article 67 If, in the course of the meeting, disputes arising out of the identity of any shareholder or the results of the calculation of the votes and so on cannot be resolved on site in such a way that the order of the meeting is affected and the meeting cannot proceed as usual, the chairman of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the chairman of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.	Article 72 If, in the course of the meeting, disputes arising out of the identity of any shareholder or the results of the vote counting and so on cannot be resolved on site in such a way that the order of the meeting is affected and the meeting cannot proceed as usual, the chairman of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the chairman of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.
93.	Article 68 The convenor shall ensure the continuity of the shareholders' general meeting until the final decision is achieved. Where a shareholders' general meeting is adjourned fails to make any decision due to force majeure or any other extraordinary reasons, the convenor shall take all necessary measures to resume the shareholders' general meeting as soon as possible or directly suspend such shareholders' general meeting, and shall announce it immediately. Meanwhile, the convenor shall report to the local branch of the securities regulatory institution authorized by the State Council and the securities exchange in the place where the Company's shares are listed.	Article 73 The convenor shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other extraordinary reasons, the convenor shall take all necessary measures to resume the general meeting as soon as possible or directly terminate such general meeting, and shall announce it immediately. Meanwhile, the convenor shall report to the local branch of the China Securities Regulatory Commission and the securities exchange.
94.	Section 9 Post-meeting Affairs and Announcement	Section 9 Post-meeting Affairs and Announcement
95.	Article 69 The Secretary to the Board shall be responsible for submitting the minutes of the meeting and the resolutions passed at the meeting and other relevant documentation to the relevant regulatory authorities in accordance with laws, regulations, the requirements of the securities regulatory authority of the State Council and the stock exchanges on which the Company's shares are listed after the meeting. He shall also be responsible for handling the announcement to be published in the designated media.	Article 74 The Secretary to the Board shall be responsible for submitting the minutes of the meeting and the resolutions and other relevant documentation to the relevant regulatory authorities in accordance with Relevant Regulatory Rules after the meeting. He shall also be responsible for handling the announcement to be published in media that comply with the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed.

APPENDIX II	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
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No.	Original Articles	Amended Articles
96.	Article 70 The resolutions of the shareholders' general meeting shall be announced promptly, and the announcement shall state the number of the shareholders (or the proxies) present at the meeting, the number of shares casting voting rights held by them (or nominees) and the percentage of such shares out of the total voting shares of the Company, the method of voting, the voting result of each proposal and the detailed content of each resolution passed. The announcement of resolutions passed at shareholders' general meetings shall be published in designated newspapers and on the Company's website and the contents of the announcement shall fulfill the requirements of the relevant supervisory regulations. Where the proposals are not passed or the previous resolutions are altered in the very shareholders' general meeting, it shall be specifically indicated in the announcement on the resolutions of the shareholders' general meeting.	Article 75 The resolutions of the general meeting shall be announced promptly, and the announcement shall state the number of the shareholders and their proxies attending the meeting, the total number of voting shares held by them and the percentage of such shares out of the total voting shares of the Company, the method of voting, the poll result of each proposal and the detailed content of each resolution passed. The poll results announcement of the general meeting shall be published in newspapers and on the Company's website that comply with the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed, and the contents of the announcement shall fulfill the requirements of the Relevant Regulatory Rules. Where the proposals are not passed or the previous resolutions are altered in the general meeting, it shall be clearly stated in the poll results announcement of such generals meeting.
97.	Article 71 The Secretary to the board shall be responsible for keeping written information such as the register of shareholders present at the on-site meeting, proxy forms, voting statistical sheet, minutes of the meeting, legal opinions endorsed by solicitor(s) and announcements of resolutions.	Article 76 The Secretary to the board shall be responsible for keeping written information such as the register of shareholders attending the on-site meeting, proxy forms, voting statistical sheet, minutes of the meeting, legal opinions endorsed by solicitor(s) and announcements of resolutions.
98.	CHAPTER 6 SUPPLEMENTARY ARTICLES	CHAPTER 5 SUPPLEMENTARY ARTICLES
99.	/	Article 77 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those terms in the Articles of Association.
100.	Article 74 Where any relevant matters are not covered in these Rules or where these Rules fail to comply with the relevant laws, administrative rules and other relevant regulatory documents or regulatory provisions in the place where the Company's shares is listed as promulgated from time to time, those laws, administrative rules and other relevant regulatory documents or regulatory provisions in the place where the Company's shares is listed shall prevail.	Article 78 Where any relevant matters are not covered in these Rules or where these Rules conflict with the Relevant Regulatory Rules, the provisions of the Articles of Association, or resolutions of the general meeting promulgated from time to time, those Relevant Regulatory Rules, the provisions of the Articles of Association, or resolutions of the general meeting shall prevail.
101.	Article 72 Any amendment to these Rules shall be proposed by the board of directors in the form of an amendment proposal, and shall be submitted to the shareholders' general meeting for approval by a special resolution.	Article 79 The formulation and amendment of these Rules shall be submitted to the general meeting for approval by a special resolution after being approved by two-thirds or more of all directors of the Company.
102.	Article 73 The board of directors shall be responsible for interpreting these Rules.	Article 80 The board of directors shall be responsible for interpreting these Rules.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD**

**Comparison Table of Amendments to the Rules of Procedure for
the Board of Sinopec Oilfield Service Corporation**

No.	Original Articles	Amended Articles
1.	CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
2.	Article 1 In order to ensure that the board of directors of China Petroleum & Chemical Corporation (hereinafter referred to as the “Company”) fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, immediate and prudent decisions and standardizes the operation of the board of directors, these Rules are formulated according to the “Company Law of the People’s Republic of China” (the “Company Law”), “Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”, “Guidelines for the Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies” and other governing regulations of the places of the Company’s listings inside and outside the PRC and the Articles of Association of China Petroleum & Chemical Corporation (referred to as the “Articles of Association”).	Article 1 In order to ensure that the board of directors of Sinopec Oilfield Service Corporation (hereinafter referred to as the “Company”) fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, immediate and prudent decisions, and standardizes the operation of the board of directors, these Rules of Procedures are formulated according to the relevant provisions of the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, “Guidelines for the Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies”, the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange”, and other laws, administrative regulations, departmental rules, other relevant normative documents, and the securities regulatory rules of the places where the shares of the Company are listed (collectively the “Relevant Regulatory Rules”), as well as the Articles of Association of Sinopec Oilfield Service Corporation (the “Articles of Association”), and in consideration of the actual circumstances of the Company.
3.	CHAPTER 2 FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS	CHAPTER 2 FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS
4.	Article 3 The board of directors is accountable to the shareholders’ general meetings and shall exercise the following functions and powers: (i) to be responsible for convening shareholders’ general meetings and to report on its work to the shareholders’ general meetings; (ii) to implement the resolutions passed at shareholders’ in general meetings; (iii) to determine the Company’s business plans and investment proposals; (iv) to formulate the Company’s annual preliminary and final financial budgets; (v) to formulate the Company’s profit distribution proposals (including final dividend proposal) and loss recovery proposals; (vi) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company’s registered capital and for the issue of Company’s debentures, any kind of securities of the Company’s, warrants or other similar securities and proposals for listing and repurchase of the Company’s shares;	Article 3 The board of directors exercises the functions and powers conferred by the Relevant Regulatory Rules and the Articles of Association.

APPENDIX III	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
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No.	Original Articles	Amended Articles
	(vii) to set forth plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company; (viii) to determine the risks investments of the Company in relation to, external investment, purchase or sale of assets, pledge, entrusting financing, connected transaction; (ix) to decide on the Company's internal management structure; (x) to determine the Company's risk management system, internal control system and legal and compliance management system; and to oversee and evaluate, on an overall basis, the Company's risk management, internal control and legal and compliance management policies and their effective implementation; (xi) to appoint or remove the Company's general manager and to appoint or remove deputy general manager and Chief Financial Officer of the Company according to the recommendations of general manager; to appoint or remove the Secretary to the board and to decide on their remuneration; (xii) to appoint or replace members of the board of directors and the supervisory committee of a wholly owned subsidiary of the Company; (xiii) to determine the establishment of the Company's branch offices; (xiv) to formulate the Company's basic management system; (xv) to formulate proposals for any amendment of the Articles of Association and its appendices; (xvi) to consider external guarantees of the Company; (xvii) to manage the disclosure of information of the Company; (xviii) to propose in a shareholders' general meeting to engage or replace the accounting firm which undertakes auditing work of the Company; (xix) to listen to the president's work report and check the president's work; (xx) to exercise any other powers stipulated by laws, administrative rules, regulations of the competent government department(s) or the Articles of Association or these Rules, and any other functions and powers conferred by the shareholders' in general meetings.	

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PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
5.	Article 4 The necessary conditions for the board of directors to perform its duties shall include the following: The general manager shall provide the directors with necessary information and data, enabling the board of directors to make scientific, immediate and prudent decisions. A director may require the general manager or, through the general manager, require the relevant departments of the Company to provide information and explanations which are necessary for him to make scientific, immediate and prudent decisions. Where the independent directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company.	Article 4 The necessary conditions for the board of directors to perform its duties shall include the following: The general manager shall provide the directors with necessary information and materials, enabling the board of directors to make scientific, immediate and prudent decision. A director may require the general manager or, through the general manager, require the members of the general manager's team, special committees of the board of directors, special meeting of independent directors, or relevant departments of the Company to provide information and explanations which can enable the director to make scientific, immediate and prudent decisions. Where the independent directors think necessary, and upon consideration and approval by a special meeting of independent directors, they can independently engage (an) intermediary institution(s) to conduct audits, consultations, or verifications on specific matters of the Company as a basis for their decisions. The fees incurred in the engagement of such (an) intermediary institution(s) shall be borne by the Company.
6.	Article 5 The board of directors shall consider and resolve on the matters which the board of directors is required by laws, administrative rules, regulations of the competent government department(s) and the Articles of Association (and its appendices) to submit to the shareholders in general meetings for determination (including matters proposed by a majority of the independent directors).	Article 5 The board of directors shall consider and resolve on the matters which the board of directors is required by Relevant Regulatory Rules and the Articles of Association to submit to the general meeting for determination (including matters proposed by independent directors after consideration and approval by a special meeting of independent directors).
7.	Article 6 In order to ensure the Company's steadiness and efficiency, the board of directors of the Company shall in accordance with laws, administrative rules, regulations of the competent government department(s), the Articles of Association, and the authorization of the shareholders' general meeting, explicitly and limitedly delegate its powers concerning matters such as investments, financing, assets disposals, debt management and organizational structure, to the chairman, one or more other directors, or the general manager, or other relevant parties for exercise.	Article 6 In order to ensure the Company's sound operation and improve decision-making efficiency, the board of directors shall, in accordance with Relevant Regulatory Rules, the Articles of Association, and the authorization of the general meeting, explicitly and limitedly delegate its powers concerning certain matters such as external investments, purchase or sale of assets, external guarantees, financial assistance, entrusted or commissioned asset management, contracting, leasing, securities investment, derivatives business, waiver of rights, external donations, as well as debt management and organizational structure, to the chairman of the board, one or more other directors, or the general manager, or other relevant parties for exercise.
8.	/	Article 7 When the Company engages in ordinary transactions, occasional transactions, connected transactions, or other matters that may have a significant impact on the Company's financial condition, as stipulated in these Rules of Procedure for General Meetings, and after conducting size tests and aggregation in accordance with the requirements of Relevant Regulatory Rules, for matter that does not reach the threshold for board of director's consideration under any of the rules, the board of directors shall authorize the Chairman of the board, general manager, and other relevant parties to approve the transaction within the scope of their respective authorities as defined in the Company's internal management systems.

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PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
9.	Article 7 The powers and authority of the board of directors on investments shall include the following: (i) The board of directors shall be responsible for proposing the medium and long-term investment plans, and shall submit them to the shareholders' general meetings for approval. (ii) The board of directors shall be responsible for proposing on annual investment plans and shall submit them to the shareholders' general meetings for approval. The board of directors may make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved by the shareholders' general meeting. The Chairman of the board is authorised to make adjustments of not more than 8 per cent of the amount of the capital expenditure for the current year as approved by the shareholders' general meetings. (iii) Individual investment projects (including but not limited to technology improvements, fixed asset, external shareholdings) shall be approved by the board of directors if the amount of investment is not more than 5 per cent of the latest audited net asset value of the Company. Subject to the authority of the board of directors, the Chairman of the board is authorised to examine and approve projects if the amount of investment is not more than 3 per cent of the Company's latest audited net asset value. (iv) Where the Company uses its own assets to invest in other assets which are not related to the business of the Company, including high risk assets such as bonds, futures, stocks and hi-tech industry, such investments shall be approved by the board of directors if the amount of investment is not more than 1 per cent of the Company's latest audited net asset value. Subject to the authority of the board of directors, the Chairman of the board is authorised to examine and approve individual projects if the amount of investment is not more than 0.5 per cent of the Company's latest audited net asset value.	Article 8 The powers and authority of the board of directors on investments shall include the following: (i) The board of directors shall decide on medium and long-term investment plans and proposals. (ii) The board of directors shall decide on annual investment plans and proposals. The Chairman of the board is authorised to make adjustments to the plan and proposal within the limitation of the amount of not more than 15% of the capital expenditure for the current year as approved by the board of directors. (iii) Individual investment project (including but not limited to investment in technology improvements, fixed asset and external equity interest) shall be approved by the board of directors if the investment amount is not more than 5% of the latest audited net asset value of the Company. Subject to the authorization granted by the board of directors, the Chairman of the board can review and approve project with the investment amount not more than 3% of the Company's latest audited net asset value. (iv) Where the Company uses its own assets to invest in other assets which are not related to the business of the Company, including high risk assets such as bonds, stocks and hi-tech industry, such investments shall be approved by the board of directors if the amount of investment is not more than 1 per cent of the Company's latest audited net asset value. Subject to the authority of the board of directors, the Chairman of the board is authorised to examine and approve individual projects if the amount of investment is not more than 0.5 per cent of the Company's latest audited net asset value.
10.	Article 8 The powers and authority of the board of directors on indebtedness shall include the following: (i) The board of directors shall consider and approve the amount of the long-term loans for the current year according to annual investment plans approved by the shareholders' general meetings. The Chairman of the Board is authorised to make adjustments of not more than 10 per cent of the total amount of the long-term loans for the current year as approved by the board of directors. Within the total amount of the long-term loans for the current year as approved by the board of directors, the Chairman of the Board is authorised to approve and sign the contract for every single long-term loan for the amount exceeding RMB1 billion, and the general manager is authorised to approve and sign the contract for every single long-term loan for the amount not exceeding RMB1 billion. (ii) Within the total amount of the working capital loans for the current year as approved by the board of directors, the Chairman of the Board is authorised to sign the overall short-term loan facility contracts for raising working capitals required by the operation and management of the Company according to the demand of the Company.	Article 9 The powers and authority of the board of directors on indebtedness shall include the following: (i) The board of directors shall consider and approve the amount of the long-term loans for the current year within its approved annual investment plan. The Chairman of the Board is authorised to make adjustments to the long-term loan within the limitation of not more than 10% of the total amount of the long-term loans for the current year as approved by the board of directors. Within the total amount of the long-term loans for the current year as approved by the board of directors, the Chairman of the Board is authorised to approve and sign the contract for a single long-term loan for the amount exceeding RMB1 billion, and the general manager is authorised to approve and sign the contract for a single long-term loan for the amount not exceeding RMB1 billion. (ii) Within the total amount of the working capital loans for the current year as approved by the board of directors, the Chairman of the Board is authorised to sign the short-term loan facility contract for raising working capitals required by the operation and management need of the Company.

APPENDIX III	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
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No.	Original Articles	Amended Articles
11.	Article 9 The powers and authority of the board of directors on debt liabilities shall include the following: (1) When the Company acquires or sells assets, it has to take into account of the following 5 testing indices: (i) total asset ratio: the total amount of the assets in relation to the transaction (if both book value and valuation value exist, the higher one shall be applied) divided by the latest audited total asset value of the Company; (ii) transaction amount ratio: the transaction amount (taking into account of the assumed liabilities and costs) of the acquired assets divided by the total amount of the latest audited net asset value of the Company; (iii) transaction net profit (loss) ratio: the absolute value of the net profit or loss relating to the assets of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year; (iv) revenue ratio: the revenue for the preceding financial year relating to the object of the transaction divided by the audited revenue of the Company for the preceding financial year; (v) Object net profit (loss) ratio: the absolute value of the net profit or loss for the preceding financial year relating to the object of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year. The board of directors shall consider and approve projects with a ratio of less than 50% according to all the above 5 testing indices. The Chairman of the board is authorised to examine and approve projects with a ratio of less than 10% according to all the above 5 testing indices. (2) In disposing of fixed assets, where the total value of the expected value of the fixed assets to be disposed of and the value of the fixed assets which have been disposed of in the 4 months prior to such proposed disposal does not exceed 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall examine and approve such disposal, and the Chairman of the board is authorised to examine and approve those fixed asset disposals of less than 10%. Notwithstanding the foregoing provisions, any matter involving the Company's purchase or sale of major assets exceeding 30% of the Company's total assets as of the latest audited financial statements within one year shall be submitted to the Company's general meeting of shareholders for consideration in accordance with the Articles of Association. (3) As regards others (including but not limited to the entering into, varying and termination of important contracts relating to entrustment of operation, entrusted operation, entrusted financial management, contracting and leasing), the relevant amount shall be calculated according to one of 5 testing indices referred to in paragraph (1) of this Article. Projects with a ratio of not more than 5% according to all the above 5 testing indices shall be considered and approved by the board of directors. The Chairman of the board is authorised to examine and approve projects with a ratio of not more than 1% according to all the above 5 testing indices.	/

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No.	Original Articles	Amended Articles
12.	/	Article 10 The powers and authority of the board of directors on external guarantee The board of directors shall approve external guarantee that does not reach the thresholds for general meeting's approval as stipulated in the Articles of Association and these Rules of Procedure for General Meetings.
13.	/	Article 11 The powers and authority of the board of directors on financial assistance The board of directors shall approve financial assistance that does not reach the thresholds for general meeting's approval as stipulated in the Articles of Association and these Rules of Procedure for General Meetings. The chairman of the board and the general manager are respectively authorised to approve matters concerning the Company providing financial assistance to its controlled subsidiary which is included in the consolidated financial statements of the Company (provided that other shareholder of such controlled subsidiary does not include the Company's controlling shareholder, de facto controller, or their respective related parties), within the scope of authority stipulated in the Company's internal management system.
14.	Article 10 If, when applying the relevant standards as set out above, the approving offices of any investment, asset disposal and debts matters as referred to above include the board of directors, chairman of the board and/or president, such matters shall be submitted to the approving offices of the highest level for approval. If the above investment, asset disposal and loan matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.	/
15.	Article 11 The powers and authority of the board of directors on organizational structure and personnel The board of directors authorises the Chairman of the board to determine the following matters: (1) internal management structure of the Company; (2) the establishment of branch offices by the Company; and (3) to appoint or replace the members of the board of directors and the members of the supervisory committee of the wholly-owned subsidiaries of the Company.	Article 12 The powers and authority of the board of directors on organizational structure and personnel The board of directors authorizes the Chairman of the board to determine the following matters: (I) The establishment of branch entities;— (II) To appoint or change members of the board of directors of wholly-owned subsidiaries; (III) To appoint, change, or nominate shareholders' representatives, director candidates, and supervisor candidates (if any) of controlled subsidiaries and joint ventures.
16.	CHAPTER 3 COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SUBORDINATED OFFICES	/
17.	Article 12 The board of directors shall consist of 9 to 11 directors. The board of directors shall have one chairman of the Board and 1 to 2 Vice-chairmen of the Board. The directors may serve concurrently as the senior management, however, the concurrently directors acted by the senior management shall not exceed ½ of the total number of the board of directors.	/

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PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
18.	Article 13 The board of directors shall establish strategic decision-making committee, audit committee, remuneration committee and other special committees. These special committees shall conduct research on specialised issues and provide corresponding opinions and suggestions to the board of directors for reference. The special committees shall be accountable to the board of directors, and their proposals shall be subject to review and decision by the board of directors. Members of the special committees shall be directors of the Company. The majority of the membership of the audit committee and remuneration committee shall consist of independent directors. The audit committee shall have at least one independent director as an accounting professional.	/
19.	Article 14 The major responsibilities of the strategic investment committee shall be to conduct research and put forward proposals on the long-term development strategy and significant investment decisions of the Company, and to perform any other obligations stipulated by the laws, administrative regulations, relevant rules of competent authorities, the Articles of Association or these Rules, and conferred by the board of directors.	/
20.	Article 15 The major responsibilities of the audit committee shall include the following: (i) to propose the appointment, reappointment or replacement of the auditor of the Company and give advice on its remuneration; (ii) to be responsible for the communication between internal auditing department of the Company and the external auditor; (iii) to oversee the Company's internal auditing system and its implementation; (iv) to examine and approve the Company's financial information and its disclosure; (v) to review the internal control system of the Company; (vi) to exercise any other rights stipulated by the laws, administrative regulations, relevant rules of competent authorities and the Articles of Association and its appendices, and conferred by the board of directors.	/
21.	Article 16 The major responsibilities of the remuneration committee shall include the following: (i) to research on the criteria for the evaluation of directors and the senior management, to conduct their evaluation and make necessary suggestions; (ii) to research on and review the policies and proposals in respect of the remuneration of directors, supervisors and the senior management; (iii) to exercise any other rights stipulated by the laws, administrative regulations, relevant rules of competent authorities and the Articles of Association and its appendices, and conferred by the board of directors.	/

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No.	Original Articles	Amended Articles
22.	Article 17 The special committees under the board of directors shall formulate detailed working rules, specifying their respective duties and working procedures, which shall come into effect upon their being submission to, and approved by, the board of directors.	/
23.	CHAPTER 4 SECRETARY TO THE BOARD	/
24.	Article 18 The Company shall have one secretary to the board. The main duty of the secretary to the board is to promote and improve the Company's corporate governance and properly deal with the matters concerning information disclosure. The secretary to the board shall perform the main duties as follow: (i) to organise and arrange for board meetings and shareholders' general meetings, prepare the meeting materials, handle the meeting related affairs, to be responsible for minutes of meetings, ensure the accuracy and completeness of records, keep the meeting documents and records and take initiative to keep abreast of the execution of the related resolutions; and submit reports to the board of directors and put forward the proposals for importance issues arising during the implementation; (ii) to ensure that the material issues concerning the resolutions of the board of directors can be strictly implemented in accordance with the specified procedures; to participate and organize the consultation and analysis on the decision-making matters of the board of directors in accordance with its requirements, and put forward the related opinions and suggestions; to deal with the daily matters of the board of directors and its related committees if authorised; (iii) to be the contact person of the Company with the securities regulatory authorities, be responsible for organisation, preparation and timely submission of related documents as required by the regulatory authorities, and be responsible for related tasks assigned by the regulatory authorities and to organize and complete these tasks, and to ensure that the Company prepares and submits the reports and other documents as required by the competent authorities in accordance with law; (iv) to be responsible for the co-ordination and organisation of the matters on disclosure of information of the Company, establish and perfect the system concerning information disclosure, participate in all related meetings of the Company concerning information disclosure, and keep abreast of the important business policies and related information of the Company in a timely manner; (v) to be responsible for keeping confidential of the sensitive materials concerning the share price of the Company, and formulate effective and enforceable secrecy systems and measures. For the divulgence of the sensitive materials concerning the share price of the Company due to various reasons, he/she shall take necessary remedial measures, make timely explanation and clarification, and notify the regulatory organisations in the places where the shares of the Company are listed as well as competent securities regulatory authorities of the State Council;	/

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No.	Original Articles	Amended Articles
	(vi) to be responsible for the co-ordination and organisation of market promotion, coordinate the visit and interview, deal with the relationship with investors, maintain the relationship with investors, intermediary organs and news agencies, be responsible for the co-ordination and explanation of the inquiries of the public, and ensure the investors to obtain the information as disclosed by the Company in a timely manner; to organise and arrange the promotion and advertising activities of the Company inside and outside the PRC, prepare and work out the summary report on market promotion and other important visiting activities, and report the related matters to competent securities regulatory authorities of the State Council; to establish effective communication channels between the Company and its shareholders, including designating a staff and/or establishing (a) special office(s) to keep sufficient and necessary contacts with the shareholders, and to relay, in a timely manner, all the feedbacks including opinions and suggestions of the shareholders to the board of directors or the management team of the Company; (vii) to ensure the proper preparation of the register of shareholders, to be responsible for the management and proper maintenance of the materials concerning register of shareholders, directors' register, quantity of shares held by majority shareholders and record of shares held by directors, as well as the name list of the beneficiaries of the outstanding debentures of the Company; (viii) to assist directors and the general manager to practically implement the domestic and foreign laws, regulations, the Articles of Association and its appendices and other provisions in discharging of their duties and exercise of their powers; to be liable to remind directors and the president timely on becoming aware that the Company passes or may pass resolutions which may breach the relevant regulations, and be entitled to report the related matters to competent securities regulatory authorities of the State Council and other regulatory authorities according to the facts; (ix) to provide the related information necessary for the supervisory committee of the Company and other approving authorities to discharge their duties and to exercise their powers, assist the investigation on the chief financial officer, directors and the general manager of the Company concerning the performance of their fiduciary duties; (x) to ensure the complete organizational documents and records of the Company are kept properly, and the persons who have the rights of access to the relevant documents and records of the Company obtain those documents and records in a timely manner; and (xi) to discharge other duties and to exercise other powers as conferred by the board of directors, as well as other duties and powers as required by the listing rules of the stock exchanges on which the Company's shares are listed.	

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No.	Original Articles	Amended Articles
25.	Article 19 The board of directors of the Company shall have a secretarial office, which shall be a daily working body assisting the secretary to the board in performing his duties.	/
26.	Article 20 The Company shall formulate Rules for the Work of the Secretary to the Board of Directors, and perform the work for disclosure of information and investor relations. Rules for the Work of the Secretary to the Board of Directors shall be effective after reporting to the board of directors for approval.	/
27.	CHAPTER 3 RULES OF THE BOARD OF DIRECTORS' MEETING	CHAPTER 3 RULES OF THE BOARD OF DIRECTORS' MEETING
28.	Article 21 The board of directors' meetings shall be divided into regular Board meetings and provisional Board meetings according to the regularity of such meetings.	Article 13 The board of directors' meetings shall be divided into regular Board meetings and provisional Board meetings according to the regularity of such meetings.
29.	Article 22 The regular Board meetings shall include the following: (i) The annual results meetings The annual results meetings shall be held within four months from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual reports of the Company will be despatched to the shareholders within the time limit specified by the relevant regulations and the Articles of Association, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the relevant regulations, and shall ensure that the annual general meeting will be held within six months from the end of the accounting year of the Company. (ii) The interim results meetings The interim results meetings shall be held within two months from the end of the first six months of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the interim reports of the Company will be despatched to the shareholders within the time limit specified by the relevant regulations and the Articles of Association, and shall ensure that the preliminary interim financial results of the Company will be announced within the time limit specified by the relevant regulations. (iii) The quarterly results meetings The quarterly results meetings shall be held in the first month of each of the second and fourth quarter of the Gregorian calendar year. The directors shall consider the Company's quarterly reports for the first and third quarters at such meetings.	Article 14 Regular Board meetings shall be held at least 4 times a year and convened by the Chairman of the board, including the Board meeting to review and approve the following: (i) The annual results The meeting to approve annual results shall be held within three months after the end of the Company's financial year. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. (ii) The interim results The meeting to approve interim results shall be held within two months after the end of the first 6 months of the Company's financial year. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. (iii) The quarterly results The meetings approve the quarterly results shall be held in the first month of each of the second and fourth quarter of the Gregorian calendar year. The directors shall consider the Company's quarterly reports for the first and third quarters at such meetings. The date designated for the board meetings to approve annual results and the interim results meetings shall ensure that the annual reports and interim reports of the Company will be despatched to the shareholders before the deadline specified by the Relevant Regulatory Rules and the Articles of Association, and shall ensure that the annual and interim financial results of the Company will be announced before the deadline specified by the Relevant Regulatory Rules. The date designated for the board meeting to approve annual results shall also ensure that the annual general meeting of the Company will be held within 6 months from the end of the financial year of the Company.

APPENDIX III	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
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No.	Original Articles	Amended Articles
30.	Article 23 The Chairman of the board shall approve the issue of a notice convening the provisional board of directors' meeting within 10 days from the date of receipt of such proposal in any one of the following events: (1) where the Chairman of the Board considers necessary; (2) where one-third or more of the directors propose in their joint names; (3) where a majority of the independent directors propose in their joint names; (4) where the supervisory committee proposes; (5) where the shareholders representing 10% or more of the voting rights propose; (6) where the general manager proposes; (7) any situation provided by the Articles of Association and these Rules.	Article 15 The Chairman of the board shall convene and chair an extraordinary board meeting within 10 days from the date of receipt of such proposal in any one of the following events: (1) where the Chairman of the Board considers necessary; (2) where one-third or more of the directors propose in their joint names; (3) where a proposal is considered and approved by a special meeting of independent directors; (4) where a special committee of the board of directors proposes; (5) where the shareholder(s) representing 10% or more of the voting rights propose; (6) where the general manager proposes; (7) any situation provided by the Articles of Association and these Rules of Procedures.
31.	Article 24 The board of directors' meetings shall be divided into meetings at which all directors must be physically present and meetings which the directors may authorise other directors to attend on their behalf, according to whether the directors are physically present at the meetings. The meetings which all directors must be physically present shall be held at least once every six months, and such meetings shall not be held by way of written resolutions meetings. The board of directors' meetings shall be divided into on-site meetings, video-telephone meetings and meetings by way of written resolutions. All the Board meetings may be held by the way of on-site meetings. The board of directors' meetings may be held by the way of video-telephone meetings, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings held by this way shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as soon as practicable. The verbal voting by a director shall have the same effect as signing in the voting sheet, provided that there is no discrepancy between the opinions expressed by such director in completing signing procedure and the opinions orally expressed by him during the meeting.	Article 16 The board meetings shall be held by way of on-site meetings, video – conference meeting (or using similar communication method) and in written resolution. Regular or extraordinary board meetings shall, in principle, be held by way of on-site meeting. Provided that all attended directors can fully communicate and express their opinions, meetings can be held by video-conference (or using similar communication method), or a combination of on-site meetings and virtue methods. If the board meetings are held by video-conference (or by similar communication method), all attending directors shall be deemed to have attended in person, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings held by this way shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions by show of hands or orally during the meeting and shall complete the written signing procedures as soon as practicable. A director's vote by show of hands or oral vote shall have the same effect as a written voting ballot. However, the original written ballot (if applicable), subsequent written signatures, and opinions must be consistent with the vote by show of hands or oral vote at the meeting. If there is any inconsistency, the vote at the time of the meeting shall prevail.

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No.	Original Articles	Amended Articles
32.	Where an on-site meeting or a video-telephone meeting is impractical, the board of directors' meetings may take the form of written resolutions, provided that directors are ensured to fully express their opinions and provided that the draft resolution shall be delivered to every director either by personal service, post, telegraph or facsimile. If the board of directors has delivered the draft resolution to all directors, and the number of directors signing in favour of the draft resolution has met the quorum required for passing the resolution, and the draft resolution is delivered to the secretary to the board in the above-mentioned manner, the draft resolution shall become a resolution passed at a Board meeting and it is not necessary to held a Board meeting. Unless otherwise expressed by the directors, signing on the meeting minutes by the directors shall be sufficient evidence that they have agreed to the resolutions.	Article 17 Provided that directors have unimpeded channels for communication and expression of opinions, provisional board meetings may be held in written resolutions. However, the draft resolution shall be delivered to every director either by personal delivery, facsimile, telex, email, express mail, or registered mail. If the board of directors has delivered the draft resolution to all directors, and the number of directors signing in favour of the draft resolution has met the quorum required for passing the resolution, and the draft resolution is delivered to the Secretary to the Board in the above-mentioned manner, the draft resolution shall become a resolution passed at a board meeting. Meetings held by written resolutions shall adopt a written ballot. Directors participating in the voting shall complete the corresponding written signing procedures within the period specified in the meeting notice. Unless otherwise indicated on the resolution by the directors, signing on the written resolution by the director shall be sufficient evidence that he/she have agreed to the resolution.
33.	CHAPTER 6 PROCEEDINGS OF THE BOARD OF DIRECTORS' MEETING	CHAPTER 4 PROCEEDINGS OF THE BOARD OF DIRECTORS' MEETING
34.	Article 25 Putting forward Resolutions The resolution of the board of directors' meetings shall be put forward in the following circumstances: (i) matters proposed by the directors; (ii) matters proposed by the supervisory committee; (iii) resolutions from the special committees under the board of directors; (iv) matters proposed by the general manager; (v) matters to be considered by the shareholders of the subsidiaries controlled or invested by the Company in their general meetings (shareholders' general meetings); (vi) other circumstances provided in the Articles of Association and these Rules.	Article 18 Putting forward Resolutions The resolution of the board meetings shall be put forward in the following circumstances: (i) matter proposed by the directors; (ii) matter proposed after being reviewed and approved by a special meeting of independent directors; (iii) resolutions from the special committees of the board of directors; (iv) matter proposed by the general manager; (v) matter to be considered by the shareholders of the controlled subsidiaries or joint venture by their general meetings; (vi) other situations required by the Articles of Association and these Rules of Procedures.
35.	Article 26 Collecting Resolutions The secretary to the board shall be responsible for organizing and collecting the draft resolutions in respect of the matters to be considered at the meeting. Each person who puts forward the relevant resolution(s) shall submit the resolutions and relevant explanatory materials within a feasible timeframe before the date of the meeting. Resolutions involving material connected transactions that are required by law to be considered by the board of directors or the shareholders' general meeting (as determined in accordance with the standards promulgated from time to time by the competent regulatory authorities) shall first be approved by a majority of the independent directors. The relevant materials shall be submitted to the chairman of the board after sorted by the secretary to the board, who shall also set out the time, place and agenda of the meeting in the materials submitted.	Article 19 Collecting Resolutions The secretary to the board shall be responsible for organizing and collecting the draft resolutions in respect of the matters to be reviewed at the meeting. Each person who puts forward the relevant resolutions shall submit the resolutions and relevant explanatory materials within a feasible timeframe before the date of the meeting. Matters that, according to the Relevant Regulatory Rules and the Articles of Association, require prior consideration by a special meeting of independent directors or a special committee of the board of directors, can only be submitted to the board of directors for consideration after completing the prescribed procedures. The relevant materials shall be submitted to the Chairman of the board after sorted by the secretary to the board, together with the date, venue and agenda of the board meeting.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
36.	Article 27 Convening the Meetings A board of directors' meeting shall be convened by the Chairman of the board. The vice chairman of the Board shall assist the chairman of the Board with his work. Where the Chairman of the Board fails to convene a meeting or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman of the Board (if the Company has two or more vice chairmen of the Board, the vice chairman of the Board recommended by a majority of all the directors shall convene the meeting). Where the vice chairman of the Board is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors. The convenors of the meeting shall be responsible for signing and issuing the issue of the notice of the meeting.	Article 20 Convening the Meetings A board meeting shall be convened by the Chairman of the board. The vice chairman of the board shall assist the chairman of the board with his work. Where the chairman of the board fails to convene a meeting or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman of the board (if the Company has two or more vice chairmen of the board, the vice chairman of the board recommended by a majority of all the directors shall convene the meeting). Where the vice chairman of the board is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors. The convenors of the meeting shall be responsible for signing and issuing the notice of the meeting.
37.	Article 28 Notice of the Meetings (1) The notice of a board of directors' meeting shall be delivered to all directors and supervisors before the date of the meeting. The notice of the meeting shall generally set out the following: i. the date and place of the meeting; ii. the duration of the meeting; iii. the reasons and subject matters of the meeting; iv. the date of the issue of the notice. The notice of meeting shall be sent to other personnel attending the meeting. (2) The board of directors' meetings shall be noticed according to the following requirements and form: i. the notice of the board meeting may be served on the directors by, telex, telegraph, facsimile, express mail, registered mail, personal delivery; ii. the notice of the regular board of directors' meeting shall be delivered to the directors 10 days before the date of the meeting (no more than 30 days shall elapse between the issuance of the notice and the convening of the meeting) and the notice for a provisional board of directors' meeting shall be delivered at least 5 days before the date of the meeting. In case of emergency, where the Board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication or other oral methods at any time, provided that the convenor shall explain and record the same in the minutes of the board meeting; iii. the notice shall be written in Chinese, if necessary, the English version can be attached. Any director or supervisors may waive the right to receive the notice of board meeting sent by way of aforesaid methods. Notice of a meeting shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice.	Article 21 Notice of the Meetings (1) The notice of a board meeting shall be delivered to all directors before the date of the meeting. The notice of the meeting shall generally set out the following: i. the date and venue of the meeting; ii. the duration of the meeting; iii. the reasons and subject matters of the meeting; iv. the date of the issue of the notice. The notice of meeting shall be copied to other personnel attending the meeting. (2) The board meetings shall be noticed according to the following requirements and method: i. the notice of the board meeting shall be delivered by personal delivery, facsimile, telex, email, express mail, registered mail, or other method; ii. the notice of the regular board meeting shall be delivered to the directors 14 days before the date of the meeting, and the notice for a provisional board meeting shall be delivered at least 5 days before the date of the meeting. In case of emergency, where a board meeting needs to be held as soon as possible, notice can be sent by way of telephone communication or other oral methods at any time, provided that the convenor shall explain and record the same in the minutes of the board meeting; iii. the notice shall be in Chinese, if necessary, the English version can be attached, and shall include the meeting agenda. Any director can waive the right to receive the notice of board meeting according the aforesaid provision. Notice of a meeting shall be deemed to have been given to any director who attends the meeting without raising the issue that he/she did not receive the notice, before or at the commencement of such meeting.

No.	Original Articles	Amended Articles
38.	Article 29 Communication before the Meetings After the issue of the notice of a meeting and before the date of the meeting, the secretary to the board of the directors shall be responsible for, and shall communicate and liaise with all directors, especially external directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including the background information relating to the subject of the meeting and other information which will assist the directors in making scientific, immediate and prudent decisions. Where a resolution is in association with vital interests of the employees of the Company, the board of directors shall listen to the opinions or suggestions of employees at the staff representatives' meeting or in other form of democracy. Where one-fourth or more of the directors or two or more external directors are of the opinion that the materials provided are insufficient or unclear, they may make a proposal jointly concerning the postponement of holding of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the board shall serve a notice on the directors, supervisors and other personnel attending the meeting upon receiving a written request concerning the postponement of holding of the meeting or the postponement of discussions on part of the issues put forward by the board of directors.	Article 22 Communication before the Meetings After the issue of the notice of a meeting and before the date of the meeting, the secretary to the board shall be responsible for or organize communication and liaison with all directors, especially independent directors. The secretary to the board shall provide sufficient meeting materials, including all information, data, and documents required by directors to vote on resolutions, as well as relevant background materials for the meeting topics, and shall provide effective communication channels for independent directors. After receiving directors' opinions, suggestions, or inquiries regarding resolutions, the secretary to the board shall promptly pass on these opinions or suggestions to the person who put forward the resolutions, so as to enable he/she to make necessary amendments. The secretary to the board shall also, in a timely manner, arrange for responses to directors' inquiries and, before the meeting, supplement any relevant meeting materials requested by directors that are necessary for them to make decisions on the resolutions of the meeting. Where a resolutions is in association with significant interests of the employees of the Company, the board of directors shall listen to the opinions or suggestions of employees at the employee representatives' meeting or in other form of democracy. Where 1/4 or more of the directors or two or more independent directors are of the opinion that the meeting materials are incomplete, insufficiently reviewed, or not provided in a timely manner, they can jointly submit a written proposal to the board of directors to postpone the board meeting or postpone consideration of the relevant matter, and the board of directors shall adopt such proposal. Unless such proposal is put forward during the meeting, the secretary to the board shall deliver a notice to the directors upon receiving a written request concerning the postponement of the board meeting or the postponement of consideration of the relevant matter.
39.	Article 30 Attendance of the Meetings A board of directors' meeting shall only be held if a majority of directors are present, including those attending by appointing another director to attend on their behalf. Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorisation, duration of the validity of such authorisation, and shall be signed or sealed by the principal.	Article 23 Attendance of the Meetings Unless otherwise stipulated by relevant laws and regulations and the Articles of Association, the quorum of the board meeting shall be a majority of all directors, including those attending by appointing other directors to attend on their behalf. Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting in person for any reason, he/she may by a written power of attorney appoint other director to attend the meeting on his/her behalf. However, the absent director shall review the meeting materials in advance and form definite opinions. The power of attorney shall set out the name of the proxy, the particulars and the scope of authorisation, duration of the validity of such authorisation, and shall be signed or sealed by the principal. For voting matters, the appointing director shall clearly state in the power of attorney his/her vote (for, against, or abstain) for each resolution.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
	If any director fails to attend two consecutive board meetings either in person or appoint other director to attend on his/her behalf, such director shall be deemed unable to perform his/her duties, and the board of directors shall recommend to the general meeting to remove such director. If an independent director fails to attend three consecutive board meetings in person, the board of directors shall request the shareholders' general meeting to replace him/her. The board of directors' meeting shall be chaired by the chairman of the board, the vice chairman of the board shall assist the chairman of the board with his work, where the chairman of the board fails to chair a meeting for no reasons or is unable to chair a meeting for special reasons, the meeting shall be chaired by the vice chairman of the board (if the Company has two or more vice chairmen of the board, the vice chairman of the board recommended by a majority of all the directors shall chair the meeting), where vice chairman of the board is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.	Directors shall not make or accept the authorisation or carte blanche without any voting instruction on the resolution, or any authorisation that are not clearly defined. One director shall not be proxies for more than two directors in a one board meeting. Independent director shall not appoint non-independent director as his/her proxy. When considering related party transactions, non-related director shall not appoint related director as his/her proxy. The liability of a director relating to his/her voting on resolutions cannot be waived by attending the meeting by a proxy. If an independent director fails to attend two consecutive board meetings either in person or appoint other independent director to attend on his/her behalf, the board of directors shall propose to convene a general meeting within 30 days of such occurrence to remove that independent director from office. If any other director fails to attend two consecutive board meetings either in person or appoint other director to attend on his/her behalf, such director shall be deemed unable to perform his/her duties, and the board of directors shall recommend to the general meeting to remove such director. Attending in person includes physical presence at the meeting or attendance via telecommunication methods. Where a director, pursuant to Article 153 of the Articles of Association, shall cease to perform duties but has not ceased, or shall be removed but has not been removed, any participation in board meetings and voting by such director shall be invalid and shall not be counted in the quorum.
40.		Article 24 Chairing of Meetings The board meeting shall be chaired by the Chairman of the board. The vice chairman of the board shall assist the Chairman of the board with his work. Where the chairman of the board fails to chair a meeting or is unable to chair a meeting, the meeting shall be chaired by the vice chairman of the board (if the Company has two or more vice chairmen of the board, the vice chairman of the board recommended by a majority of all the directors shall chair the meeting). Where the vice chairman of the board is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.
41.	Article 31 Considering the Resolutions The chairman of the meeting shall declare the commencement of the meeting as scheduled. Where one-fourth or more of the directors or two or more external directors are of the opinion that the materials of the meeting are insufficient or unclear, they may make a proposal jointly concerning the postponement of holding of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and chairman of the meeting shall adopt such a proposal.	Article 25 Considering the Resolutions The chairman of the board meeting shall declare the commencement of the meeting as scheduled. The directors attended shall reach an agreement on the agenda of the meeting thereafter. Where 1/4 or more of the directors or two or more independent directors are of the opinion that the meeting materials are incomplete, insufficiently reviewed, or not provided in a timely manner, they may jointly submit a proposal to the board of directors to postpone the board meeting or postpone consideration of the relevant matter, and chairman of the meeting shall adopt such a proposal.

No.	Original Articles	Amended Articles
	When an agreement is reached in respect of the agenda of the meeting by the directors present at the meeting, the chairman of the meeting shall direct the resolutions to be examined one by one. Persons who put forward the resolutions or their attorneys shall first report to the board of directors their work or make statements in respect of the resolutions. In considering the relevant proposals, resolutions and reports, in order to understand the main points and the background information of the motions in detail, the board of directors' meeting may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries of the relevant statements made at the meeting, so that proper decisions can be made at the meeting. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the board of directors shall require the departments which are responsible for handling the resolutions to give a statement at the meeting, and the resolutions can be returned to such departments for re-handling and their examination and approval shall be postponed. The independent directors shall give their independent opinions to the board of directors on the following matters: (i) the nomination, appointment and removal of the directors; (ii) the appointment and dismissal of the senior management; (iii) the determination of the remuneration of the directors and the senior management of the Company; (iv) the amount owed to the Company by the shareholders, the de facto controllers and the associated companies of the Company, which should be equivalent to the loans and funds transacted in a substantial connected transaction (determined by the rules promulgated by competent authorities from time to time); and whether the Company should take effective measures to recover such debts; (v) any matters which the independent shareholders consider to be detrimental to the interests of the small and medium shareholders; (vi) any other matters stipulated by laws, administrative regulations, rules of competent authorities or the Articles of Association and the Rules and Procedures for the Board of Directors' Meetings. An independent director shall give his opinion on the aforementioned matters in the following manner: (i) consent; (ii) opinion reserved and reasons; (iii) opposition and its reasons; (iv) no opinion can be expressed and the obstacles.	When an agreement is reached in respect of the agenda of the board meeting by the directors attended he meeting, the chairman of the meeting shall call for consideration and vote on each of the resolutions one by one. Persons who put forward the resolutions or their proxy shall first report to the board of directors or explain their resolutions. In considering the relevant proposals, resolutions and reports, in order to understand the main points and the background information of the resolutions in detail, the board meeting may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries, so that informed decision can be made at the meeting. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the board of directors shall require the departments which are responsible for handling the resolutions to explain at the meeting, and the resolutions can be returned to such departments for re-handling and its consideration and approval shall be postponed.

APPENDIX III	DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
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No.	Original Articles	Amended Articles
42.	Article 32 Voting on the Resolutions In considering the resolutions at the board of directors' meeting, all attending directors shall deliver their opinions in respect of approval or objection to such resolutions or abstention from voting. The directors who are acting as proxies of others shall exercise the rights of voting within the authorisation. Where a director is not present at a board of directors' meeting and fails to appoint a proxy to act on his behalf, such director shall be deemed to have waived his rights to vote at the meeting. In reaching resolutions by the board of directors, except the following matters the resolutions of which shall be passed by the consent of two-thirds or more of the directors, the other matters shall be passed by the consent of a majority of the directors provided that the external guarantees should also be approved by two thirds or more of the board of directors present: (i) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company's registered capital, the issue of the Company's debentures, shares of various classes, warrants and other similar securities, as well as for listing and repurchase of the Company's shares; (ii) to set forth plans for significant acquisition, share repurchase, or the merger, division, dissolution or change of corporate form of the Company; (iii) the formulation of proposals for any amendment to the Articles of Association and its appendices. The resolutions of the board of directors may be decided on a poll or show of hands. Each director shall have one vote. Where the votes for and against a resolution are equal, the chairman of the board is entitled to cast one more vote. If a director or his/her associate (as defined in the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited) have a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the Board meeting, and shall not be listed in the quorum of the meeting. Where directors have connected relations with the enterprises mentioned in the resolution proposed by the board of directors, the directors shall neither vote on this resolution nor act as agent for other directors to exercise voting rights. The board meeting may not be convened unless it has a majority of the non-connected present directors and the decisions made by the board of directors requires the approval of a majority of the directors without connected relations. Where the present non-connected directors are less than 3, the relevant resolutions shall be submitted directly to the shareholders' general meeting for consideration.	Article 26 Voting on the Resolutions In considering the resolutions at the board of directors' meeting, all attending directors shall deliver their opinions in respect of voting for or against or abstained. The directors who are acting as proxies of other director shall exercise the rights of voting within the authorisation. Where a director did not attend a board meeting and fails to appoint a proxy to attend and vote on his/her behalf, such director shall be deemed to have waived the rights to vote at the meeting. In reaching resolutions by the board of directors, except the following matters the resolutions of which shall be passed by two-thirds or more of the directors, other matters shall be passed by the majority of all the directors provided that the external guarantee and financial assistance should also be approved by two-thirds or more of the directors attending the meeting: (1) to formulate the credit and financial policies of the Company, proposals for the increase or reduction of the registered capital of the Company, and the issuance and listing of corporate bonds, any class of shares, warrants, convertible bonds or other similar securities; (2) to formulate proposals for material acquisitions, repurchase of the Company's shares, merger, division, dissolution, or change of the Company's corporate form, and to approve mergers where the consideration payable does not exceed 10% of the Company's net assets; (3) to formulate proposals for any amendment to the Articles of Association and its appendices; (4) other matters stipulated under the Relevant Regulatory Rules or the Articles of Association. The voting methods for board resolutions are: show of hands, oral voting, or written voting. For meetings held on-site, voting shall be conducted by show of hands, oral voting, or written voting. For meetings held by video-conference (or similar communication equipment), voting may be conducted by show of hands or oral voting, but the directors attending the meeting shall promptly complete the required written signing procedures. The oral vote of a Director shall have the same effect as a written vote, provided that the original written voting documents (if applicable), subsequent written signatures and opinions must be consistent with the opinion expressed by show of hands or oral vote at the meeting. In case of inconsistency, the opinion expressed at the meeting shall prevail. For meetings held by way of written resolutions, voting shall be conducted by written voting, and the directors who participated in voting shall complete the required written signing procedures within the period specified in the meeting notice. Each director shall have one vote.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF
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No.	Original Articles	Amended Articles
43.		Article 27 Where a director is connected with the enterprises or individual involved in a matter to be resolved at a Board meeting, such director shall promptly submit a written report to the board of directors. If an independent director finds that the matter under consideration may affect his or her independence, he or she shall make a declaration to the Company and abstain from voting. A director with a connected relationship shall neither vote on the relevant resolution nor act as proxy for other director to vote. The voting of such director shall not be counted in the total number of vote with voting right. The Board meeting can be convened if a majority of the non-connected directors attended the meeting and the resolution of the board of directors shall be approved by a majority of the non-connected directors. Where the non-connected directors who attended the board meeting are less than 3, the relevant motions shall be submitted directly to the general meeting for consideration.
44.	Article 33 Liability of Directors in respect of Resolutions of the Board Meetings The directors shall be responsible for the resolutions passed at the Board meetings. Any director who participating in voting on a resolution which contravenes the laws, administrative regulations, the Articles of Association or its appendices or shareholders' resolutions, thus causing serious damages to the Company shall be directly liable (including the compensation of damages) for all the loss incurred by the Company as a result. A director who votes against the resolution, and who has been proved as having expressed dissenting opinions on the resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.	Article 28 Liability of Directors in respect of Resolutions of the Board Meetings The directors shall be responsible for the resolutions passed at the Board meetings. Where a resolution of the board of directors violates laws, administrative regulations, the Articles of Association, or resolutions of the general meeting, resulting in serious losses to the Company, the directors participating in voting for the resolution shall be liable to compensate the Company. A director who votes against the resolution, and who has been proved as having expressed dissenting opinions on the resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.
45.	Article 34 Resolutions of the Meeting In principle, the Board meeting shall resolve on all the matters examined at the meeting. A resolution on the Company's connected transaction shall not be valid until it is consented by all directors. The independent directors' opinions shall be set out in the resolutions of the Board meetings.	Article 29 Resolutions of the Meeting In principle, the Board meeting shall resolve on all the matters reviewed at the meeting. Where matters to be reviewed by the board of directors are required to undergo prior consideration by a special committee of the board of directors, the consideration of the special committee on such matters shall be stated in the resolution of the board of directors. If the board of directors does not adopt, or does not fully adopt, the recommendations of the special committee, the resolution of the board of directors shall set out the opinions of the special committee and the specific reasons for not adopting them, and such information shall be disclosed. Where an independent director casts a vote of dissent or abstention on a board resolution, he or she shall provide specific reasons and grounds, including the legality and compliance of the matter under consideration, potential risks, and its impact on the Company and the interests of minority shareholders. When disclosing resolutions of the board of directors, the Company shall disclose the dissenting opinions of independent directors at the same time, and such opinions shall be recorded in the resolutions of the board of directors and the minutes of the meeting.

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No.	Original Articles	Amended Articles
46.	Article 35 Minutes of the Meetings Minutes of the Board meeting are proof of the resolutions on the matters examined at the meeting. Detailed minutes in respect of the matters examined at the meeting shall be recorded. The minutes of the Board meeting shall state the following: (1) the date, place, names of the convenors and chairman of the meeting; (2) the names of the attending directors and the names of directors (proxies) attending the Board meeting by proxy; (3) the agenda of the meeting; (4) the essential points of the directors' presentations (for the written resolution meeting, the version containing the directors' feedbacks in writing shall prevail); (5) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or votes that were waived); (6) the directors' signature. The Secretary to the Board shall diligently organize the recording and compilation of matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review as soon as possible. Those directors who wish to make supplementary revision on the minutes shall report their opinions on the revision to the Chairman of the Board in written form within one week after the receipts of the minutes of the board meeting. After the minutes of Board meeting are finally determined, the attending directors, the Secretary to the Board and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the Board meeting, being an important document, shall be kept at the business address of the Company for at least 10 years.	Article 30 Minutes of the Meetings The board of directors shall prepare minutes of its meetings in accordance with regulations. The minutes shall be true, accurate, and complete, fully reflecting the opinions expressed by attendees on the matters considered. The minutes of the board meeting shall state the following: (1) the date, place and names of the convenors of the meeting; (2) the names of the attending directors and the names of directors (proxies) attending the Board meeting by proxy; (3) the agenda of the meeting; (4) the essential points of the directors' presentations (for the written resolution meeting, the version containing the directors' feedbacks in writing shall prevail), and independent directors' opinions (if any); (5) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or votes that were waived). The Secretary to the Board shall diligently organize the recording and compilation of matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review as soon as possible. Those directors who wish to make supplementary revision on the minutes shall report their opinions on the revision to the convener of the board of directors in written form within one week after the receipts of the minutes of the board meeting. After the minutes of board meeting are finally determined, the attending directors, the Secretary to the Board and the minute-taking officer shall sign the minutes of the Board meeting. The minutes of the Board meeting shall be preserved as company archives at the Company's domicile for a period of no less than 10 years.
47.	/	Article 31 The expenses incurred by directors in attending Board meetings shall be borne by the Company. Such expenses include travel expenses from the place of residence of the directors to the place of the meeting, as well as accommodation and meal expenses during the meeting. Miscellaneous expenses such as venue rental fees and local transportation expenses shall also be borne by the Company.

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No.	Original Articles	Amended Articles
48.	CHAPTER 7 DISCLOSURE OF INFORMATION RELATING TO THE BOARD MEETING	CHAPTER 5 DISCLOSURE OF INFORMATION RELATING TO THE BOARD MEETING
49.	Article 36 The board of directors of the Company shall strictly comply with the requirements of the regulatory authorities and the stock exchanges on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that matters examined or resolutions passed at the Board meeting which are discloseable are disclosed accurately and in a timely manner. Information relating to significant matters of the Company (as determined in accordance with the effective trading rules promulgated from time to time by the securities regulatory authorities at the place where the Company's shares are listed) must be reported to the stock exchanges at the earliest opportunity, and shall be submitted to relevant regulatory authorities for filing.	Article 32 The board of directors of the Company shall strictly comply with the requirements of the securities regulatory authorities of the place where the Company's shares are listed in relation to the disclosure of information, and shall make comprehensive, timely and accurate disclosure of the matters or resolutions discussed at the Board meetings that are required to be disclosed. Information relating to significant matters (as determined in accordance with the effective regulatory rules promulgated from time to time by the securities regulatory authorities at the place where the Company's shares are listed) shall be promptly disclosed in accordance with the relevant information disclosure obligations.
50.	Article 37 Where a matter which requires the independent opinions of the independent directors is discloseable, the Company shall disclose such opinions in the relevant announcement. If the independent directors are of divergent views and cannot reach any consensus, the board of directors shall disclose the respective opinions of each of the independent directors.	Article 33 Where the performance of duties by independent directors involves information that is required to be disclosed, the Company shall make timely disclosure. If the Company fails to make such disclosure, the independent directors can apply for disclosure directly or report the matter to the China Securities Regulatory Commission (CSRC) and the stock exchange where the Company is listed in the PRC.
51.	CHAPTER 8 IMPLEMENTATION OF THE RESOLUTIONS OF THE BOARD MEETING AND FEEDBACKS	CHAPTER 6 IMPLEMENTATION OF THE RESOLUTIONS OF THE BOARD MEETING AND FEEDBACKS
52.	Article 39 The following matters shall not be implemented until they are examined and preliminarily approved by the Board meeting and the shareholders' general meeting: (1) the formulation of the Company's annual preliminary and final financial budgets; (2) the formulation of Company's profit distribution proposals and loss recovery proposals; (3) the increase or reduction of the registered capital of the Company and the issue of debentures or other securities, as well as the listing or repurchase of the shares of the Company; (4) the formulation of plans for merger, division, change of corporate form or dissolution of the Company; (5) the formulation of proposals for any amendment to the Articles of Associations and its appendices; (6) resolutions to be submitted to the shareholders in general meeting for the appointment or replacement of the accounting firm auditing the accounts of the Company; and (7) any matters required by laws, administrative rules, regulations of the competent authorities, the Articles of Association and these Rules.	Article 34 For matters that are subject to approval at the general meeting, after being considered and approved at a Board meeting, they shall be submitted to the general meeting for approval before implementation.

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PROCEDURE FOR THE BOARD**

No.	Original Articles	Amended Articles
53.	CHAPTER 9 SUPPLEMENTAL ARTICLES	CHAPTER 7 SUPPLEMENTAL ARTICLES
54.	/	Article 35 Unless otherwise specified, the terms used in these Rules of Procedures shall have the same meanings as those given to them in the Articles of Association of the Company.
55.	Article 44 If these Rules are in conflict with relevant laws, regulations and other regulatory documents, regulatory rules in the places where the Company's shares are listed as promulgated from time to time or the Articles and Association or the resolution of the shareholders' general meeting, these laws, regulations and other regulatory documents or regulatory rules in the places where the Company's shares are listed and the Articles and Association or the resolutions of the shareholders' general meeting shall prevail.	Article 41 Matters not covered under these Rules of Procedures, or in the event of any conflict between these Rules of Procedures and the Relevant Regulatory Rules promulgated from time to time, the Articles of Association, or resolution of the general meeting, the Relevant Regulatory Rules, the Articles of Association, or the resolutions of the general meeting shall prevail.

Notes:

1. In addition to the articles listed in the above table, some articles have only been revised in wording, such as changing "shareholders' general meeting" to "general meeting" and collectively referring to laws and regulations as "relevant regulatory rules", with no substantive amendments involved.
2. If the sequence numbers of chapters or articles change due to the addition, deletion or rearrangement of certain chapters or articles, the sequence numbers of the relevant chapters and articles in the revised Articles of Association, Rules of Procedure for General Meetings and Rules of Procedure for the Board shall be adjusted accordingly. Where articles cross-refer to each other, the sequence numbers of the articles shall be changed accordingly.

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Sinopec Oilfield Service Corporation

(a joint stock limited company established in the People's Republic of China)
(Stock code: 1033)

Notice of the First Extraordinary General Meeting for 2025

Notice Is Hereby Given that the First Extraordinary General Meeting for 2025 (the “**EGM**”) of Sinopec Oilfield Service Corporation (the “**Company**”) will be held at Conference Room 7, 3rd Floor, Beijing Kuntai Royal Hotel, Chaowai Avenue No. B12, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) on Thursday, 18 December 2025 at 9:30 a.m. in the form of on-site meeting. The EGM will be convened by the board of the directors of the Company (the “**Board**”). The following resolutions will be considered and approved at the EGM:

By way of special resolution:

1. To consider and approve the resolution relating to the amendments to the Articles of Association and its appendices and the abolition of the Supervisory Committee.

By way of ordinary resolutions:

2. To consider and approve the resolution relating to using reserves to offset losses by the Company.
3. To consider and approve the resolution relating to the election of Mr. Wang Minsheng as the Non-executive Director of the eleventh session of the Board of the Company.

Details of the abovementioned resolutions are included in the circular despatched by the Company to H Shareholders. Unless otherwise stated, terms defined in the circular shall have the same meanings as in this notice.

By order of the Board
Shen Zehong
Company Secretary

Beijing, 31 October 2025

Notes:

I. ATTENDEE OF EGM

1. Eligibility for attending the EGM

Holders of A shares of the Company whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited, Shanghai Branch and holders of H shares of the Company whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 9 December 2025 (Hong Kong time) are eligible to attend the EGM. The H share register of members of the Company will be closed from Wednesday, 19 November 2025 to Thursday, 18 December 2025 (both days inclusive), during which period no transfer of H shares will be effected. Holders of H shares who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 18 November 2025 (Hong Kong time).

2. Proxy

- (1) A shareholder of the Company (“Shareholder(s)”) eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a Shareholder.
- (2) A proxy should be appointed by a written instrument signed by the Shareholder or its attorney duly authorised in writing. If the form of proxy is signed by the attorney duly authorised by the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered to the business address of the Company or the Share Registrar of H shares of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the designated time for holding the EGM (no later than Hong Kong time 9:30 a.m. on 17 December 2025) or any adjournment. Business address of the Company is No. 9 Jishikou Road, Chaoyang District, Beijing, the PRC, the address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment if he or she so desires and in such event, the form of proxy shall be deemed to be revoked.
- (4) Shareholders or their proxies may exercise the right to vote by poll.

3. The directors, supervisors and senior management of the Company.

4. Legal advisors of the Company

II. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

1. A Shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the EGM.
2. Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Thursday, 27 November 2025.
3. Shareholders may send the reply slip to the Company in person, by post or by fax.

III. MISCELLANEOUS

1. The Board considers that the EGM is an important opportunity for Shareholders to participate and express their views by raising questions and voting. As such, the Board wishes to emphasize that the Shareholders can raise questions during the EGM. The questions raised by Shareholders at the EGM and those submitted beforehand will be addressed by the Company as far as possible.
2. The EGM will not last for more than one working day. Shareholder and proxies attending the EGM shall be responsible for their own traveling, food and accommodation expenses.
3. The address of the Share Registrar for A shares of the Company, China Securities Registration and Clearing Company Limited, Shanghai Branch Company is at No. 188 Yanggao South Road, China (Shanghai) Pilot Free Trade Zone.
4. The address of the Share Registrar of H shares of the Company, Computershare Hong Kong Investor Services Limited is at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
5. Business Address of the Company:
No. 9 Jishikou Road, Chaoyang District, Beijing, the PRC
Postal Code: 100728
Telephone: 86-10-59965998
Facsimile: 86-10-59965997

As at the date of this notice, the Board of Directors comprises Mr. Wu Baizhi[#], Mr. Zhang Jiankuo[#], Ms. Zhang Lili⁺, Mr. Du Kun⁺, Mr. Zheng Weijun^{}, Mr. Wang Pengcheng^{*} and Ms. Liu Jiangning^{*}.*

- [#] Executive Director
⁺ Non-Executive Director
^{*} Independent Non-Executive Director