THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES
AND
(3) NOTICE OF THE 2025 FIRST EGM

CONTENTS

Pages

DEFINITIONS

LETTER FROM THE BOARD

APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

APPENDIX II – RULES OF PROCEDURE FOR GENERAL MEETINGS

APPENDIX III – RULES OF PROCEDURE FOR BOARD MEETINGS

APPENDIX IV – WORKING RULES FOR INDEPENDENT DIRECTORS

APPENDIX V – IMPLEMENTATION RULES OF CUMULATIVE VOTING SYSTEM

APPENDIX VI – EXTERNAL INVESTMENT MANAGEMENT SYSTEM

APPENDIX VII – RELATED PARTY TRANSACTIONS MANAGEMENT SYSTEM

APPENDIX VIII – EXTERNAL GUARANTEE MANAGEMENT SYSTEM

APPENDIX IX – PROCEEDS MANAGEMENT SYSTEM

NOTICE OF THE 2025 FIRST EGM

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

福萊特玻璃集團股份有限公司

	上海證券交易所

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

References to the singular number include references to the plural and vice versa and references to one gender include every gender.

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

Executive Directors:

(Chairman)

Registered office, headquarters and principal place of business in the PRC:

Principal place of business in Hong Kong:

Independent non-executive Directors:

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES
AND
(3) NOTICE OF THE 2025 FIRST EGM

I. INTRODUCTION

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

III. PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES

VII. RECOMMENDATION

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Before amendment	After amendment
Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), Rules Governing the Listing of Securities on The Sto(i The Sh( ),(ure(o( ) H after referred	

Before amendment	After amendment
Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents. The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass & Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.	Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents. The Company is a joint stock limited fd t37nhec76rsA4n. T

Before amendment	After amendment

Before amendment	After amendment
Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who purchases or intends to purchase its own shares.	Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, **or borrow**, provide any financial assistance **for others to acquire shares in the Company, except where the Company implements its Employee Stock Ownership Plans**. **For the benefit of the Company, and subject to resolutions made by the board of directors, the Company may provide financial assistance for others to acquire shares in the Company, provided that the accumulated total amount of financial assistance may not exceed 10% of the total share capital issued. Any resolutions made by the board of directors shall be subject to affirmative votes of two thirds or more of all directors. If there are any special requirements by the rules of the stock exchange(s) on which the shares of the Company are listed, such requirements shall prevail.**

Before amendment	After amendment
Section 2 Reduction and Repurchase of Shares	Section 2 **Increase, Reduction** and Repurchase of Shares
Article 22 Pursuant to the needs of operation and development and in accordance with the laws, regulations, after respective resolutions are passed at a general meeting, the Company may increase its capital by: (I) Public offering of shares; (II) Non-public offering of shares; (III) Offer of new shares to existing shareholders; (IV) Conversion of capital reserve into share capital; (V) Other means stipulated by laws and administrative regulations and approved by the CSRC. The Company is prohibited from issuing preference shares which are convertible into ordinary shares. When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.	Article 22 Pursuant to the needs of operation and development and in accordance with the laws, regulations, after respective resolutions are passed at **a general meeting**, the Company may increase its capital by: (I) Offering of shares **to unspecific subjects**; (II) tod3 of shares **to unspecifisubjects**

Before amendment	After amendment
Article 24 The Company shall not purchase its own shares, except in one of the following situations: (I) Reduction in the registered capital of the Company; (II) When merging with other companies holding shares of the Company; (III) When utilizing shares in Employee Share Ownership Plan or as share awards; (IV) When shareholders objecting to resolutions of the general meeting concerning merger or division of the Company require the Company to buy their shares; (V) When utilizing shares to convert into convertible bonds issued by the Company; (VI) When necessitated by the Company to protect its value and its shareholders' interest.	Article 24 The Company shall not purchase its own shares, except in one of the following situations: (I) Reduction in the registered capital of the Company; (II) When merging with other companies holding shares of the Company; (III) When utilizing shares in Employee Share Ownership Plan or as share awards; (IV) When shareholders objecting to resolutions of the **general meeting** concerning merger or division of the Company require the Company to buy their shares; (V) When utilizing shares to convert into convertible bonds issued by the Company; (VI) When necessitated by the Company to protect its value and its shareholders' interest.
Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and CSRC: Where the Company purchase its shares under the circumstances as mentioned in (III), (V) & (VI) of the first paragraph of Article 24 of the Articles of Association, the repurchase shall be carried out by public concentrated transaction.	Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations, **CSRC and a securities regulatory institution in respect of which the shares of the Company are listed**: Where the Company purchase its shares under the circumstances as mentioned in (III), (V) & (VI) of the first paragraph of Article 24 of the Articles of Association, the repurchase shall be carried out by public concentrated transaction.

Before amendment	After amendment
Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting. ……	Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a **general meeting**. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting. ……
Article 28 The Company does not accept shares of the Company as the subject of any pledge.	Article 28 The Company does not accept **shares** of the Company as the subject of any **pledge**.
Article 29 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange. The directors, supervisors and senior management shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares.	Article 29 No shares held by the promoters can be transferred within 1 year a[illegible]

Before amendment	After amendment
Article 30 When shareholders holding more than 5% of the shares, directors, supervisors and senior management officers of the Company sell their shares of the Company or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under underwriting, and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares, then such regulations should be complied with. The shares or other equity securities held by the directors, supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others. ……	Article 30 When shareholders holding more than 5% of the shares, **directors and senior management** of the Company sell their shares of the Company or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under **underwriting**, and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of **rules of the stock exchange** at the location where the Company's shares are listed with respect to the res st of I sharl e seares stherw uirt ecurities xrw wby sAosuec, 0w sicurities isteas Vf isterw eares ldi0 sha shares lding l s0 s
	sha shares lding l s0 s
ss	

Before amendment	After amendment
Article 32 If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the board of directors or the convener of any such general meeting shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights.	Article 32 If the Company convenes **a general meeting**, distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the board of directors or the convener of any such **general meeting** shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights.
Article 33 The shareholders of the Company shall be entitled to the following rights: (I) To receive dividends and other profit distributions in proportion to the shares they hold; (II) To request, call, convene and attend general meetings either in person or by proxy in accordance with laws and speak at the general meeting and exercise the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter); (III) To supervise, give suggestions on or make inquiries about the operation of the Company;	Article 33 The shareholders of the Company shall be entitled to the following rights: (I) To receive dividends and other profit distributions in proportion to the shares they hold; (II) To request **hold**, call, convene and attend **general meetings** either in person or by proxy in accordance with laws **and exercise** the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter); (III) To supervise, give suggestions on or make inquiries about the operation of the Company;

Before amendment	After amendment
(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association; (V) Access to the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial and accounting reports; (VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding; (VII) For shareholders objecting to resolutions of the general meeting concerning merger or division of the Company, to require the Company to buy their shares; (VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.	(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association; (V) To access to and **copy** the Articles of Association, register of shareholders, minutes of **general meetings, resolutions of the board of directors, and financial and accounting reports, and shareholders who satisfy the requirements may inspect the accounting books and accounting vouchers of the Company**; (VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding; (VII) For shareholders objecting to resolutions of the **general meeting** concerning merger or division of the Company, to require the Company to buy their shares; (VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.
Article 34 In the event that a shareholder wants to access the relevant information as described in the preceding Article of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder. All shareholders shall fulfill their confidentiality obligation to the Company's trade secret while exercising the above mentioned right to know and reasonably use such information. The shareholders shall bear the liability for compensation in case of any damage caused to the Company.	Article 34 In the event that a shareholder wants to access **and copy** the relevant information as described in the preceding Article of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.

Before amendment	After amendment
Article 35 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid. In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.	Article 35 In the event that the particulars of a resolution passed at **a general meeting** or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid. In the event that the procedures for convening **a general meeting** or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution, **unless there are only minor defects in the convening procedures or voting methods of the general meeting and the board meetings, which has no substantive impact on the resolutions**. **Where the Board, shareholders and other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the general meeting. The Company, the directors and senior management shall effectively perform their duties to ensure the normal operation of the Company.** **If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.**

Before amendment	After amendment
Adding Article 36	**Article 36 Resolutions of a general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:** **(I) the resolution was not made by a general meeting or a board meeting;** **(II) the resolution was not voted on at a general meeting or a board meeting;** **(III) 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 and the Articles of Association;** **(IV) 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 and the Articles of Association.**
Article 36 In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than 1% of voting shares of the Company for 180 consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that [illegible]	

Before amendment	After amendment
In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within 30 days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.	In the event that **the audit committee** or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within 30 days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with i[illegible]p4

Before amendment	After amendment
Article 38 The shareholders of the Company shall have the following obligations: (I) To observe laws, administrative regulations and the Articles of Association; (II) To pay subscription funds as per the shares subscribed and the method of subscription; (III) Shall not withdraw as shareholder except as prescribed by the laws and administrative regulations; (IV) Shall not abuse his rights as a shareholder to damage the interests of the Company or other shareholders, nor abuse the legal person status of the Company and the limited liability of the shareholders to damage the interests of creditors; (V) To fulfill other obligations stipulated by the laws, administrative regulations and the Articles of Association. A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company.	**Article 39** The shareholders of the Company shall have the following obligations: (I) To observe laws, administrative regulations and the Articles of Association; (II) To pay **the capital contribution** as per the shares subscribed and the method of subscription; (III) Shall not **withdraw the share capital** except as prescribed by the laws and administrative

Before amendment	After amendment
Adding Article 40	**Article 40 A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company.**
Adding Section 2	**Section 2 The Controlling Shareholders and De Facto Controllers**
Adding Article 42	

Before amendment	After amendment
	Where a controlling shareholder or de facto 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.
Article 40 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. If such provision is violated resulting in damage to the Company, he should be responsible for compensation. The controlling shareholders and actual controllers have fiduciary duty towards the Company and shareholders holding public community shares of the Company. The controlling shareholders should strictly exercise their rights as capital contributors. The controlling shareholders shall not make use of methods such as distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee for damaging the legal interests of the Company and shareholders of public community shares. They shall not make use of their controlling position to damage the legal interests of the Company and shareholders of public community shares.	**Article 44 Where** the controlling shareholder or de facto controller **pledges the shares it holds or effectively controls in the Company, it shall maintain the stability of the Company's control and its production and operations**.
Adding Article 45	**Article 45 When transferring its shares in the Company, the controlling shareholder or de facto controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, and its undertakings made in respect of restrictions on share transfer.**

Before amendment	After amendment
Section 2 General Provisions for General Meetings	Section **3** General Provisions for **General Meetings**
Article 41 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to law: (I) To decide on the business operation guideline and investment plan for the Company; (II) To elect and replace directors and supervisors who are not employee representative and to decide on matters relating to remuneration of the directors and supervisors; (III) To examine and approve reports of the board of directors; (IV) To examine and approve reports of the board of supervisors; (V) To examine and approve the annual financial budgets and final accounting plans of the Company; (VI) To examine and approve the Company's profit distribution plan and loss recovery plan; (VII) To resolve on the increase or reduction of the registered capital of the Company; (VIII) To resolve on the issuance of corporate bonds; (IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;	**Article 46 The general meeting of the Company comprises all shareholders. The general meeting** shall be the organ of authority of the Company and shall exercise the following functions and powers according to law: **(I)** To elect and replace directors who are not employee representative and to decide on

703032 ~ 0 10(306.21 Tw 255.178 [m003 •1)T01 0 0 10(328.284 5.178 [m0030)-9472(703032)-99(36)-23 31 05 Ò

Before amendment	After amendment
Article 42 The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting. (I) Any guarantee provided after the external guarantees by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets; …… (VII) Other guarantees which shall be passed at the general meeting as prescribed by the relevant laws and regulations, the regulatory rules of local stock exchange where the Company's shares are listed and the Articles of Association of the Company. The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (III) of the preceding paragraph at the general meeting, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting. All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.	**Article 47** The following external guarantees by the Company shall be considered and approved by **the general meeting**. (I) Any guarantee provided after the total external guarantees **amount provided** by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets; …… (VII) Other guarantees which shall be passed at **the general meeting** as prescribed by **the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the Company are listed** or the Articles of Association of the Company. The above external guarantees subject to the approval of **the general meeting** of the Company shall be considered and approved by the board of directors before they are submitted to **the general meeting** for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (III) of the preceding paragraph at **the general meeting**, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting. All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.

Before amendment	After amendment
Article 43 General meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within 6 months after the end of the preceding fiscal year.	**Article 48 General meetings** are divided into annual **general meetings** and extraordinary **general meetings**. Annual **general meetings** shall be convened once a year within 6 months after **the end of** the preceding fiscal year.
Article 44 In any of the following circumstances, the Company would convene an extraordinary general meeting within 2 months upon occurrence of such circumstance if: (I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association; (II) When the accrued losses of the Company amount to one-third of its total share capital; (III) When shareholder(s) individually or jointly holding more than 10% of the Company's issued shares request(s); (IV) When the board of directors deems it necessary; (V) The board of supervisors proposes to convene an extraordinary general meeting; (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.	**Article 49** In any of the following circumstances, the Company would convene an extraordinary **general meeting** within 2 months upon occurrence of such circumstance if: (I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association; (II) When the accrued losses of the Company amount to one-third of its total **share capital**; (III) When shareholder(s) individually or jointly holding more than 10% of the Company's issued shares request(s); (IV) When the board of directors deems it necessary; (V) **The audit committee** proposes to convene an extraordinary general meeting; (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, **rules of the stock exchange(s) on which the shares of the Company are listed** or the Articles of Association.

Before amendment	After amendment
Article 45 The venue of the general meeting shall be the domestic of the Company or the venue explicitly notified in the notice of the general meeting. A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in a general meeting in the aforesaid means shall be deemed as being present. After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the physical meeting date.	**Article 50** The venue of **the general meeting** shall be the domestic of the Company or the venue explicitly notified in the notice of **the general meeting**. **A general meeting** shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in **a general meeting** in the aforesaid means shall be deemed as being present. After issuing the notice of **a general meeting**, the venue of the physical **general meeting** shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the physical meeting date.
Article 46 During the general meeting, the Company will retain an attorney to issue legal opinion on the following matters and publish the same: (1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and the Articles of Association; (2) Whether the qualifications of the attendants and the convener are lawful and valid; (3) Whether the voting procedure and results are lawful and valid; (4) Other relevant issues as required by the Company.	**Article 51** During **the general meeting**, the Company will retain an attorney to issue legal opinion on the following matters and publish the same: (1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and **provisions of** the Articles of Association; (2) Whether the qualifications of the attendants and the convener are lawful and valid; (3) Whether the voting procedure and results are lawful and valid; (4) Other relevant issues as required by the Company.

Before amendment	After amendment
Section 3 Convening of General Meeting	Section **4** Convening of **General Meeting**
Article 47 An independent director has the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary general meeting. If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary general meeting, it shall explain the reasons and make a public announcement.	**Article 52 The board of directors shall convene the general meeting on time within the prescribed period.** **As approved by more than half of all independent directors,** an independent director has the right to propose to the board of directors to convene an extraordinary **general meeting**. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary **general meeting**. If the board of directors agrees to convene an extraordinary **general meeting**, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary **general meeting**, it shall explain the reasons and make a public announcement.
Article 48 The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary general meeting. If the board of directors agrees to convene an extraordinary general meeting, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of the board of supervisors for the change(s) to the original proposal(s).	**Article 53 The audit committee** has the right to propose to the board of directors to convene an extraordinary **general meeting** in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary **general meeting**. If the board of directors agrees to convene an extraordinary **general meeting**, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of **the audit committee** for the change(s) to the original proposal(s).

Before amendment	After amendment
If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general meeting.	If the board of directors disagrees to convene an extraordinary **general meeting** or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary **general meeting**, and **the audit committee** shall then convene and preside over such general meeting.
Article 49 The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary general meeting which shall be in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association. submit a written reply on the consent or disagreement to convene an extraordinary within 10 days after receipt of the request. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.	**Article 54** The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary **general meeting** which shall be in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, submit a written reply on the consent or disagreement to convene an extraordinary general meeting within 10 days after receipt of the request. If the board of directors agrees to convene the extraordinary **general meeting**, it shall issue a notice of **general meeting** within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of directors does not agree to convene the extraordinary **general meeting**, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to **the audit committee** to hold an extraordinary **general meeting**, and should be presented to **the audit committee** in writing.

Before amendment	After amendment
If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.	If **the audit committee** agrees to convene the extraordinary **general meeting**, it shall issue a notice of **general meeting** within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If **the audit committee** does not issue the notice of **general meeting** within the prescribed period, this is treated as **the audit committee** not convening and not holding **the general meeting**. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.
Article 50 When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange. Before publicly announcing the resolutions of the shareholders' meeting, the convening shareholders should not hold less than 10% of the shares. When the board of supervisors or the convening shareholder issues the notice for shareholders' meeting and publicly announce the resolutions of the shareholders' meeting, they should submit the relevant proof to the stock exchange.	**Article 55** When

Before amendment	After amendment
Section 4 Proposals and Notices of General Meeting	Section **5** Proposals and Notices of **General Meeting**
Article 53 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.	**Article 58** The contents of the proposals to be raised shall be within the scope of duties of **the general meetings**. It shall have a clear topic and specific matters to be resolved on, and shall be s( )6 complianw

Before amendment	After amendment
Article 55 A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.	**Article 60** A written notice convening **the general meeting** shall be given by the convener not less than 21 days before the date of the annual **general meeting** to notify all shareholders of the meeting; whereas a written notice of the extraordinary **general meeting** shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting. The calculation of the abovementioned period shall not include **the date of the meeting is convened**. If there are any special requirements **by the rules of the stock exchange(s)** on which the shares of the Company are listed, such requirements shall prevail.

Before amendment	After amendment
Article 56 Notice of the shareholders' meeting includes the following:	**Article 61** Notice of **the general meeting** includes the following:
(I) The time, venue and duration of the meeting;	(I) The time, venue and duration of the meeting;
(II) Matters and proposals that shall be submitted to the meeting for consideration;	(II) Matters and proposals that shall be submitted to the meeting for consideration;
(III) Contains a clear statement that all ordinary shareholders (including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;	(III) Contains a clear statement that all ordinary shareholders (including preferred stock shareholders with voting rights restored)) entitled to attend such **general meeting** and may appoint proxies in writing to attend and vote at such general meeting on his behalf and that such proxy need not be a shareholder of the Company;
(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;	(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the **general meeting**;
(V) The names and telephone numbers of the standing contact persons for the meeting;	(V) The names and telephone numbers of the standing contact persons for the meeting;
(VI) The time and procedure for voting online or through other means.	(VI) The time and procedure for voting online or through other means.

Before amendment	After amendment
Article 57 In the event that the election of directors and supervisors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars: (I) their educational backgrounds, work experiences, part-time jobs and other personal details; (II) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers; (III) the number of shares of the Company they hold; (IV) whether or not they have been penalized by CS5tiOI) lsš(Be c0 k6 s di2i b:k6d, 59 k6(g)3s9shal[YYYYYes4)0(IY)8h,33b5u8um9notE(6669$9(h)9269h)	

Before amendment	**After amendment**
Section 5 Convening of General Meeting	Section **6** Convening of **General Meeting**
Article 59 The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.	**Article 64** The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of **a general meeting**. They shall take measures to prevent any interference with **the general meeting**, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.
Article 60 All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association. A shareholder may attend the general meeting in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.	**Article 65** All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at **the general meeting** in accordance with relevant laws, regulations and the Articles of Association. A shareholder may attend **the general meeting** in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.

Before amendment	After amendment
Article 61 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder. For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.	**Article 66** In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other **valid documents or proof capable of** identifying himself/herself. In the event that a proxy attends the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder. For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that **a proxy** attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Before amendment	After amendment
Article 62 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars: (I) the name of the proxy; (II) whether the proxy has the right to vote; (III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting; (IV) the signing date and validity of the power of attorney; (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.	**Article 67** The power of attorney issued by a shareholder to appoint another person to attend **a general meeting** shall contain the following particulars: (I) **name or title of the appointer, class and number of shares held in the Company;** (II) **name or title of the proxy;** (III) **specific instructions from shareholders, including instructions to cast affirmative, negative or abstention votes on each review issue listed in the agenda of the general meeting;** (IV) the signing date and validity of the power of attorney; (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.
Article 63 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.	**Article 68** Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit. **If no instruction is given, the proxy is deemed to vote as he/she thinks fit.**

Before amendment	After amendment
Article 64 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.	**Article 69** In the event that the power of attorney is signed by other persons authorized by the principal,
In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.	
If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.	

Before amendment	After amendment
Article 65　A registration record for attendants	

Before amendment	After amendment
Article 68 The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting. A general meeting convened by the board of supervisors on its own shall be chaired by the chairman of the board of supervisors. In the event that the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors of the Company shall chair the meeting. A general meeting convened by shareholders on their own shall be chaired by a representative elected by the convener. During a general meeting, in the event that the chairman of the meeting violates the procedural rules so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.	**Article 73** The chairman of the board of directors shall preside over **the general meeting**. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, **more than half of** the directors may elect a director to convene and act as the chairman of the meeting. **A general meeting** convened by **the audit committee** on its own shall be chaired **by the convener of the audit committee**. In the event that

Before amendment	After amendment
Article 69 The Company shall formulate the rules of procedures for general meeting and specify in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by the general meeting. The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general meeting.	**Article 74** The Company shall formulate the rules of procedures for **general meeting** and specify in details the procedure for **convening**, **holding** and voting at **the general meeting**, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by **the general meeting**. The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by **the general meeting**.
Article 70 In the annual general meeting, the board of directors and the board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.	**Article 75** In the annual general meeting, **the board of directors** shall report their work during the past year to **the general meeting**. Each independent director shall also present a work report.
Article 71 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.	**Article 76 Directors and senior management** shall explain and answer the enquiries and suggestions from shareholders at **the general meeting**.
Article 73 Minutes of the general meeting of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein: (I) the time, the venue, the agenda and the name or the designation of the convener of the meeting; (II) the names of the chairman of the general meeting of shareholders, and names of the directors, the supervisors, president and other senior management officers who are present at or attend the meeting; ……	**Article 78** Minutes of **the general meeting** of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein: (I) the time, the venue, the agenda and the name or the designation of the convener of the meeting; (II) the names of the chairman of the general meeting of shareholders, and names of the **directors and senior management** who isors rhe me7ting; ……

Before amendment	After amendment
Article 74 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.	**Article 79** The convener shall ensure that the contents of the minutes are true, accurate and complete. The **directors, the secretary to the board of directors**, the convener or his/her representative and the chairperson who are present at **or attend** the meeting shall sign on the minutes. The minutes shall be kept, together with other valid information

Before amendment	After amendment
Article 78 The following matters shall be approved by special resolutions at a general meeting:	**Article 83** The following matters shall be approved by special resolutions at **a general meeting**:
(I) Increase or reduction in registered capital of the Company;	(I) Increase or reduction in registered capital of the Company;
(II) Division, spin-off, merger, dissolution and liquidation of the Company;	(II) Division, spin-off, merger, dissolution and liquidation of the Company;
(III) Revision of the Articles of Association;	(III) Revision of the Articles of Association;
(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;	(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;
(V) The equity incentive plans;	(V) The equity incentive plans;
(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.	(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, **the rules of the stock exchange(s) on which the Company's shares are listed** or the Articles of Association as well as any other matters considered by an ordinary resolution at **a general meeting** that it may have material impact on the Company and accordingly shall be approved by a special resolution.

Before amendment	After amendment
Article 79 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote. When material issues affecting the interests of small and medium-sized investors are being considered at the shareholders' meeting, the votes on small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail. The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting. Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.	**Article 84** Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote. When material issues affecting the interests of small and medium-sized investors are being considered at **the f8(xxaror4A ak1mkg7Ac jnA6m7**

Before amendment	After amendment
The board of directors of the Company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information such as specific voting preference shall be disclosed to the persons whose voting rights are being collected. No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights. Pursuant to the regulatory rules of the place where the r[illegible]	

Before amendment	After amendment
Article 80 When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders. For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first. After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.	**Article 85** When **the general meeting** considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of **the general meeting** shall be made to fully disclose the way of voting of unrelated shareholders. For approval of related party transactions at the Company' **general meeting**, the related shareholders shall, prior to the approval at **the general meeting**, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to **the general meeting** prior to approval of the relevant case at **the general meeting**. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at **the general meeting**, examination

Before amendment	After amendment
Article 81 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.	**Article 86** The Company shall not enter into

Before amendment	After amendment
(IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s); (V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail. The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the regulatory rules at the place where the shares of the Company are listed. When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.	**(IV)** When the shareholders nominate director(s), independent director(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10

Before amendment	After amendment

Before amendment	After amendment
Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.	Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.
Article 88 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results. All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholde[illegible] online or by any other means, and the chairperson of the meeting shall announce the voCting -sults	[illegible]

Before amendment	After amendment

Before amendment	**After amendment**
Chapter 5 Board of Directors	Chapter 5 **Directors** and Board of Directors
Section 1 Directors	Section 1 **General Provisions of** Directors
Article 95 Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances: (I) Being without civil capacity or with only limited civil capacity; (II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and 5 years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty; (III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and 3 years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;	**Article 100** Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances: (I) Being without civil capacity or with only limited civil capacity; (II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market; **or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty; in case of suspension of sentence, no more than two years have elapsed since the date of expiration of the probationary period**; (III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and 3 years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

Before amendment	After amendment
(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license thereof; (V) He has a relatively large amount of debt which is due but has not been paid; (VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; (VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules. The election, appointment or engagement of directors	

Before amendment	After amendment
Article 96 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in [illegible]	

Before amendment	After amendment
Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows: (I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company; (II) not to misappropriate the funds of the Company; (III) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company; (IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the Shareholders' general meeting or the board of directors in contravention of the provisions of the Articles of Association; (V) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' general meeting;	**Article 102** Directors shall comply with the laws, administrative regulations and **provisions of** the Articles of Association, **and shall bear obligation of fiduciary for the Company, shall take measures to avoid conflict their own interest with those of the Company, and they shall not take advantage of their authority to seek illegitimate interests.** **Directors shall bear obligation of fiduciary for the Company as follows:** (I) **shall not embezzle property or misappropriate funds of the Company**; (II) **shall not deposit funds of the Company into accounts under his own name or the name of other individuals**; (III) **shall not take advantage of power to accept bribes or other illegal income**; (IV) **shall not enter into contracts or effect transactions with the Company, directly or indirectly, without such contracts or transactions being resolved and passed by the board of directors or the general meeting in accordance with the provisions of the Articles of Association**; (V) **shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, save for the following circumstances: they have cc[illegible] by th[illegible] general o**

Before amendment	After amendment
(VI) not to, without the consent of the shareholders' general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons; (VII) not to misappropriate commissions derived from transactions entered into by the Company; (VIII) not to disclose confidential information of the Company without authorization; (IX) not to damage the interests of the Company by taking advantage of his/her connections with the Company; (X) other faithful obligations as required by the laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association. Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.	(VI) **shall not engage in any business similar to those of the Company for himself/herself or others without reporting the matter to the board of directors or the general meeting and obtaining approval from the board of directors or the general meeting by way of a resolution in accordance with the Articles of Association**; (VII) not to misappropriate commissions derived from transactions entered into by the Company; (VIII)

Before amendment	After amendment
Article 98 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they: (I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (II) shall treat all shareholders fairly; (III) shall stay abreast of the operations and management of businesses of the Company; (IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that	

Before amendment	After amendment
Article 99 If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.	**Article 104** If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to **the general meeting** for replacement.
Article 100 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days. In the event that the resignation of any Director during his term of office results in the number of members of the board of directors being less than the statutory minimum requirement, the existing Directors shall continue to perform their duties in accordance with the law, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association until the re-elected Directors assume their office. Except under the aforesaid circumstances, the resignation rules [illegible]	

Before amendment	After amendment
Article 101 When a director's resignation takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his resignation as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years.	**Article 106** When a director's **resignation** takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his **resignation** as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years. **Responsibilities that should be undertaken by a director in connection with his or her performance of duties during his or her term of office shall not be waived or terminated as a result of such director leaving office.**
Adding Article 107	**Article 107 The general meeting may resolve to remove a director, with the removal taking effect on the date the resolution is made. If the director is removed before the expiration of the term of office without proper cause reason, the director may request the Company for compensation.**
Article 103 If a director violates the laws, administrative regulations, departmental regulations, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.	**Article 109 Where a director causes damage to other party(ies) in performing his/her duties, the Company shall be liable for compensation. The director shall be liable for compensation if there is intentionality or gross negligence on his/her part.** If a director violates the laws, administrative regulations, departmental regulations, **the rules of the stock exchange(s)** on which the Company's shares are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.

Before amendment	After amendment
(IX) To decide on the internal management structure of the Company; (X) to decide to appoint or dismiss the president, secretary to the board of directors and other senior management officers of the Company, and to determine their remuneration and rewards and punishments; on the basis of nominations made by the president, to decide to appoint or dismiss the deputy president(s), chief financial officer and other officers and to determine their remuneration and rewards and punishments; (XI) To work out the basic management system of the Company; (XII) To formulate the plan for any amendment to the Articles of Association; (XIII) To manage the Company's information disclosure; (XIV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries; (XV) To suggest appointment or replacement of the accow(1	1 T

Before amendment	After amendment
(XVI) To receive the work report of the president and examine his work; (XVII) A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration	

Before amendment	After amendment
Article 110 The board of directors shall establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of general meeting for major investment. The Company shall, within the scope of authority stipulated by laws, administrative re[illegible]	[illegible]

Before amendment	After amendment

Before amendment	After amendment
Article 114 Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to all directors and supervisors at least 14 days in advance. If there are special provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.	**Article 118** Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to **all directors** at least 14 days in advance. If there are special provisions of **the rules of the stock exchange(s)** on which the shares of the Company are listed, such provisions shall apply.
Article 115 Shareholders representing more than 10% of the voting rights, more than one-third of the directors or the board of supervisors may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within 10 days after receipt of the proposal.	**Article 119** Shareholders representing more than 10% of the voting rights, more than one-third of the directors or **the audit committee** may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within 10 days after receipt of the proposal.
Article 116 The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to all directors and supervisors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors. Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting. Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.	**Article 120** The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to **all directors** is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors. Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting. Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.

Before amendment	**After amendment**
Article 118 The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company. The voting on the resolutions of the board [illegible] shall be held only if more than half of the directors	[illegible] The meetings of the board of director, [illegible]
administrative [illegible] regulations, [illegible] departmental [illegible] [illegible] Company. The voting on the resolutions of the board [illegible]	[illegible] the', of', resoluti' [illegible]

Before amendment	After amendment
Article 123 The minutes of the board meeting shall include the following: (I) date, venue and convener of the meeting; (II) names of directors and representatives authorized by the directors (representative) present at the meeting; (III) agenda of the meeting; (IV) summary of key points made by the directors at the meeting; (V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain). The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability.	**Article 127** The minutes of the board meeting shall include the following: (I) date, venue and convener of the meeting; (II) names of directors and representatives authorized by the directors (representative) present at the meeting; (III) agenda of the meeting; (IV) summary of key points made by the directors at the meeting; (V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).
Adding Section 3	**Section 3 Independent Directors**
Adding Article 128	**Article 128 The independent directors shall conscientiously perform their duties in accordance with the requirements of the laws, administrative regulations, departmental rules, the rules of the stock exchange(s) on which the Company's shares are listed, the Articles of Association, and play the roles of participation in decision-making, supervising and balancing, and professional consulting in the board of directors, so as to safeguard the interests of the Company as a whole and to protect the legal rights and interests of minority shareholders.**

Before amendment	After amendment
Adding Article 129	**Article 129 In order to ensure the independence of independent directors, the following persons shall not serve as independent directors of the Company:** **(I) Those who are employed by the Company or its subsidiaries, their spouses, parents, children and their major social contacts;** **(II) Those who hold directly or indirectly 1% or above of the Company's issued shares, or those who are natural shareholders amongst the top ten shareholders of the Company or their spouses, parents, and children;** **(III) Those who are employed by a shareholder which holds directly or indirectly 5% or above of the Company's issued shares, or those who are employed by the top five shareholders and their spouses, parents and children;** **(IV) Those who are employed by the subsidiaries of the controlling shareholders or the de facto controllers of the Company, and their spouses, parents and children;** **(V) Those who have material business transactions with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or those who are employed by entities with material business transactions, as well as their controlling shareholders or de facto controllers;**

Before amendment	After amendment
	(VI) Persons providing financial, legal, consulting and sponsorship services for the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all the members of the project teams of the intermediary agencies providing services, review officers at all levels, the persons that sign reports, partners, directors, senior management and the persons in charge; **(VII) Those who belong to any of the abovementioned categories (1) to (6) within the past 12 months;** **(VIII) Other persons who do not have the independence as stipulated in the laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.** **Independent directors shall conduct annual self-examination of their independence aed [illegible]**

Before amendment	After amendment
Adding Article 130	**Article 130 Independent directors of the Company shall have the following qualifications:** **(I) The qualification being a company director in accordance with law, administrative**

Before amendment	After amendment
Adding Article 131	**Article 131 Independent directors are members of the board of directors, owe a duty of loyalty and diligence to the Company and all shareholders, shall conscientiously perform their following duties:** **(I) To participate in the decision making of the board of directors and express clear opinions on matters discussed;** **(II) To supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, and to protect the legitimate rights and interests of minority shareholders;** **(III) To provide professional and objective advice**

Before amendment	After amendment
Adding Article 132	**Article 132 An independent director shall exercise the following special powers:** **(I) To engage an intermediary institution independently for auditing, consultation or verification on specific matters of the Company;** **(II) To propose to the board of directors for the convening of extraordinary general meetings;** **(III) To propose for the convening of board meetings;** **(IV) To publicly solicit shareholders' rights from shareholders in accordance with the law;** **(V) To express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;** **(IV) Other powers as stipulated by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.** **In the event that an independent director exercises any of the powers listed in items (1) to (3) of the preceding paragraph, the exercise of such powers shall be subject to the approval of a majority of all the independent directors.** **The Company shall disclose in a timeT6d1 such power o,6**

Before amendment	After amendment
Adding Article 133	**Article 133 The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all independent directors of the Company:** **(I) Related party transactions that should be disclosed;** **(II) Changes in or waivers of commitments by the Company and related parties;** **(III) Decisions made and measures taken by the board of directors of the acquired company in relation to the acquisition;** **(IV) Other matters as prescribed by laws, administrative regulations, CSRC regulations and rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.**

Before amendment	After amendment
Adding Article 134	**Article 134 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related party transactions to be reviewed by the board of directors shall be approved in advance by a special meeting of the independent directors.** **The Company shall convene regular or ad hoc special meetings of independent directors attended by the independent directors only. The matters set out in items (1) to (3) of the Article 132 and Article 133 of the Articles of Association shall be considered by the special meeting of independent directors.** **The special meetings of independent directors**

Before amendment	After amendment
Adding Section 4	**Section 4 Special Committees Under the Board of Directors**
Adding Article 135	**Article 135 The board of directors shall establish the audit committee, which exercise the powers of the board of supervisors as stipulated by the Company Law and the securities regulatory authorities of the place where the shares of the Company are listed.**
Adding Article 136	**Article 136 The audit committee shall have at least three members, all of whom shall be directors who do not hold senior management positions in the Company, and a majority of whom shall be independent directors, and the chairman shall be an accounting professional among the independent directors. The members of the audit committee and its convener are all elected by the board of directors.**

Before amendment	After amendment
Adding Article 137	**Article 137 The audit committee shall be responsible for examination and approval of the financial information of the Company and the disclosure thereof, as well as supervision and evaluation of internal and external audit and internal control. The specific functions and powers of the audit committee shall be stipulated in the Articles of Association and its working rules/procedures. The following matters shall be submitted to the board of directors for review and consideration after obtaining the consent of more than half of the members of the audit committee:** **(I) Disclosure of the financial information in financial and accounting reports and regular reports, and the evaluation report on internal control;** **(II) Appointment or dismissal of an accounting firm which undertakes audit work of the listed company;** **(III) Appointment or dismissal of the person-in-charge of finance of the listed company;** **(IV) Changes in accounting policies or accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;** **(V) Other matters as required by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.**

Before amendment	After amendment
Adding Article 138	**Article 138 The audit committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convenor of the committee deems it necessary. The quorum of the meeting of the audit committee shall be more than two-thirds of the members present at the meeting.** **Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee.** **Voting on resolutions of the audit committee shall be conducted on the basis of one vote per member.** **The resolutions of the audit committee shall be recorded in minutes according to relevant regulations, and the members of the audit committee present at the meeting shall sign the minutes.** **The board of directors shall be responsible for formulating the working procedures of the audit committee.**

Before amendment	After amendment
Adding Article 140	**Article 140 The nomination committee shall be responsible for formulating the criteria and procedures for selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:** **(I) Nomination or appointment and removal of directors;** **(II) Appointment or dismissal of senior management;** **(III) Other matters as required by laws, administrative regulations, regulations of CSRC, rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.** **The board of directors shall record the opinions of the nomination committee and the specific reasons for no adoption in the board resolutions, and disclose them if it does not adopt or fully adopt the opinions of the nomination committee.**

Before amendment	After amendment
Adding Article 141	**Article 141 The remuneration committee shall be responsible for developing the standards for the selection of directors and senior management, formulating and reviewing the remuneration policies and proposals including the remuneration decision mechanism and process, as well as payment and stop-payment recourse arrangements for directors and senior management, and making recommendations to the Board of Directors on:** **(I) Remuneration of directors and senior management;** **(II) Formulating or changing equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests;** **(III) Arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management;** **(IV) Other matters as required by laws, administrative regulations, regulations of CSRC and rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.** **If the board of directors fails to adopt or fails to fully adopt the recommendations of the remuneration committee, it shall record the opinions of the remuneration committee and the specific reasons for non-adoption in the resolutions of the board of directors, and make disclosures accordingly.**

Before amendment	After amendment
Adding Article 143	**Article 143 The risk management committee shall be mainly responsible for monitoring the overall risk management of the Company and controlling such risks within reasonable limits. The main responsibilities of the risk rvr■a■isk■[nr:■-■u[r■f**

Before amendment	**After amendment**
Chapter 6 President and Other Senior Management	Chapter 6 **Senior Management**
Article 125 Article 95 of the Articles of Association on the circumstances under which a person shall not be a director shall also apply to the senior management. Article 97 of the Articles of Association regarding the duty of loyalty of directors and Article 98(IV), (V) and (VI) regarding the duty of diligence shall also apply to the senior management.	**Article 145 The Articles of Association** on the circumstances under which a person shall not be a director and **relevant provisions on resignation of a director** shall also apply to the senior management. **The Articles of Association regarding the duty of loyalty of directors and the duty of diligence** shall also apply to the senior management.

Before amendment	After amendment

Before amendment	After amendment
Article 133 The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of the general meetings and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and deal with information disclosure after the Company's listing and other matters. The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, regulatory rules in the place where the Company's shares are listed and the Articles of Association.	**Article 153** The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of **the general meetings** and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and **deal with information disclosure and other matters**. The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, **rules of the stock exchange(s)** on which the shares of the Company are listed and the Articles of Ass[illegible] of d'ise[illegible]Articlk([illegible]

Before amendment	After amendment

Before amendment	After amendment
Article 153 When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company. If the statutory common reserve fund is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory common reserve fund is withdrawn as per the preceding paragraph. After statutory common reserve fund is withdrawn out of the after-tax profits, discretionary common reserve fund may also be withdrawn out of the same as per a resolution made at a general meeting. After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, save for distribution which is not made in proportion to shareholdings as specified in the Articles of Association. If the shareholders' general meeting violates the above provisions by distributing profits to the shareholders before the Company makes up losses and allocates funds to the statutory reserves, then the profits so distributed must be returned to the Company by the shareholders. The shares of the Company held by the Company shall not participate in to profit distribution.	**Article 159** When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company. If the statutory common reserve fund is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory common reserve fund is withdrawn as per the preceding paragraph. After statutory common reserve fund is withdrawn out of the after-tax profits, discretionary common reserve fund may also be withdrawn out of the same as per a resolution made at **a general meeting**. After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, save for distribution which is not made in proportion to shareholdings as specified in the Articles of Association. **If the general meeting has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provision to the Company; where any loss is caused to the Company; the shareholders and the responsible directors and senior management shall be liable for compensation.** The shares of the Company held by the Company shall not participate in to profit distribution.

Before amendment	After amendment
Article 154 The Company's reserve fund shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the capital of the Company by means of conversion. However, the Company shall not use its capital reserve fund to make up its losses. When the statutory reserve fund is converted into share capital, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.	**Article 160** The Company's reserve funds shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the **registered capital** of the Company by means of conversion. **Where the reserves are used for offsetting losses of the Company, the discretionary reserve funds and statutory reserve funds shall be used in priority; if not sufficient, the capital reserve may be used according to regulations.** When the statutory reserve fund is converted into **an increase in the registered capital**, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.
Article 155 After the general meeting of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within 2 months after the general meeting.	**Article 161** After **the general meeting** of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within 2 months after **the general meeting**.

Before amendment	After amendment
Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with.	Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose **the specific reasons** in annual report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of **the general meeting** approving such profit distribution plan, such provisions shall be complied with.
(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.	(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution maybe adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.
(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit and the usages of the profits not distributed and retained by the Company. The independent directors shall give independent opinions on this.	(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit **and the usages of the profits not distributed and retained by the Company**.

Before amendment	After amendment
(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.	(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.
(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The independent director shall give specific opinions on this. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its general meetings.	(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's **board of directors** before submitting to **the general meeting** for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its **general meetings**.
(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.	(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken. **Unless otherwise provided by the laws, administrative regulations, depbiu[illegible]**

Before amendment	After amendment
Article 157 The Company shall adopt an internal auditing system and engage professional auditors to conduct internal auditing and supervision of its financial revenues and expenditures, and economic activities.	**Article 163** The Company shall implement an internal auditing system, **which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.** **The internal auditing system of the Company shall be implemented upon approval by the board of directors and disclosed to the public.**
Article 158 The internal auditing system of the Company and duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of the audit shall be responsible to and report to the board of directors.	**Delete**
Adding Article 164	**Article 164 The Company's internal audit**

Before amendment	After amendment
Adding Article 167	**Article 167 When the audit committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.**
Adding Article 168	**Article 168 The audit committee participates in the assessment of the person in charge of internal audit.**
Article 160 The appointment of accounting firms for the Company shall be subject to approval at the general meeting, prior to which the board of directors shall not appoint any accounting firm.	**Article 170** The appointment and **dismissal** of accounting firms for the Company shall be **determined by the general meeting**, prior to which the board of directors shall not appoint any accounting firm.
Article 162 The auditing fee of the accounting firm shall be subject to the decision of the general meeting.	**Article 172** The auditing fee of the accounting firm shall be subject to the decision of **the general meeting**.
Article 163 Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's general meeting of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions. Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.	**Article 173** Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's **general meeting** of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions. Where an accounting firm tenders its resignation, it shall state to **the general meeting** whether the Company has anything inappropriate.

Before amendment	After amendment
Chapter 9 Notices and Announcements	Chapter **8** Notices and Announcements
Article 164 The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows: (I) by hand; (II) by mail; (III) by fax or email; (IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE; (V) By newspaper and other designated media; (VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association. Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of H shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed.	**Article 174** The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows: (I) by hand; (II) by mail; (III) by fax or email; (IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, **departmental rules,** Listing Rules of the Stock Exchange and Listing Rules of SSE; (V) By newspaper and other designated media; (VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.

Before amendment	After amendment
Article 166 Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of the gener.7.6eeting, 6eeting of the board of directors and eeting of the board of	

Before amendment	After amendment
Article 173 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers within 30 days. Creditors should, within 30 days of being notified, or if they do not receive the notice, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.	**Article 184** In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers **or the National Enterprise Credit Information Publicity System** within 30 days. Creditors should, within 30 days of being notified, or if they do not receive the **notice**, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.
Article 175 Where the Company is divided, its properties shall be divided accordingly. In the event of division of the Company, the parties concerned shall prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers within 30 days.	**Article 186** Where the Company is divided, its properties shall be divided accordingly. In the event of division of the Company, the parties concerned shall prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers **or the National Enterprise Credit Information Publicity System** within 30 days.

Before amendment	After amendment
Article 177 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of the resolution of the Company on the reduction of registered capital and shall publish a public notice in the newspaper(s) within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s). The reduced registered capital of the Company will not fall below the statutory minimum amount.	**Article 188** In the event of a **reduction** in registered capital, the Company **will** prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of the resolution made by **the general meeting** for reduction of registered capital and shall publish a public notice in the newspaper(s) **or the National Enterprise Credit Information Publicity System** within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s). **Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.**

Before amendment	After amendment
Article 179 The Company is dissolved in the following circumstances: (I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs; (II) The general meeting has resolved to dissolve the Company; (III) Merger or division of the Company entails dissolution; (IV) The Company is revoked of business license, ordered to close or canceled according to law; (V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.	**Article 193** The Company is dissolved in the following circumstances: (I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs; (II) **The general meeting** has resolved to dissolve the Company; (III) Merger or division of the Company entails dissolution; (IV) The Company is revoked of business license, ordered to close or canceled according to law; (V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding **more than 10% voting rights** may request the people's court to dissolve the Company. **The Company shall, within 10 days of the occurrence of the reasons for dissolution stipulated in the preceding paragraph, make**

Before amendment	After amendment
Article 180 If there is any circumstance as stated in paragraph (I) of Article 179 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association. If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.	**Article 194** If there is any circumstance as stated in **paragraph (I) and (2) of Article 193** of this Articles of Association **and the assets have not yet been distributed to the shareholders**, the Company may continue to exist through amendment of this Articles of Association **or by a resolution of the general meeting**. If this Articles of Association is amended **or resolution at the general meeting** subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at **the general meeting**.
Article 181 Where the Company dissolves pursuant to (I), (II), (IV) and (V) of Article 179 of this Articles of Association, a liquidation committee shall be set up within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.	**Article 195** Where the Company dissolves pursuant to (I), (II), (IV) and (V) of **Article 193** of this Articles of Association, the Company shall be liquidated. **Directors shall be the liquidation obligors, and a liquidation team shall be formed, within 15 days from the occurrence of the events of dissolution, to perform liquidation.** **The liquidation obligors shall consist of the directors, unless otherwise specified in the Articles of Association or otherwise selected by a resolution of the general meeting.**

Before amendment	After amendment
Article 182 During liquidation, the liquidation committee shall exercise the following functions and powers: (I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory; (II) To inform creditors by notice and announcement; (III) To deal with the outstanding businesses of the Company relating to liquidation; (IV) To pay off the outstanding taxes and taxes payable during the liquidation process; (V) To settle creditor's rights and debts; (VI) To dispose of the remaining assets of the Company after repayment of debts; (VII) To represent the Company in civil proceedings.	**Article 196** During liquidation, the liquidation committee shall exercise the following functions and powers: (I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory; (II) To inform creditors by notice and announcement; (III) To deal with the outstanding businesses of the Company relating to liquidation; (IV) To pay off the outstanding taxes and taxes payable during the liquidation process; (V) To settle creditor's rights and debts; (VI) To **allocate** the remaining assets of the Company after repayment of debts; (VII) To represent the Company in civil proceedings.
Article 183 The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, inform the liquidation committee of their creditors' rights. The creditor shall provide a description and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights. The liquidation committee shall not make any debt settlement during the period for registration of creditors.	**Article 197** The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) **or on the National Enterprise Credit Information Publicity System** within 60 days. Creditors shall,

Before amendment	After amendment
Article 184 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the for confirmation. The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders. The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation. The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.	**Article 198** After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to **the general meeting** or the for confirmation. The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders. The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation. The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.
Article 185 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare the Company bankrupt in accordance with the law. Once the people's court makes a ruling declaring the Company bankrupt, the liquidation committee shall hand over the liquidation matters to the people's court.	**Article 199** After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare **insolvency liquidation** in accordance with the law. **After the Company's bankruptcy application is accepted by the people's court,** the liquidation committee shall hand over the liquidation matters to **the bankruptcy administrator designated by the people's court**.

Before amendment	After amendment
Article 186 After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the People's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.	**Article 200** After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from **the general meeting** or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company.
Article 187 Members of the liquidation committee should be loyal to their duties and perform liquidation duties according to the law. Members of the liquidation shall not take advantage of his position to receive bribes or other illegal income and shall not embezzle the Company's assets. If a member of the liquidation committee causes losses to the Company or creditors, deliberately or due to gross negligence, he shall be liable for compensation.	**Article 201** Members of the liquidation committee **shall perform their liquidating functions with duties of loyalty and care**. **Members of the liquidation committee neglecting to perform their liquidating functions, and thereby causing losses to the Company, shall be liable w**

Before amendment	After amendment
Article 190 If any amendment to these Articles of Association passed by resolutions at the shareholders' general meeting is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval; if the amendment involves registration of the Company, the involved changes are required to be registered pursuant to law.	**Article 204** If any amendment to these Articles of Association passed by resolutions at **the general meeting** is subject to examination and approval by the competent authorities, such amendment shall be mi[illegible] authoritit[illegible] or appr[illegible] registra[illegible] f the[illegible] amendment [illegible] involve

Before amendment	**After amendment**
Chapter 12 Supplementary Provisions	Chapter **11** Supplementary Provisions
Article 193 Definition (I) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company, or a shareholder who, despite its shareholding being less than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders' general meeting. (II) Actual controller means a person who has actual power to direct the acts of such company by investment, contract or other arrangements. (III) Connected relationship is the relationship between the controlling shareholder, the actual controller, directors, supervisors or senior management members of a company and enterprises directly or indirectly controlled by them, as well as other relationships which may cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relationship only because they are owned by the State. (IV) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of majority of the member of its board of directors or may have de facto control through agreements or other arrangements. (V) President used in the Articles of the Association shall have the same meaning as "Manager" in the Companies Act and other laws and regulations; vice president shall have the same meaning as "Deputy Manager" in the Companies Act and other laws and regulations.	**Article 207** Definition: (I) Controlling shareholder refers to a shareholder who holds 50% of the total share capital of the company **limited by shares**, or a shareholder who, despite its shareholding being no more than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of **the general meeting**. (II) Actual controller means

Before amendment	After amendment
(VI) Accounting firm used in the Articles of	

Before amendment	After amendment
Article 198 The Articles of Association shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.	**Article 212** The Articles of Association shall come

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

RULES OF PROCEDURES FOR GENERAL MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 the Company

Company Law
Securities Law

Hong Kong Listing Rules
Listing Rules of SSE
Listing Rules

Articles of Association

Article 2

Article 3

Article 4

Article 5

China Securities Regulatory Commission (CSRC)

Article 6

Chapter 2 Convening of General Meetings

Article 7

Article 8

Article 9

Article 10

Article 11

Article 12

Article 16

Article 19

Article 20

Article 23

Article 24

Article 25

Article 26

Article 28

Article 32

Article 38

Article 42

Article 43

Article 44

Article 45

Article 46

Article 47

Article 48

Article 49

Article 50

Article 51

Article 52

Article 53

Article 54

Article 59

Chapter 6 Minutes of General Meeting and Archives Management

Article 60

Article 61

Chapter 7 Authorization of Generation Meeting to the Board of Directors

Article 62

Article 63

Article 64

Chapter 8 Supplementary Provisions

Article 65

Article 66

Article 67

Article 68

Article 69

Article 70

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

RULES OF PROCEDURE FOR BOARD MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

the Company

Company Law

Securities Law

Hong Kong Listing Rules
Listing Rules of SSE
Listing Rules
Articles of Association

Article 2

Chapter 2 Directors

Article 3

Article 5

Article 6

Article 9

Article 10

Article 11

Article 12

Article 13

Article 14

Article 16

Article 17

Article 18

Article 19

Article42811.2018

Chapter 4 The procedures for convening and voting of the Board

Article 21

Article 22

Article 23

Article 24

Article 25

Article 26

Article 27

Article 28

Article 30

Article 31

Article 32

Chapter 5 Chairman

Article 33

Article 34

Chapter 6 The procedures for convening and voting of the Board

Article 35

Article 36

Article 37

Article 38

Article 39

FLAT GLASS GROUP CO., LTD.
WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

Chapter 1 General Provisions

Article 1

the Company the Listed Company

Listing Rules of Stock Exchange

Shanghai Stock Exchange Listing Rules Listing Rules

Articles of Association

Article 2

Article 3

Article 4

Article 5
Audit Committee

Chapter 2 Qualifications and Appointments and Removals

Article 6

Article 7

Article 10

Article 11

Article 12

Article 13

Article 14

Article 15

Article 16

Chapter 3 Responsibilities and Methods to Perform Duties

Article 17

Article 18

Article 19

Article 20

Article 21

Article 22

Article 23

Article 24

Article 25

Article 26

Article 27

Article 28

Article 29

Article 30

Article 31

Article 32

Article 33

Chapter 4 Duty Performance Guarantee

Article 34

Article 35

Article 36

Article 37

Article 38

Article 39

IMPLEMENTATION RULES OF CUMULATIVE VOTING SYSTEM OF FLAT GLASS GROUP CO., LTD.

Chapter I General Provisions

Article 1

Company

Chapter II Nomination of Director Candidates

Article 6

Article 7

Article 13

Chapter IV Supplementary Provisions

Article 14

Article 15

Article 16

Article 17

EXTERNAL INVESTMENT MANAGEMENT SYSTEM OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Company

Article 3

Chapter 2 Decision-Making Authority

Article 4

Article 5

Article 6

%

%

%

Article 9

Article 10

Article 11

Article 12

Article 13

Article 14

Article 15

Chapter 4 Supplementary Provisions

Article 25

Article 26

RELATED PARTY TRANSACTIONS MANAGEMENT SYSTEM OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Company

connected transactions

Shanghai Stock Exchange Listing Rules

Hong Kong Stock Exchange Listing Rules

Articles of Association

Article 2

Article 3

Article 4

Article 5

Chapter 2 Related Party Transactions and Related Persons

Article 6

Article 7

Article 8

Article 9

Article 10

Article 11

Article 14

Article 15

Article 16

Chapter 4 Procedures of Related Party Transactions

Article 17

Article 18

Article 20

Article 21

Article 22

Article 23

Article 24

Article 25

Article 27 ,

Article 28

Chapter 5 Internal Control of Related Party Transactions

Article 30

Article 31

Article 32

Article 33

Chapter 6 Supplementary Provisions

Article 35

Article 36

Article 37

Article 38

Article 39

EXTERNAL GUARANTEE MANAGEMENT SYSTEM OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Company

Shanghai Stock Exchange Listing Rules

Hong Kong Stock Exchange Listing Rules

Articles of Association

Article 2

to Article

Article 7

Article 8

Article 14

Chapter 3 Approval Procedures for External Guarantees

Article 16

Article 17

Article 18

Article 19

Article 20

Article 21

Article 22

Article 23

Article 24

Article 25

Article 26

Article 27

Article 28

Article 29

Article 30

Chapter 4 Management of External Guarantees

Article 31

Article 32

Article 33

Article 34

Article 35

Article 36

Article 37

Article 38

Article 39

Article 40

Article 41

Chapter 5 Disclosure of External Guarantee Information

Article 42

Article 43

Article 44

Article 45

Chapter 6 Responsibilities of Responsible Person

Article 46

Article 47

Article 48

Article 49

Chapter 7 Supplementary Provisions

Article 50

Article 52

Article 52

Article 53

PROCEEDS MANAGEMENT SYSTEM OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Company

Shanghai Stock Exchange Listing Rules

Hong Kong Stock Exchange Listing Rules

Standardized Operation Guidelines

Articles of Association

Article 2

Article 6

Article 7

Article 8

Chapter 2 Deposit of Proceeds

Article 9

Special Account

Article 12

Special Report on Proceeds

Chapter 3 Use of Proceeds

Article 13

Article 14

Article15

Article 16

Article 17

Article 18

Article 19

Article 20

Article 28

Article 31

Chapter 5 Management and Supervision of Proceeds

Article 32

Article 34

Chapter 6 Accountability

Article 35

Chapter 7 Supplementary Provisions

Article 36

Article 37

Article 38

Article 39

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Dujian and Ms. Ng Yau Kuen Carmen.

Notes: