

## **Chifeng Jilong Gold Mining Co., Ltd.**

### **Announcement on Amending the *Articles of Association* and Other Relevant Systems**

The Board of Directors and all directors of the Company warrant that this announcement does not contain any false records, misleading statements or major omissions, and they will bear joint and several liabilities for the authenticity, accuracy and completeness of its contents.

Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”) held the 10th Meeting of the 8th Board of Directors and the 6th Meeting of the 7th Board of Supervisors on October 28, 2022. The *Proposal on Formulating the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (Draft) and Its Annexes (Applicable after Listing on the SIX Swiss Exchange)* and the *Proposal on Formulating the Rules of Procedure for Supervisors’ Meeting of Chifeng Jilong Gold Mining Co., Ltd. (Applicable after Listing on the SIX Swiss Exchange)* were considered and adopted respectively.

As the Company plans to issue GDR and apply for listing on the SIX Swiss Exchange, domestic listed companies issuing depositary receipts overseas based on their newly added A shares shall comply with the *Securities Law of the People's Republic of China* (hereinafter referred to as “*Securities Law*”), the overseas issuance and listing of domestic enterprises and the provisions of China Securities Regulatory Commission (CSRC) according to the requirements of the *Regulations on the Supervision of Depositary Receipts*. With reference to the *Securities Law*, the *Special Provisions of the State Council on Overseas Share Issuance and Listing of Companies Limited by Shares*, the *Essential Provisions of the Articles of Association of Companies to Be Listed Overseas* and other relevant laws, regulations and normative documents in China, combined with the actual situation of this GDR issuance, it is proposed to formulate the *Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (Draft)* ((hereinafter referred to as “*Articles of Association (Draft)*”) and its annexes, *Rules of Procedure for Shareholders’ Meeting of Chifeng Jilong Gold Mining Co., Ltd. (Draft)* (hereinafter referred

to as “*Rules of Procedure for Shareholders’ Meeting (Draft)*”), and *Rules of Procedure for Directors’ Meeting of Chifeng Jilong Gold Mining Co., Ltd. (Draft)* (hereinafter referred to as “*Rules of Procedure for Board of Directors (Draft)*”), and *Rules of Procedure for Supervisors’ Meeting of Chifeng Jilong Gold Mining Co., Ltd. (Draft)* (hereinafter referred to as “*Rules of Procedure for Supervisors’ Meeting (Draft)*”). The specific amendments are as follows:

#### **I. Amendment to the *Articles of Association***

Before revision	After revision
<p><b>Article 1</b> In order to safeguard the legitimate interests of the Company, shareholders and creditors and standardize the organization and behavior of the Company, these Articles of Association are formulated in accordance with <i>the Company Law of the People’s Republic of China</i> (hereinafter referred to as <i>the Company Law</i>), <i>the Securities Law of the People’s Republic of China</i> (hereinafter referred to as <i>the Securities Law</i>) and other relevant provisions.</p>	<p><b>Article 1</b> In order to safeguard the legitimate interests of <b>Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”)</b>, shareholders and creditors, sandardize the organization and behavior of the Company, these Articles of Association are formulated in accordance with <i>the Company Law of the People’s Republic of China</i> (hereinafter referred to as <i>the Company Law</i>), <i>the Securities Law of the People’s Republic of China</i> (hereinafter referred to as <i>the Securities Law</i>), <i>Special Provisions of the State Council on Overseas Share Issuance and listing of Companies Limited by Shares</i> (hereinafter referred to as “<i>Special Provisions</i>”), <i>Essential Provisions of the Articles of Association of Companies to Be Listed Overseas</i> (hereinafter referred to as “<i>Essential Provisions</i>”), and <i>Reply of the State Council on Adjusting and Applying the Provisions on Notice Period for Convening Shareholders’ Meetings in Overseas Listed Companies</i> and other relevant provisions.</p>
<p><b>Article 2</b> Chifeng Jilong Gold Mining Co., Ltd. is a joint stock limited company (hereinafter referred to as “the Company”) incorporated in accordance with <i>the Company Law</i> and other relevant provisions. The Company was registered in Quality and Technical Supervision Bureau of Chifeng Administration of Industry and Commerce, and has obtained its business license.</p>	<p><b>Article 2</b> The Company a joint stock limited company incorporated in accordance with <i>the Company Law</i> and other relevant provisions. <b>The Company was was established by changing a limited liability company into a joint stock limited company upon approval in the Reply of Guangzhou Economic System Reform Commission on Agreeing to Establish Guangzhou Baolong Special Vehicle Co., Ltd. (WGGZ [2000] No.10 document). It was registered in Guangzhou Administration for Industry and Commerce on August 23, 2000 and obtained its business license with registration number of 4401011107188. The Company has been renamed Chifeng Jilong Gold Mining Co., Ltd., with unified social credit code of 91150000708204391F.</b></p>
<p><b>Article 3</b> The Company issued 25 million A-shares to the public for the first time with the approval of China Securities Regulatory Commission in the document Zheng Jian Fa Zi [2004] No.23 on February 27, 2004, which was listed and traded on Shanghai Stock Exchange on April 14, 2004.</p>	<p><b>Article 3</b> The Company issued 25 million common shares (hereinafter referred to as “A shares”) to the public for the first time with the approval of China Securities Regulatory Commission (“CSRC”) in the document Zheng Jian Fa Zi [2004] No.23 on February 27, 2004, which was listed and traded on Shanghai Stock Exchange on April 14, 2004.</p>

Before revision	After revision
	<p><b>The Company issued (<i>insert number</i>) Global Depository Receipts (“GDR”) with the approval of CSRC on (<i>insert date</i>), representing (<i>insert number</i>) A shares of the Company according to the conversion ratio determined by the Company, which were listed on the SIX Swiss Exchange on (<i>insert date</i>).</b></p>
<p><b>Article 5</b> Address: Fumin Village, Sidaowanzi Town, Aohan Banner, Chifeng City, Inner Mongolia Autonomous Region, 0243000</p>	<p><b>Article 5</b> Address: Fumin Village, Sidaowanzi Town, Aohan Banner, Chifeng City, Inner Mongolia Autonomous Region, 0243000;  <b>Tel: 0476-8283822;</b>  <b>Fax: 0476-8283075.</b></p>
<p><b>Article 6</b> The registered capital of the Company is RMB One Billion Six Hundred and Sixty-Three Million Nine Hundred and Eleven Thousand Three Hundred and Seventy-Eight Yuan.</p>	<p><b>Article 6</b> The registered capital of the Company is RMB (<i>insert figure</i>) and the paid-in capital of the Company is RMB (<i>insert figure</i>).</p>
<p><b>Article 10</b> The Articles of Association of the Company (hereinafter referred to as “these Articles”) shall become a legally binding document regulating the organization and behavior of the Company, the rights and obligations of the Company and its shareholders, and a legally binding document for the Company and its shareholders, directors, supervisors and senior executives from the effective date. According to these Articles, shareholders may sue the Company, and its shareholders, directors, supervisors, managers and other senior executives, and the Company may sue its shareholders, directors, supervisors, managers and other senior executives.</p>	<p><b>Article 10</b> The Articles of Association of the Company (hereinafter referred to as “these Articles”) shall become a legally binding document regulating the organization and behavior of the Company, the rights and obligations relationship between the Company and its shareholders and between shareholder and shareholder. These Articles constitute a legally binding document for the Company and its shareholders, directors, supervisors and senior executives. <b>Any of the aforesaid persons may, in accordance with these Articles, make claims related to the Company’s affairs.</b> According to these Articles, shareholders may sue other shareholders and the Company and its shareholders, directors, supervisors, president and other senior executives, and the Company may sue its shareholders, directors, supervisors, president and other senior executives.</p> <p><b>The term “sue” as mentioned in the preceding paragraph includes bringing a lawsuit to a court or applying to an arbitration institution for arbitration.</b></p>

<p><b>Article 11</b> The term “other senior executives” as mentioned in these Articles refers to the Deputy Manager, Secretary of the Board, Chief Financial Officer and other personnel determined by the Board of Directors.</p>	<p><b>Article 11</b> The term “other senior executives” as mentioned in these Articles refers to the <b>CEO, Vice President, Secretary of the Board</b>, Chief Financial Officer and other personnel determined by the Board of Directors.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	

Before revision	After revision
	<p><b>Article 12</b> The Company may invest in other limited liability companies, joint stock limited companies and other enterprises, and shall be liable to the invested company within the limit of investment amount. The Company may not become the investor who bears joint and several liability for the debts of the invested company, <b>unless otherwise provided by laws.</b></p>
<p><b>Article 14</b> The shares of the Company shall be in the form of stocks.</p>	<p><b>Article 15</b> The shares of the Company shall be in the form of stocks.</p> <p><b>The Company sets up common shares at any time. It may set up shares of other classes according to its needs and with the approval of the approval department authorized by the</b></p>
<p><b>Article 16</b> The face value of shares issued by the Company shall be marked in RMB.</p>	<p><b>Article 17</b> All the shares issued by the Company shall be of face value marked in RMB, and the face value of each share is RMB 1.</p>

<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 18</b> The Company, with the approval of the competent securities authority under the State Council, may issue shares or GDR to domestic and overseas investors.</p> <p>Overseas investors mentioned in the preceding paragraph refer to investors from foreign countries and from Hong Kong, Macao and Taiwan of the People's Republic of China who subscribe for shares or GDR issued by the Company; domestic investors refer to investors within the territory of the People's Republic of China who subscribe for shares issued by the Company or subscribe for GDR in accordance</p>
<p><b>Article 17</b> The shares issued by the Company shall be centrally managed in Shanghai Branch of China Securities Depository and Clearing Corporation Limited.</p>	<p><b>Article 19</b> The shares issued by the Company in China and the newly added shares corresponding to GDR issued overseas shall be centrally managed in Shanghai Branch of China Securities Depository and Clearing Corporation</p>
<p><b>Article 18</b> The method of establishment of the Company is incorporation by means of sponsorship. The Company's promoters, the number of shares subscribed, the mode of capital contribution and the time of capital contribution are as follows:</p>	<p><b>Article 20</b> The method of establishment of the Company is incorporation by means of sponsorship. The Company's promoters, the number of shares subscribed, the mode of capital contribution and the time of capital contribution <b>at the time of establishment</b> are as follows:</p>
<p><b>Article 19</b> The total number of shares of the Company is 1,663,911,378, each with face value of RMB 1. All the shares of the Company are ordinary shares.</p>	<p><b>Article 21</b> The total number of ordinary shares approved to be issued after the establishment of the Company is (<i>insert number</i>), all of which are RMB ordinary shares.</p>

Before revision	After revision
	<p><b>GDR held by overseas investors is calculated according to the conversion ratio determined by the Company, and the number of the corresponding A-shares is (insert number), accounting for (insert number) %.</b></p>
<p><b>Article 20</b> The Company or its subsidiaries (including its affiliates) shall not provide any financial assistance to those who purchase or intend to purchase shares of the Company in the form of gift, advance fund, guarantee,</p>	<p><b>Revise and move to other chapters</b></p>
<p><b>Article 21</b> According to the needs of operation and development, and in accordance with the laws and regulations, the Company may increase its capital by the following means through a resolution separately made at the shareholders' meeting:</p> <p>(1) Public offering of shares;</p> <p>(2) Private offering of shares;</p> <p>(3) Stock dividends to existing shareholders.</p> <p>(4) Conversion of provident fund into share capital;</p> <p>(5) Other methods stipulated by laws and administrative regulations and approved by CSRC.</p>	<p><b>Article 22</b> According to the needs of operation and development, and in accordance with the laws and regulations, the Company may increase its <b>registered capital</b> by the following means through a resolution separately made at the shareholders' meeting:</p> <p>(1) Public offering of shares upon approval by CSRC</p> <p>(2) Private offering of shares;</p> <p>(3) Stock dividends to existing shareholders.</p> <p>(4) Conversion of provident fund into share capital;</p> <p><b>(5) Placing new shares to existing shareholders;</b></p> <p>(6) Other methods stipulated by laws and administrative regulations and approved by CSRC.</p> <p><b>The capital increase and issuance of new shares by the Company shall be approved in</b></p>



<p><b>Article 23</b> The Company may purchase its shares in accordance with laws, administrative regulations, departmental rules and these Articles under the following circumstances:</p> <p>(1) Reduce the registered capital of the Company;</p> <p>(2) Merge with other companies holding shares of the Company;</p> <p>(3) Shares are used for Employee Stock Ownership Plan or equity-based incentives;</p> <p>(4) Shareholders request the Company to purchase its shares because they disagree with the resolution on merger or division of the Company made at the shareholders' meeting;</p>	<p><b>Article 24</b> The Company may purchase its shares in accordance with laws, administrative regulations, departmental rules and these Articles under the following circumstances:</p> <p>(1) Reduce the registered capital of the Company;</p> <p>(2) Merge with other companies holding shares of the Company;</p> <p>(3) Shares are used for Employee Stock Ownership Plan or equity-based incentives;</p> <p>(4) Shareholders request the Company to purchase its shares because they disagree with the resolution on merger or division of the Company made at the shareholders' meeting;</p> <p>(5) Shares are used to convert corporate bonds issued by listed companies that can be converted</p>
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Before revision	After revision
<p>(5) Shares are used to convert corporate bonds issued by listed companies that can be converted into stocks;</p> <p>(6) It is necessary for the Company to safeguard its value and shareholders' rights and interests.</p> <p>Save as aforesaid, the Company will not</p>	<p>(6) It is necessary for the Company to safeguard its value and shareholders' rights and interests.</p> <p><b>(7) Other circumstances permitted by laws and administrative regulations.</b></p> <p>Save as aforesaid, the Company will not purchase its own shares.</p>
<p><b>Article 24</b> The Company may purchase its own shares by means of public centralized trading or other means approved by laws and regulations and CSRC.</p> <p>Where the Company acquires its shares under the circumstances specified in Sub-clauses (3), (5) and (6) of Clause 1 of Article 23 hereof, it shall do so through public centralized trading.</p>	<p><b>Article 25</b> The Company may purchase its own shares by means of <b>one of the following ways:</b></p> <p><b>(1) Offer;</b></p> <p><b>(2) Repurchase through public trading at the stock exchange;</b></p> <p><b>(3) Repurchase by agreement outside the stock exchange;</b></p> <p><b>(4) Other methods approved by CSRC.</b></p> <p>Where the Company acquires its shares under the circumstances specified in Sub-clauses (3), (5) and (6) of Clause 1 of <b>Article 24</b> hereof, it shall do so through public centralized trading.</p>

<p><b>Article 25</b> Where the Company acquires its shares under the circumstances specified in Sub-clauses (1) and (2) of Clause 1 of Article 23 hereof, it shall be decided by the resolution passed at the shareholders' meeting. Where the Company acquires its shares under the circumstances specified in Sub-clauses (3), (5) and (6) of Clause 1 of Article 23 hereof, it shall be decided by the resolution of the directors' meeting attended by more than two-thirds of the directors.</p> <p>After the Company acquires its shares in accordance with the provisions of Clause 1 of Article 23, shares shall be cancelled within 10 days from the date of acquisition in case of circumstance described in Sub-clause (1); shares shall be transferred or cancelled within 6 months from the date of acquisition in case of circumstance described in Sub-clauses (2) or (4); the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years from the</p>	<p><b>Article 26</b> Where the Company acquires its shares under the circumstances specified in Sub-clauses (1) and (2) of Clause 1 of <b>Article 24</b> hereof, it shall be decided by the resolution passed at the shareholders' meeting. Where the Company acquires its shares under the circumstances specified in Sub-clauses (3), (5) and (6) of Clause 1 of <b>Article 24</b> hereof, it shall be decided by the resolution of the directors' meeting attended by more than two-thirds of the directors.</p> <p>After the Company acquires its shares in accordance with the provisions of Clause 1 of <b>Article 24</b>, shares shall be cancelled within 10 days from the date of acquisition in case of circumstance described in Sub-clause (1); shares shall be transferred or cancelled within 6 months from the date of acquisition in case of circumstance described in Sub-clauses (2) or (4); the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years from the</p>
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Before revision	After revision
	<p><b>Where the Company cancels these shares due to the repurchase of its shares, the cancellation shall be done within the time limit prescribed by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of change of registered</b></p>

	<p>capital. The total face value of the cancelled shares shall be reduced from the registered capital of the Company.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 27</b> Where the Company repurchases shares by agreement outside the stock exchange, it shall obtain prior approval from the shareholders' meeting in accordance with these Articles. With the prior approval of the shareholders' meeting in the same manner, the Company may terminate or change the contract concluded in the aforesaid manner, or waive any rights under the contract. The term "contract" as mentioned in the preceding paragraph includes (but is not limited to) an agreement to undertake the obligation to repurchase shares and obtain the right to repurchase shares.</p> <p>The Company shall not transfer the contract for share repurchase or any rights under the contract.</p>
<p><b>Article 26</b> The shares of the Company may be transferred according to law.</p>	<p><b>Article 28</b> The shares of the Company may be transferred according to law <b>without any lien, unless otherwise stipulated by laws and administrative regulations.</b></p>

Before revision	After revision
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Section 4 Financial Assistance for Buying Shares of the Company</b></p> <p><b>Article 32</b> The Company or its subsidiaries (including its affiliated enterprises) shall not at any time provide any financial assistance to those who purchase or intend to purchase shares of the Company in any way. The aforesaid persons who purchase shares of the Company include those who directly or indirectly assume obligations due to the purchase of shares of the Company.</p> <p>The Company or its subsidiaries shall not at any time provide any financial assistance to the aforesaid obligor in any way to reduce or relieve its obligations.</p> <p>This Article does not apply to the situations mentioned in Article 34 hereof.</p> <p><b>Article 33</b> The term “financial assistance” as mentioned in these Articles includes (but is not limited to) the following methods:</p> <ol style="list-style-type: none"> <li>(1) Gifts;</li> <li>(2) Guarantee (including the guarantor taking responsibility or providing property to guarantee the obligor to perform his/her obligations), compensation (excluding compensation caused by the Company’s own fault), dissolution or waiver of rights;</li> <li>(3) Providing loans or concluding contracts whereby the Company performs its obligations before others, as well as the change of the parties to the loans and contracts and the transfer of rights in the loans and contracts;</li> <li>(4) Financial assistance provided by the Company in any other way under the circumstances that the Company is insolvent, has no net assets or will lead to a substantial decrease in net assets.</li> </ol> <p>The term “obligation” as mentioned in these Articles includes the obligation undertaken by the obligor because of entering into a contract or arrangement (whether such contract or arrangement is enforceable or not, whether it is undertaken by himself or with any other person), or changing his financial situation in any other way.</p> <p><b>Article 34</b> The following acts shall not be regarded as acts prohibited by Article 32</p>

**hereof:**

**(1) The relevant financial assistance provided by the Company is honestly for the purpose of**

Before revision	After revision
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Chapter IV Stocks and Register of Shareholders</b></p> <p><b>Article 35 The Company's stocks shall be registered. The stock register shall contain the following information:</b></p> <ol style="list-style-type: none"> <li><b>(1) Name of the Company;</b></li> <li><b>(2) Date of incorporation of the Company;</b></li> <li><b>(3) Class of shares, face value and the number of shares represented;</b></li> <li><b>(4) Stock ID;</b></li> <li><b>(5) Other matters specified in the <i>Company Law</i> and other laws and regulations and the requirements of the stock exchange where the Company's stocks or GDR are listed.</b></li> </ol> <p><b>Article 36 Under the condition of paperless issuance and trading of the Company's stocks, separate provisions of the securities regulatory authority and stock exchange where the Company's stocks or GDR are listed shall apply. All stocks are signed by the Chairman. If the stock exchange where the Company's stocks are listed requires other senior managers of the Company to sign, it shall also be signed by other relevant senior managers. The stock shall take effect after being stamped with the Company's seal or stamped in printed form. The signature of the Chairman or other relevant senior managers on the stock may also be in printed form.</b></p> <p><b>Under the condition of paperless issuance and trading of the Company's stocks, separate provisions of the securities regulatory authority and stock exchange where the Company's stocks or GDR are listed shall apply.</b></p> <p><b>Article 37 The Company shall establish a register of shareholders to register the following items:</b></p> <ol style="list-style-type: none"> <li><b>(1) Name, address (domicile), occupation or nature of each shareholder;</b></li> <li><b>(2) Classes and quantities of shares held by each shareholder;</b></li> <li><b>(3) Amount paid or payable for the shares held by each shareholder;</b></li> <li><b>(4) ID of shares held by each shareholder;</b></li> </ol>

**(5) Date on which each shareholder is registered as a shareholder;**

**(6) Date on which each shareholder ceases to be a shareholder.**

**The register of shareholders is sufficient evidence to prove that shareholders hold shares in the Company**



Before revision	After revision
<p><b>Article 30</b> The Company shall establish a register of shareholders on the basis of the certificates provided by the securities registration authority. The register of shareholders shall be sufficient evidence to prove that shareholders hold shares in the Company. Shareholders shall enjoy rights and undertake obligations according to the classes of shares they hold. Shareholders who hold shares of the same class shall enjoy the same rights and undertake the same obligations.</p>	<p><b>Article 46</b> The Company shall establish a register of shareholders on the basis of the certificates provided by the securities registration and <b>clearing</b> institution. <b>The shareholders of the Company are the persons who legally hold the shares of the Company and whose names are registered in the register of shareholders.</b> Shareholders shall enjoy rights and undertake obligations according to the classes <b>and quantities</b> of shares they hold. Shareholders who hold shares of the same class shall enjoy the same rights and undertake the same obligations.</p>

<p><b>Article 32</b> Shareholders of the Company shall have the right to:</p> <p>(1) Obtain dividends and other forms of benefit distribution based on their shareholdings;</p> <p>(2) Request, convene, preside over, attend or appoint proxies to attend the shareholders' meeting according to law and exercise corresponding voting rights;</p> <p>(3) Supervise the operation of the Company and put forward suggestions or inquiries;</p> <p>(4) Transfer, donate or pledge its shares in accordance with laws, administrative regulations and these Articles;</p> <p>(5) Consult these Articles, the register of shareholders, counterfoil of corporate bonds, the minutes of the shareholders' meeting, the resolutions of the directors' meeting, the resolutions of the supervisors' meeting and the financial and accounting reports;</p> <p>(6) Participate in the distribution of the remaining property of the Company based on their shareholdings when the Company is terminated or liquidated;</p> <p>(7) Shareholders who disagree with the resolution on merger or division of the Company made at the shareholders' meeting require the Company to purchase its shares;</p> <p>(8) Other rights stipulated in laws, administrative regulations, departmental rules or these Articles.</p>	<p><b>Article 48</b> Shareholders of the Company shall have the right to:</p> <p>(1) Obtain dividends and other forms of benefit distribution based on their shareholdings;</p> <p>(2) Request, convene, preside over, attend or appoint proxies to attend the shareholders' meeting according to law and exercise corresponding voting rights;</p> <p>(3) Supervise and manage the operation of the Company and put forward suggestions or inquiries;</p> <p>(4) Transfer, donate or pledge its shares in accordance with laws, administrative regulations and these Articles;</p> <p><b>(5) Access to relevant information in accordance with these Articles, including:</b></p> <ol style="list-style-type: none"> <li><b>1. Access to these Articles after payment;</b></li> <li><b>2. Inspect and copy after paying a reasonable fee:</b> <ol style="list-style-type: none"> <li><b>(1) Register of shareholders;</b></li> <li><b>(2) Personal data of directors, supervisors, president and other senior executives of the Company, including: (a) current and previous names and aliases; (b) address (domicile); (c) nationality; (d) Full-time and other part-time occupations and positions; and (e) Identity documents and their numbers.</b></li> <li><b>(3) Status of the Company's share capital;</b></li> <li><b>(4) Face value, quantity, highest price and lowest price of each class of shares purchased by the Company since the previous fiscal year, and a report on all expenses paid by the Company for this purpose;</b></li> </ol> </li> </ol>
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Before revision	After revision
	<p>(5) Minutes of the shareholders' meeting, resolutions of the Board of Directors, resolutions of the Board of Supervisors and financial and accounting reports;</p> <p>(6) Stub of corporate bonds (for shareholders' inspection only);</p> <p>(6) Participate in the distribution of the remaining property of the Company based on their shareholdings when the Company is terminated or liquidated;</p> <p>(7) Shareholders who disagree with the resolution on merger or division of the Company made at the shareholders' meeting require the Company to purchase its shares;</p> <p>(8) Other rights stipulated in laws, administrative regulations, departmental rules or these Articles.</p>

**Article 37** Shareholders of the Company shall be obliged to:

- (1) Abide by laws, administrative regulations and these Articles;
- (2) Pay the share capital according to the shares subscribed by them and the way of investment;
- (3) Not withdraw its shares except for the circumstances stipulated by laws and regulations;
- (4) Not abuse shareholders' rights to harm the interests of the Company or other shareholders; not abuse the independent status of the Company as a legal person and the limited liability of shareholders to harm the interests of the Company's creditors;

Shareholders of the Company who abuse the shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation according to law.

Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the Company's creditors shall bear joint and several liabilities for the Company's debts.

- (5) Other obligations stipulated by laws, administrative regulations and these Articles.

**Article 53** Shareholders of the Company shall be obliged to:

- (1) Abide by laws, administrative regulations and these Articles;
- (2) Pay the share capital according to the shares subscribed by them and the way of investment;
- (3) Not withdraw its shares except for the circumstances stipulated by laws and regulations;
- (4) Not abuse shareholders' rights to harm the interests of the Company or other shareholders; not abuse the independent status of the Company as a legal person and the limited liability of shareholders to harm the interests of the Company's creditors;

**(5) Other obligations stipulated by laws, administrative regulations and these Articles. Shareholders of the Company who abuse the shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation according to law.**

**Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the Company's creditors shall bear joint and several liabilities for the Company's debts.**

**Shareholders shall not be liable for any subsequent addition of any share capital except on such terms and conditions as the subscriber of shares agrees to at the time of subscription.**

In case of new clauses added, the serial number will be extended in order

**Article 56 In addition to the obligations required by laws, administrative regulations or the listing rules of the stock exchange where the Company's stocks or GDR are listed, the controlling shareholder shall not make any decisions detrimental to the interests of all or part of the shareholders in exercising his/her voting rights on the following matters:**

Before revision	After revision
	<p><b>(1) Exempt directors and supervisors from the responsibility of acting in good faith for the purpose of the best interests of the Company;</b></p> <p><b>(2) Approve directors and supervisors to deprive the Company’s property in any form (for their own or others’ benefit), including (but not limited to) any opportunity beneficial to the Company;</b></p> <p><b>(3) Approve directors and supervisors to deprive other shareholders of their personal rights and interests (for their own or others’ benefit), including (but not limited to) any distribution rights and voting rights, but excluding the reorganization of the Company reported to the shareholders’ meeting for approval according to these Articles.</b></p> <p><b>The definition of “controlling shareholder” mentioned in this Article is the same as that in the Clause 1 of Article 241 hereof.</b></p>
<p><b>Article 40</b> The shareholders’ meeting, as the authority of the Company, shall exercise the following functions and powers according to law:</p> <p>(1) Decide the Company’s operating policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employees’ representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) Review and approve the report of the Board of Directors;</p> <p>(4) Review and approve the report of the Board of Supervisors;</p> <p>(5) Review and approve the Company’s annual financial budget plan and final accounting plan;</p>	<p><b>Article 57</b> The shareholders’ meeting, as the authority of the Company, shall exercise the following functions and powers according to law:</p> <p>(1) Decide the Company’s operating policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employees’ representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) Review and approve the report of the Board of Directors;</p> <p>(4) Review and approve the report of the Board of Supervisors;</p> <p>(5) Review and approve the Company’s annual financial budget plan and final accounting plan;</p> <p>(6) Review and approve the Company’s profit</p>

<p>(6) Review and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(7) Review and approve the adjustment or change plan of the Company's profit distribution policy;</p> <p>(8) Make resolutions on the increase or decrease of the registered capital of the Company;</p>	<p>distribution plan and loss recovery plan;</p> <p>(7) Review and approve the adjustment or change plan of the Company's profit distribution policy;</p> <p>(8) Make resolutions on the increase or decrease of the registered capital of the Company;</p>
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Before revision	After revision
<p>(9) Make resolutions on the issuance of corporate bonds;</p> <p>(10) Make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(11) Amend the Articles of Association of the Company;</p> <p>(12) Make resolutions on the employment and dismissal of accounting firm by the Company;</p> <p>(13) Consider and approve the guarantee matters stipulated in Article 41 of these Articles;</p> <p>(14) Consider and approve the purchase or sale of major assets by the Company within one year, which exceeds 30% of the total audited assets of the Company in the latest period;</p> <p>(15) Consider and approve the change of the use of raised funds;</p> <p>(16) Consider and approve the equity-based incentive plan and ESOP;</p> <p>(17) Consider and approve related-party transactions between the Company and related parties (except for guarantees provided by the Company, cash assets received by the Company, and debts simply reduced or exempted from the obligations of listed companies) with an amount of more than RMB 30 million and accounting for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(18) Consider other matters that should be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules or these Articles.</p>	<p>(9) Make resolutions on the issuance of corporate bonds;</p> <p>(10) Make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(11) Amend these Articles of Association;</p> <p>(12) Making resolutions on the employment, dismissal or <b>non-renewal</b> of accounting firm by the Company;</p> <p>(13) Consider and approve the guarantee matters stipulated in <b>Article 58</b> of these Articles;</p> <p>(14) Consider and approve the purchase or sale of major assets by the Company within one year, which exceeds 30% of the total audited assets of the Company in the latest period;</p> <p>(15) Consider and approve the change of the use of raised funds;</p> <p>(16) Consider and approve the equity-based incentive plan and ESOP;</p> <p>(17) Consider and approve related-party transactions between the Company and related parties (except for guarantees provided by the Company, cash assets received by the Company, and debts simply reduced or exempted from the obligations of listed companies) with an amount of more than RMB 30 million and accounting for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p><b>(18) Consider the proposals of shareholders who hold more than 3% (inclusive) of the voting shares of the Company individually or collectively;</b></p> <p>(19) Consider other matters that should be decided by the shareholders' meeting as stipulated by laws, administrative regulations,</p>



	<p>departmental rules or these Articles.</p> <p><b>The above-mentioned functions and powers of the shareholders' meeting shall not be exercised by the Board of Directors or other institutions and individuals in the form of authorization.</b></p>
<p><b>Article 41</b> The following external guarantee behaviors of the Company shall be considered and approved by the shareholders' meeting:</p> <p>(1) Any guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</p>	<p><b>Article 58</b> The following external guarantee behaviors of the Company shall be considered and approved by the shareholders' meeting:</p> <p>(1) Guarantees with a single guarantee amount exceeding 10% of the latest audited net assets;</p>

Before revision	After revision
<p>(2) Any guarantee provided after the total amount of external guarantee by the Company exceeds 30% of the total audited assets in the latest period;</p> <p>(3) The guarantee amount of the Company within one year exceeds 30% of the Company's total audited assets in the latest period;</p> <p>(4) Guarantees provided for guarantee objects with asset-liability ratio exceeding 70%;</p> <p>(5) Guarantees with a single guarantee amount exceeding 10% of the latest audited net assets;</p> <p>(6) Guarantees provided to shareholders, actual controllers and their related parties.</p>	<p>(2) Any guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(3) Any guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries exceeds 30% of the latest audited net assets;;</p> <p>(4) Guarantees exceeding 30% of the Company's latest audited total assets <b>according to the principle of cumulative calculation of guarantee amount within 12 consecutive months;</b></p> <p>(5) Guarantees provided for guarantee objects with asset-liability ratio exceeding 70% <b>according to the data in the latest financial statements;</b></p> <p>(6) Guarantees provided to shareholders, actual controllers and their related parties.</p> <p><b>(7) Other guarantees stipulated by Shanghai Stock Exchange or these Articles.</b></p> <p><b>For any guarantee matter within the scope of authority of the Board of Directors, in addition to the approval of more than half of all directors, it shall also be approved by more than two-thirds of the directors present at the board meeting. When the shareholders' meeting of the Company considers the guarantee mentioned in Item (4) of the preceding paragraph, it shall be approved by more than two-thirds of the voting rights held by shareholders present.</b></p>

<p><b>Article 42</b> The shareholders' meeting is divided into annual general meeting and extraordinary general meeting. The annual general meeting shall be held once a year within 6 months after the end of the previous fiscal year.</p> <p><b>Article 43</b> Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months as of the date of occurrence:</p> <p>(1) When the number of directors is less than 2/3 of the number stipulated in the Company Law or in these Articles;</p> <p>(2) When the unrecovered losses of the Company reach 1/3 of the total paid-in share capital;</p>	<p><b>Article 59</b> The shareholders' meeting is divided into annual general meeting and extraordinary general meeting. The annual general meeting shall be held once a year within 6 months after the end of the previous fiscal year.</p> <p>Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months as of the date of occurrence:</p> <p>(1) When the number of directors is less than 2/3 of the number stipulated in the Company Law or in these Articles;</p> <p>(2) When the unrecovered losses of the Company reach 1/3 of the total paid-in share capital;</p>
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Before revision	After revision
<p>(3) When a shareholder holding more than 10% of the Company’s shares individually or jointly requests to hold;</p> <p>(4) When the Board of Directors deems it necessary;</p> <p>(5) When the Board of Supervisors proposes to convene the meeting;</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental rules or these Articles.</p>	<p>(3) When a shareholder holding more than 10% <b>(inclusive)</b> of the Company’s shares individually or jointly requests to hold <b>in writing</b>;</p> <p>(4) When the Board of Directors deems it necessary;</p> <p>(5) When the Board of Supervisors proposes to convene the meeting;</p> <p><b>(6) When two or more independent directors propose to hold the meeting;</b></p> <p>(7) Other circumstances stipulated by laws, administrative regulations, departmental rules or these Articles.</p>
<p><b>Article 48</b> Shareholders holding more than 10% of the Company’s shares individually or jointly have the right to request the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and these Articles, give written feedback on whether to agree or disagree with the convening of the extraordinary general meeting within 10 days after receiving the request.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after making the resolution of the Board of Directors, and the change of the original request in the notice shall be approved by relevant shareholders.</p>	<p><b>Article 64</b> Shareholders holding more than 10% of the Company’s shares individually or jointly have the right to request the Board of Directors to convene an extraordinary general meeting in writing and <b>clarify the topics of the meeting</b>. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and these Articles, give written feedback on whether to agree or disagree with the convening of the extraordinary general meeting within 10 days after receiving the <b>written</b> request.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after making the resolution of the Board of Directors, and the change of the original request in the notice shall be approved by relevant shareholders.</p>

<p><b>Article 49</b> If the Board of Supervisors or shareholders decide to convene the shareholders' meeting on their own, they shall notify the Board of Directors in writing and file with the local office of CSRC and the stock exchange of the place where the Company is located.</p> <p>Before the announcement of the resolution of the shareholders' meeting, the shareholding ratio of shareholders convening the meeting shall not be less than 10%.</p> <p>The Board of Supervisors or shareholders convening the meeting shall, when issuing the notice of shareholders' meeting and the announcement of the resolution of shareholders' meeting, submit relevant supporting materials to the local office of CSRC and the stock exchange of the place where the Company is located.</p>	<p><b>Article 65</b> If the Board of Supervisors or shareholders decide to convene the shareholders' meeting on their own, they shall notify the Board of Directors in writing and <b>file with the Stock Exchange at the same time.</b></p> <p>Before the announcement of the resolution of the shareholders' meeting, the shareholding ratio of shareholders convening the meeting shall not be less than 10%.</p> <p>The Board of Supervisors or shareholders convening the meeting shall, when issuing the notice of shareholders' meeting and the announcement of the resolution of shareholders' meeting, submit relevant supporting materials to the local office of CSRC and the stock exchange of the place where the Company is located.</p>
<p><b>Article 50</b> The Board of Directors and the Secretary of the Board shall cooperate with the shareholders' meeting convened by the Board of Supervisors or shareholders themselves. The Board of Directors shall provide the register of shareholders on the date of record.</p>	<p>Article 60 The Board of Directors and the Secretary of the Board shall cooperate with the shareholders' meeting convened by the Board of Supervisors or shareholders themselves. The Board of Directors shall provide the register of shareholders on the date of record.</p>

Before revision	After revision
	<p><b>If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for obtaining it with the announcement related to the notice of convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening a shareholders' meeting.</b></p>
<p><b>Article 51</b> The expenses necessary for a shareholders' meeting convened by the Board of Supervisors or shareholders themselves shall be borne by the Company.</p>	<p><b>Article 67</b> The expenses necessary for a shareholders' meeting convened by the Board of Supervisors or shareholders themselves shall be borne by the Company.</p> <p><b>If the Board of Supervisors or shareholders convene a shareholders' meeting on their own due to the disapproval of the Board of Directors in Article 64 hereof, relevant expenses shall be deducted from the amount owed by the Company to the negligent directors.</b></p>
<p><b>Article 53</b> When the Company convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholders holding more than 3% of the Company's shares individually or jointly have the right to submit proposals to the Company.</p> <p>Shareholders holding more than 3% of the Company's shares individually or jointly may put forward interim proposal and submit it in writing to the convener 10 days before the shareholders' meeting. The convener shall, within 2 days after receiving the proposal, issue a supplementary notice of meeting and announce the contents of the interim proposal.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of meeting or add any new proposals after issuing</p>	<p>Article 69 When the Company convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholders holding more than 3% of the Company's shares individually or jointly have the right to submit proposals to the Company.</p> <p>Shareholders holding more than 3% of the Company's shares individually or jointly may put forward interim proposal and submit it in writing to the convener 10 days before the shareholders' meeting. <b>If the proposal complies with Article 68 hereof</b>, the convener shall, within 2 days after receiving the proposal, issue a supplementary notice of meeting and announce the contents of the interim proposal.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of meeting or add any new proposals after issuing</p>

<p>the notice of meeting.</p> <p>Proposals not listed in the notice of meeting or inconsistent with Article 52 of these Articles shall not be voted and resolved at the shareholders' meeting.</p>	<p>the notice of meeting.</p> <p>Proposals not listed in the notice of meeting or inconsistent with <b>Article 68</b> of these Articles shall not be voted and resolved at the shareholders' meeting.</p>
<p><b>Article 54</b> The convener shall notify all shareholders by public announcement 20 days before the annual general meeting, and 15 days before the extraordinary general meeting.</p>	<p><b>Article 70</b> The convener shall notify all shareholders by public announcement 20 days before the annual general meeting, and 15 days before the extraordinary general meeting.</p> <p><b>Any matters not stated in the notice of meeting shall not be decided at an extraordinary general meeting.</b></p>

Before revision	After revision
	<p><b>When calculating the interval between the notice of shareholders' meeting and the date of meeting, it shall not include the date of meeting, but include the date when the notice is issued.</b></p>
<p><b>Article 55</b> A notice of shareholders' meeting shall include the following contents:</p> <p>(1) Time, place and duration of the meeting;</p> <p>(2) Matters and proposals submitted to the meeting for deliberation;</p> <p>(3) Explain in conspicuous words: All shareholders have the right to attend the shareholders' meeting, and may entrust a proxy who may not be the Company's shareholder in writing to attend the meeting and vote;</p> <p>(4) Date of record of shareholders who have the right to attend the shareholders' meeting;</p> <p>(5) Name and telephone number of the permanent contact person for the conference.</p> <p>(6) Voting time and procedure by online or other means.</p> <p>The notice of shareholders' meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals. If the matter to be discussed requires the opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice of shareholders' meeting or the supplementary notice is issued.</p> <p>The starting time of voting at the shareholders' meeting by online or other means shall not be earlier than 3:00 pm on the day before the on-</p>	<p><b>Article 71</b> A notice of shareholders' meeting shall <b>meet the following requirements:</b></p> <p><b>(1) In writing;</b></p> <p><b>(2) Specify</b> the time, place and duration of the meeting;</p> <p><b>(3) Explain</b> the matters and proposals submitted to the meeting for deliberation;</p> <p><b>(4) Provide shareholders with the information and explanations needed to enable shareholders to make wise decisions on the matters to be discussed. This principle includes (but is not limited to) that when the Company proposes a merger, share repurchase, share capital reorganization or other reorganization, it should provide specific conditions and contracts (if any) of the proposed transaction, and give a careful explanation of its causes and consequences;</b></p> <p><b>(5) If any director, supervisor, president or other senior executives has a material interest in the matters to be discussed, they shall disclose the nature and extent of their interest; if the influence of the matter discussed on the director, supervisor, president and other senior executives as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</b></p> <p><b>(6) Contain the full text of any special resolution to be proposed for adoption at the meeting;</b></p> <p>(7) Explain in conspicuous words: All shareholders have the right to attend the shareholders' meeting, and may entrust a proxy who may not be the Company's shareholder in writing to attend the meeting and vote;</p> <p><b>(8) Specify the time and place of service of the power of attorney for voting proxy at the meeting;</b></p> <p><b>(9) Specify</b> the date of record stating the</p>



<p>site shareholders' meeting, and shall not be later than 9:30 am on the day when the on-site shareholders' meeting is held, and its ending time shall not be earlier than 3:00 pm on the day when the on-site shareholders' meeting ends.</p> <p>The interval between the date of record and the meeting date shall not exceed 7 working days. The date of record confirmed shall not be changed.</p>	<p>shareholders who have the right to attend the shareholders' meeting;</p>
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<b>Before revision</b>	<b>After revision</b>
	<p><b>(10) Give</b> the name and telephone number of the permanent contact person for the meeting;</p> <p>(11) Voting time and procedures of online voting or other means.</p> <p>The notice of shareholders' meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals.</p> <p>If the matter to be discussed requires the opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice of shareholders' meeting or the supplementary notice is issued.</p> <p>The starting time of voting at the shareholders' meeting by online or other means shall not be earlier than 3:00 pm on the day before the on-site shareholders' meeting, and shall not be later than 9:30 am on the day when the on-site shareholders' meeting is held, and its ending time shall not be earlier than 3:00 pm on the day when the on-site shareholders' meeting ends.</p> <p>The interval between the date of record and the meeting date shall not exceed 7 working days.</p> <p>The date of record confirmed shall not be changed.</p>

In case of new clauses added, the serial number will be extended in order

**Article 72** The notice of shareholders' meeting shall be sent to shareholders (whether they have voting rights at the meeting or not) by special person or postpaid mail, unless otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or GDR are listed or these Articles. The address of recipients shall be the addresses registered in the register of shareholders. For A-share shareholders, the notice of meeting may also be sent by public announcement.

The announcement mentioned in the preceding paragraph shall be published on the website of the stock exchange and the media meeting the conditions stipulated by CSRC within the period of meeting the requirements of Article 70 of these Articles. Once announced, it shall be deemed that all A-share shareholders have received the notice of meeting.

**GDR equity holders shall be notified in accordance with the relevant laws and regulations of the securities regulatory authority and stock exchange where GDR is listed.**

Before revision	After revision
<p><b>Article 56</b> Where the shareholders' meeting intends to discuss the election of directors and supervisors, the detailed information of the candidates for directors and supervisors shall be fully disclosed in the notice of shareholders' meeting, including at least the following contents:</p> <p>(1) Educational background, work experience, part-time jobs and other personal details;</p> <p>(2) Whether they are related to the Company or its controlling shareholder and actual controller;</p> <p>(3) Disclose the number of the Company's shares held by them;</p> <p>(4) Whether they have been punished by the CSRC and other relevant departments and disciplined by the stock exchange.</p> <p>In addition to the cumulative voting system for the election of directors and supervisors, each candidate for director and supervisor shall be proposed in a single proposal.</p>	<p><b>Article 73</b> Where the shareholders' meeting intends to discuss the election of directors and supervisors, the detailed information of the candidates for directors and supervisors shall be fully disclosed in the notice of shareholders' meeting, including at least the following contents:</p> <p>(1) Educational background, work experience, part-time jobs and other personal details;</p> <p>(2) Whether they are related to the Company or its controlling shareholder and actual controller;</p> <p>(3) Disclose the number of the Company's shares held by them;</p> <p>(4) Whether they have been punished by the CSRC and other relevant departments and disciplined by the stock exchange.</p> <p>In addition to the cumulative voting system for the election of directors and supervisors, each candidate for director and supervisor shall be proposed in a single proposal.</p>

<p><b>Article 59</b> All shareholders or their proxies registered on the date of record have the right to attend the shareholders’ meeting, and exercise voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Shareholders may attend the shareholders’ meeting in person or entrust proxies to attend and vote on their behalf.</p>	<p><b>Article 76</b> All shareholders or their proxies registered on the date of record have the right to attend the shareholders’ meeting, and exercise voting rights in accordance with relevant laws, regulations and these Articles.</p> <p><b>Any shareholder who has the right to attend and vote</b> at the shareholders’ meeting may attend the shareholders’ meeting in person, or <b>entrust one or more people (the proxy may not be a shareholder) as his/her proxy</b> to attend and vote on his/her behalf.</p> <p><b>The shareholder’s proxy may exercise the following rights according to the entrustment of the shareholder:</b></p> <ul style="list-style-type: none"> <li><b>(1) Right to speak at the meeting;</b></li> <li><b>(2) Request to vote by ballot on his/her own or together with others;</b></li> <li><b>(3) Exercise voting rights by show of hands or ballot, but if more than one proxy is appointed, they can only exercise voting rights by ballot.</b></li> </ul>
<p><b>Article 62</b> The power of attorney shall indicate whether the proxy of shareholder can vote according to his/her own wishes if the shareholder does not give specific instructions.</p>	<p><b>Article 79</b> The form of power of attorney issued by the <b>Board of Directors to a shareholder for the appointment of proxy shall allow the shareholder to freely choose to instruct the proxy to vote for or against, and to give instructions on matters to be voted on for each topic of the meeting.</b></p>

Before revision	After revision
	<p>The power of attorney shall indicate whether the proxy of shareholder can vote according to his/her own wishes if the shareholder does not give specific instructions.</p>
<p><b>Article 63</b> If the power of attorney for voting is signed by another person authorized by the consigner, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents, and the power of attorney for voting shall be kept at the Company’s premise or other place specified in the notice calling the meeting.</p> <p>If the consigner is a legal person, its legal representative or a person authorized by resolutions of the Board of Directors or other decision-making bodies shall attend the shareholders’ meeting of the Company as a representative.</p>	<p><b>Article 80</b> <b>The power of attorney for voting shall be kept at the Company’s domicile or other place specified in the notice of meeting at least 24 hours before the relevant meeting at which the voting entrusted in the power of attorney is organized, or 24 hours before the designated voting time (or before the deadline of the notice of meeting).</b> If the power of attorney for voting is signed by another person authorized by the consigner, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents, and the power of attorney for voting shall be kept at the Company’s premise or other place specified in the notice calling the meeting.</p> <p>If the consigner is a legal person, its legal representative or a person authorized by resolutions of the Board of Directors or other decision-making bodies shall attend the shareholders’ meeting of the Company as a representative.</p> <p><b>If the consigner died, is incapacitated, withdraws the appointment, or withdraws the authorization to sign the appointment, or his/her shares have been transferred before the voting, the voting made by the</b></p>

	<p>shareholder's proxy in accordance with the power of attorney shall remain valid as long as the Company has not received written notice of these matters before the start of meeting.</p>
<p><b>Article 66</b> When the shareholders' meeting is held, all directors, supervisors and Secretary of the Board of the Company shall attend the meeting, and managers and other senior executives shall attend the meeting as nonvoting delegates.</p>	<p><b>Article 83</b> When the shareholders' meeting is held, all directors, supervisors and Secretary of the Board of the Company shall attend the meeting, and the president and other senior executives shall attend the meeting as nonvoting delegates.</p>
<p><b>Article 67</b> The shareholders' meeting shall be presided over by the Chairman of the Board of Directors. When the Chairman is unable or fails to perform his duties, the meeting shall be presided over by the Vice Chairman (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it). When the Vice Chairman is unable or fails to</p>	<p><b>Article 84</b> The shareholders' meeting shall be convened by the Board of Directors according to law, and the shareholders' meeting convened by the Board of Directors shall be presided over by the Chairman of the Board of Directors. When the Chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman (if the Company has two or more co-chairmen, the</p>

perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

**co-chairman jointly recommended by more than half of the directors shall preside over the meeting) shall preside over the meeting.**  
**When the co-chairman is unable or fails to perform his duties,** the meeting shall be presided over by the Vice Chairman (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it). When the Vice Chairman is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.



Before revision	After revision
<p>The Chairman of the Board of Supervisors shall preside over the shareholders' meeting convened by the Board of Supervisors. When the Chairman is unable or fails to perform his duties, the meeting shall be presided over by the Vice Chairman of the Board of Supervisors. When the Vice Chairman is unable or fails to perform his duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.</p> <p>The shareholders' meeting convened by shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>If the shareholders' meeting is interrupted because the presiding officer violates the rules of procedure, one person may be elected as the presiding officer at the meeting to continue the meeting with the consent of more than half of the shareholders with voting rights present at the meeting.</p>	<p>The Chairman of the Board of Supervisors shall preside over the shareholders' meeting convened by the Board of Supervisors. When the Chairman is unable or fails to perform his duties, the meeting shall be presided over by the Vice Chairman of the Board of Supervisors. When the Vice Chairman is unable or fails to perform his duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.</p> <p>The shareholders' meeting convened by shareholders themselves shall be presided over by a representative elected by the convener. <b>If, for any reason, the convener cannot elect a representative to preside over the meeting, it shall be presided over by the shareholder (including his/her proxy) who holds the most voting shares among the conveners.</b></p> <p>If the shareholders' meeting is interrupted because the presiding officer violates the rules of procedure, one person may be elected as the presiding officer at the meeting to continue the meeting with the consent of more than half of the shareholders with voting rights present at the meeting.</p>
<p><b>Article 72</b> The minutes of the shareholders' meeting shall be taken and kept by the Secretary of the Board. The minutes of the meeting contain the following contents:</p> <p>(1) Time, place, agenda and the name of the convener of the meeting;</p>	<p><b>Article 89</b> The minutes of the shareholders' meeting shall be taken and kept by the Secretary of the Board. The minutes of the meeting contain the following contents:</p> <p>(1) Time, place, agenda and the name of the convener of the meeting;</p> <p>(2) Names of the presiding officer of the meeting</p>

<p>(2) Names of the presiding officer of the meeting and directors, supervisors, managers and other senior executives attending the meeting or attending the meeting without voting rights;</p> <p>(3) Number of shareholders and proxies attending the meeting, the total number of voting shares held and their proportion to the total number of shares of the Company;</p>	<p>and directors, supervisors, president and other senior executives attending the meeting or attending the meeting without voting rights;</p> <p>(3) Number of shareholders and proxies attending the meeting, the total number of voting shares held and their proportion to the total number of shares of the Company;</p>
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Before revision	After revision
<p>(4) Deliberation process, key points and voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) Names of lawyer, teller and scrutineer;</p> <p>(7) Other contents stipulated in these Articles that should be included in the minutes of the meeting.</p>	<p>(4) Deliberation process, key points and voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) Names of lawyer, teller and scrutineer;</p> <p>(7) Other contents stipulated in these Articles that should be included in the minutes of the meeting.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 92 Shareholders may access to copies of meeting minutes free of charge during office hours of the Company. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after receiving the reasonable fee.</b></p>
<p><b>Article 76</b> The following matters shall be approved by ordinary resolutions at the shareholders' meeting:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) Profit distribution plan and loss recovery plan drawn up by the Board of Directors;</p> <p>(3) Appointment and dismissal of directors and supervisors, as well as their remuneration and payment methods;</p> <p>(4) The Company's annual budget plan and final accounting plan;</p> <p>(5) The Company's annual report;</p> <p>(6) Other matters except those stipulated by laws, administrative regulations or these Articles that should be approved by special</p>	<p><b>Article 94</b> The following matters shall be approved by ordinary resolutions at the shareholders' meeting:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) Profit distribution plan and loss recovery plan drawn up by the Board of Directors;</p> <p>(3) Appointment and dismissal of directors and supervisors, as well as their remuneration and payment methods;</p> <p><b>(4) The Company's annual budget plan, final accounting plan, balance sheet, income statement and other financial statements;</b></p> <p>(5) The Company's annual report;</p> <p>(6) Other matters except those stipulated by laws, administrative regulations or these Articles that should be approved by special resolutions.</p>

<p>resolutions.</p>	
<p><b>Article 77</b> The following matters shall be approved by special resolutions of the shareholders' meeting:</p> <p>(1) Increases or decrease of the Company's registered capital;</p> <p>(2) Division, merger, dissolution and liquidation of the Company;</p>	<p><b>Article 95</b> The following matters shall be approved by special resolutions of the shareholders' meeting:</p> <p>(1) Increases or decrease of the Company's registered capital <b>and issuance of any kind of stocks, warrants and other similar securities;</b></p>

Before revision	After revision
<p>(3) Amendment to these Articles;</p> <p>(4) The Company purchases or sells major assets within one year or the amount of guarantee exceeds 30% of the total audited assets of the Company in the latest period;</p> <p>(5) Equity-based incentive plan;</p> <p>(6) Other matters stipulated by laws, administrative regulations or these Articles, as well as those that will impose a significant impact on the Company as determined by ordinary resolutions of the shareholders' meeting and need to be approved by special resolutions.</p>	<p><b>(2) Issuance of corporate bonds;</b></p> <p>(3) Division, merger, <b>change of corporate form</b>, dissolution and liquidation of the Company;</p> <p>(4) Amendment to these Articles;</p> <p>(5) The Company purchases or sells major assets within one year or the amount of guarantee exceeds 30% of the total audited assets of the Company in the latest period;</p> <p>(6) Equity-based incentive plan;</p> <p>(7) Other matters stipulated by laws, administrative regulations or these Articles, as well as those that will impose a significant impact on the Company as determined by ordinary resolutions of the shareholders' meeting and need to be approved by special resolutions.</p>
<p><b>Article 78</b> Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares they represent, and each share shall have one vote.</p> <p>When the shareholders' meeting deliberates major issues affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.</p> <p>The Company's shares held by the Company have no voting rights, and such shares are not included in the total number of voting shares</p>	<p><b>Article 96</b> Shareholders (including their proxies) shall <b>exercise their voting rights at the shareholders' meeting</b> according to the number of voting shares they represent, and each share shall have one vote.</p> <p>When the shareholders' meeting deliberates major issues affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.</p> <p>The Company's shares held by the Company have no voting rights, and such shares are not included in the total number of voting shares held by shareholders present at the shareholders' meeting.</p>

<p>held by shareholders present at the shareholders' meeting.</p> <p>If the purchase of voting shares of the Company by a shareholder violates the provisions of Clauses 1 and 2 of Article 63 of <i>the Securities Law</i>, the shares exceeding the prescribed proportion shall not have the voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights at the shareholders' meeting.</p>	<p>If the purchase of voting shares of the Company by a shareholder violates the provisions of Clauses 1 and 2 of Article 63 of <i>the Securities Law</i>, the shares exceeding the prescribed proportion shall not have the voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights at the shareholders' meeting.</p>
<p><b>Article 81</b> Unless the Company is in crisis or other special circumstances, the Company shall not enter into a contract with a person other than the directors, managers and other senior executives to entrust the management of all or material business of the Company to that person without the approval of a special resolution of the shareholders' meeting.</p>	<p><b>Article 99</b> Unless the Company is in crisis or other special circumstances, the Company shall not enter into a contract with a person other than the directors, <b>supervisors, president</b> and other senior executives to entrust the management of all or material business of the Company to that person without the approval of a special resolution of the shareholders' meeting.</p>

Before revision	After revision
<p><b>Article 86</b> The shareholders' meeting shall make voting by open ballot.</p>	<p><b>Article 104</b> Except for the proposals concerning the procedures or administrative matters of the shareholders' meeting, which can be decided by the chairman of the meeting in good faith and voted by show of hands in accordance with laws, administrative regulations, the listing rules stock exchange where the Company's stocks or GDR are listed, the shareholders' meeting shall make voting by open ballot. <b>If the matter on which a ballot is requested is the election of the chairpersons of the meeting or the suspension of the meeting, a ballot shall be taken immediately. For other matters on which a ballot, the chairman of the meeting shall decide the voting time, and the meeting may continue to discuss other matters. The voting result shall still be deemed as the resolution passed at the meeting.</b></p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 105</b> In case of ballot, shareholders (including their proxies) with two or more voting rights need not vote all the way up or down, except as otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or GDR is listed.</p> <p><b>In the event of equal opposition and affirmative vote, whether by a show of hands or by a ballot, the shareholder who acts as the presiding officer of the meeting has the right to vote one more vote, unless otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or GDR is listed.</b></p>
<p><b>Article 88</b> The closing time of the on-site shareholders' meeting shall not be earlier than that of the meeting held by online or other means. The presiding officer of the meeting shall announce the voting situation and results of each proposal, and announce whether the proposal is passed or not according to the voting results.</p>	<p><b>Article 107</b> The closing time of the on-site shareholders' meeting shall not be earlier than that of the meeting held by online or other means. The presiding officer of the meeting shall announce the voting situation and results of each proposal, and <b>decide on whether to pass the resolution according to the voting results, which shall be final and announced at the meeting and recorded in the minutes of the meeting.</b></p> <p>Before the voting results are officially</p>

<p>Before the voting results are officially announced, the listed companies, tellers, scrutineers, major shareholders, network service providers and other relevant parties involved in the on-site, online and other voting methods of shareholders' meeting have the obligation to keep the voting confidential.</p>	<p>announced, the listed companies, tellers, scrutineers, major shareholders, network service providers and other relevant parties involved in the on-site, online and other voting methods of shareholders' meeting have the obligation to keep the voting confidential.</p>
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Before revision	After revision
<p><b>Article 89</b> Shareholders present at the shareholders’ meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain from voting. The securities registration and clearing institution, as the nominal holder of Shanghai-Hong Kong Stock Connect, shall declare according to the intention of the actual holder.</p> <p>Votes that are not filled in, incorrectly filled in or illegible in handwriting shall be deemed as waivers of voting rights by voters, and the voting results of the shares held by voters shall be counted as “abstain from voting”.</p>	<p><b>Article 108</b> Shareholders present at the shareholders’ meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain from voting. The securities registration and clearing institution, as the nominal holder of Shanghai-Hong Kong Stock Connect or A-shares corresponding to GDR, shall declare according to the intention of the actual holder.</p> <p>Votes that are not filled in, incorrectly filled in or illegible in handwriting shall be deemed as waivers of voting rights by voters, and the voting results of the shares held by voters shall be counted as “abstain from voting”.</p>
<p><b>Article 90</b> If the presiding officer of the meeting has any doubts about the result of the resolution submitted for voting, he/she may organize the counting of votes. If the presiding officer fails to count the votes, and the shareholders or their proxies present at the meeting disagree with the results announced by the presiding officer, they have the right to request the counting of votes immediately after the announcement of voting results, and the presiding officer shall immediately organize the counting of votes.</p>	<p><b>Article 109</b> If the presiding officer of the meeting has any doubts about the result of the resolution submitted for voting, he/she may organize the counting of votes. If the presiding officer fails to count the votes, and the shareholders or their proxies present at the meeting disagree with the results announced by the presiding officer, they have the right to request the counting of votes immediately after the announcement of voting results, and the presiding officer shall immediately organize the counting of votes.</p> <p><b>If votes are counted at the shareholders’ meeting, the counting results shall be recorded in the minutes of the meeting.</b></p> <p><b>The minutes of the meeting, together with the autograph book of the shareholders present</b></p>

	<p><b>and the proxy for attendance, shall be kept at the domicile of the Company.</b></p>
<p><b>Article 95</b> A director of the Company is a natural person and cannot serve as a director of the Company under any of the following circumstances:</p> <p>(1) The director has no capacity for civil conduct or limited capacity for civil conduct;</p> <p>(2) The director is sentenced to criminal punishment for embezzlement, bribery, encroachment on property, misappropriation of property or disruption of the socialist economic order, and less than 5 years have elapsed since the expiration of the term of execution, or he/she has been deprived of political rights for a crime, and less than 5 years have elapsed since the expiration of the term of execution;</p>	<p><b>Revise and move to other chapters</b></p>

Before revision	After revision
<p>(3) The director has served as a director or factory director or manager of a company or enterprise that has been bankrupt and liquidated, and is personally responsible for the bankruptcy, and less than 3 years have elapsed since the completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(4) The director has served as the legal representative of a company or enterprise whose business license has been revoked or ordered to close down due to violation of law and bears personal responsibility, and less than 3 years have elapsed since the business license of the company or enterprise was revoked;</p> <p>(5) A large amount of debts incurred by the director are not paid off at maturity;</p> <p>(6) The director is punished by the CSRC for banning entry into the securities market, and the term of ban has not expired;</p> <p>(7) Other circumstances stipulated by laws, administrative regulations or departmental rules.</p> <p>If a director is elected or appointed in violation of the provisions of this article, the election, appointment or appointment shall be invalid. In case of any circumstance under this article during the term of office of a director, the Company shall remove him/her from the post.</p>	

**Article 96** Directors shall be elected or replaced at the shareholders' meeting, and may be dismissed at the shareholders' meeting before the expiration of their term of office. The term of office of a director is three years, and he/she can be re-elected upon expiration of his/her term of office.

The term of office of a director shall be calculated from the date of taking office until the expiration of the term of office of the current Board of Directors. If a director fails to be re-elected in time upon expiration of his/her term of office, the former director shall still perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and these Articles before the re-elected director takes office.

Directors may be concurrently held by managers or other senior executives, but the total number of directors who concurrently hold the positions of managers or other senior executives and directors held by employees' representatives shall not exceed 1/2 of the total number of directors of the Company.

**Article 114** Directors shall be elected or replaced at the shareholders' meeting, and may be dismissed at the shareholders' meeting before the expiration of their term of office. The term of office of a director is three years, and he/she can be re-elected upon expiration of his/her term of office.

The term of office of a director shall be calculated from the date of taking office until the expiration of the term of office of the current Board of Directors. If a director fails to be re-elected in time upon expiration of his/her term of office, the former director shall still perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and these Articles before the re-elected director takes office.

Directors may be concurrently held by the president or other senior executives, but the total number of directors who concurrently hold the positions of president or other senior executives and directors held by employees' representatives shall not exceed 1/2 of the total number of directors of the Company.

Before revision	After revision
	<b>Directors may not hold shares in the Company.</b>
<p><b>Article 107</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) Convene the shareholders' meeting and report the work to the shareholders' meeting;</p> <p>(2) Implement the resolutions of the shareholders' meeting;</p> <p>(3) Decide on the Company's business plan and investment plan;</p> <p>(4) Prepare the Company's annual financial budget plan and final accounting plan;</p> <p>(5) Prepare the Company's profit distribution plan and loss recovery plan;</p> <p>(6) Prepare the Company's plans for increasing or decreasing the registered capital, issuing bonds or other securities and listing;</p> <p>(7) Draw up the Company's plans for major acquisition, acquisition of shares of the Company, merger, division, dissolution and change of corporate form;</p> <p>(8) Decide on the Company's outbound investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted financial management, related-party transactions, donation and other matters within the scope authorized by the shareholders' meeting;</p> <p>(9) Decide on the establishment of the internal management organization of the Company;</p> <p>(10) Appoint or dismiss the managers and</p>	<p><b>Article 125</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) Convene the shareholders' meeting and report the work to the shareholders' meeting;</p> <p>(2) Implement the resolutions of the shareholders' meeting;</p> <p>(3) Decide on the Company's business plan and investment plan;</p> <p>(4) Prepare the Company's annual financial budget plan and final accounting plan;</p> <p>(5) Prepare the Company's profit distribution plan and loss recovery plan;</p> <p>(6) Prepare the Company's plans for increasing or decreasing the registered capital, issuing bonds or other securities and listing;</p> <p>(7) Draw up the Company's plans for major acquisition, acquisition of shares of the Company, merger, division, dissolution and change of corporate form;</p> <p>(8) Decide on the Company's outbound investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted financial management, related-party transactions, donation and other matters within the scope authorized by the shareholders' meeting;</p> <p>(9) Decide on the establishment of the internal management organization of the Company;</p> <p>(10) Appoint or dismiss the <b>President</b> and Secretary of the Board of the Company; appoint</p>

<p>Secretary of the Board of the Company; appoint or dismiss senior executives such as deputy managers and CFO according to the nomination of managers, and decide their remuneration, rewards and punishments;</p> <p>(11) Prepare the basic management system of the Company;</p> <p>(12) Prepare the amendment plan of the Articles of Association;</p> <p>(13) Manage the information disclosure of the Company;</p> <p>(14) Request to the shareholders' meeting to hire or replace an accounting firm auditing for the Company;</p> <p>(15) Listen to the work report of the Company's managers and inspect their work;</p>	<p>or dismiss <b>senior executives such as CEO, Vice President and Chief Financial Officer of the Company according to the nomination of the President</b>, and decide on their remuneration, rewards and punishments;</p> <p>(11) Prepare the basic management system of the Company;</p> <p>(12) Prepare the amendment plan of the Articles of Association;</p> <p>(13) Manage the information disclosure of the Company;</p> <p>(14) Request to the shareholders' meeting to hire or replace an accounting firm auditing for the Company;</p> <p>(15) Listen to the work report of the President of the Company and inspect his/her work;</p>
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Before revision	After revision
<p>(16) Other functions and powers granted by laws, administrative regulations, departmental rules or these Articles.</p> <p>The Board of Directors of the Company shall set up an Audit Committee, and set up relevant special committees such as Strategy Committee, Nomination Committee, Remuneration and Assessment Committee as needed. These special committees shall be responsible to the Board of Directors and perform their duties in accordance with these Articles and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for deliberation. The members of special committees are all composed of directors, among which independent directors account for the majority and serve as conveners in the Audit Committee, Nomination Committee and Remuneration and Assessment Committee, and the convener of the Audit Committee is an accounting professional. The Board of Directors is responsible for formulating the working rules of special committees and standardizing the operation of special committees.</p>	<p>(16) Other functions and powers granted by laws, administrative regulations, departmental rules or these Articles.</p> <p><b>Where the Board of Directors makes the resolution mentioned in the preceding paragraph, except for items (6), (7) and (12), it must be agreed by more than two-thirds of the directors present at the board meeting, and other matters may be voted by more than half of the directors present at the board meeting. Matters beyond the scope authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.</b></p> <p><b>Article 126</b> The Board of Directors of the Company shall set up an Audit Committee, and set up relevant special committees such as Strategy Committee, Nomination Committee, Remuneration and Assessment Committee as needed. These special committees shall be responsible to the Board of Directors and perform their duties in accordance with these Articles and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for deliberation. The members of special committees are all composed of directors, among which independent directors account for the majority and serve as conveners in the Audit Committee, Nomination Committee and Remuneration and Assessment Committee, and the convener of the Audit Committee is an accounting professional. The Board of Directors is responsible for formulating the working rules of special committees and standardizing the operation of special committees.</p>

In case of new clauses added, the serial number will be extended in order

**Article 127** When the Board of Directors disposes of fixed assets, the Board of Directors shall not dispose or agree to dispose of the fixed assets without the approval of the shareholders' meeting, provided that the sum of the expected value of the fixed assets to be disposed and the value of the fixed assets disposed within 4 months prior to the proposed disposal exceeds 33% of the value of the fixed assets shown in the balance sheet recently considered by the shareholders' meeting.

The "disposal of fixed assets" referred to in this Article includes the act of transferring the interests of certain assets, but does not include the act of providing security with fixed assets.

The validity of a transaction in which the Company disposes of fixed assets shall not be affected by violation of the first paragraph of this Article.



Before revision	After revision
<p><b>Article 110</b> The Board of Directors shall have the right to dispose of the Company’s assets, and provide guarantee, investment, financing, related-party transactions, and donation with the Company’s assets within certain limits. When exercising the above rights, the Board of Directors shall follow the principles of legality, compliance, prudence and safety, establish strict review and decision-making procedures, and organize relevant experts and professionals to conduct evaluation and report to the shareholders’ meeting for approval for major investment projects. The specific approval authority of the Board of Directors is as follows:</p> <p>(1) The disposal of assets other than those subject to deliberation and approval by the shareholders’ meeting in Article 40 of these Articles refers to the purchase, sales of assets and restructuring of creditor’s rights and debts;</p> <p>(2) Outbound investment whose total amount does not exceed 30% of the Company’s latest audited total assets in a complete fiscal year, including equity investment, bond investment, entrusted financial management, entrusted loans and other enterprise investment behaviors that comply with laws and regulations;</p> <p>(3) Financing that does not exceed 60% of the audited net assets of the previous year in a complete fiscal year. This financing behavior refers to the debt financing of the Company to</p>	<p><b>Article 130</b> The Board of Directors shall have the right to dispose of the Company’s assets, and provide guarantee, investment, financing, related-party transactions, and donation with the Company’s assets within certain limits. When exercising the above rights, the Board of Directors shall follow the principles of legality, compliance, prudence and safety, establish strict review and decision-making procedures, and organize relevant experts and professionals to conduct evaluation and report to the shareholders’ meeting for approval for major investment projects. The specific approval authority of the Board of Directors is as follows:</p> <p>(1) The disposal of assets other than those subject to deliberation and approval by the shareholders’ meeting in <b>Article 57</b> of these Articles refers to the purchase, sales of assets and restructuring of creditor’s rights and debts;</p> <p>(2) Outbound investment whose total amount does not exceed 30% of the Company’s latest audited total assets in a complete fiscal year, including equity investment, bond investment, entrusted financial management, entrusted loans and other enterprise investment behaviors that comply with laws and regulations;</p> <p>(3) Financing that does not exceed 60% of the audited net assets of the previous year in a complete fiscal year. This financing behavior refers to the debt financing of the Company to financial institutions and other enterprises (but excluding the issuance of bonds).</p>

<p>financial institutions and other enterprises (but excluding the issuance of bonds).</p> <p>(4) External guarantees except those listed in Article 41 of these Articles (including but not limited to asset mortgage, pledge, and guarantee, etc.);</p> <p>(5) In a complete fiscal year, the Company has related-party transactions with related natural persons with a transaction amount of more than RMB 300,000 (except external guarantee), and related-party transactions with related legal persons with a transaction amount of more than RMB 3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company (except external guarantee).</p>	<p>(4) External guarantees except those listed in <b>Article 58</b> of these Articles (including but not limited to asset mortgage, pledge, and guarantee, etc.);</p> <p>(5) In a complete fiscal year, the Company has related-party transactions with related natural persons with a transaction amount of more than RMB 300,000 (except external guarantee), and related-party transactions with related legal persons with a transaction amount of more than RMB 3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company (except external guarantee).</p>
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Before revision	After revision
<p>When exercising the above functions and powers, the Board of Directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange.</p> <p>The duties and authorities of the Board of Directors specified in these Articles can be decided by the Chairman, General Manager or relevant internal institutions with authorization of the Board of Directors, and they can exercise the above duties and authorities of the Board of Directors when the Board of Directors is not in session. The specific decision-making authority shall be specified by the resolution of the Board of Directors or the corresponding rules and regulations of the Company.</p>	<p>When exercising the above functions and powers, the Board of Directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange.</p> <p>The duties and authorities of the Board of Directors specified in these Articles can be decided by the Chairman, <b>President</b> or relevant internal institutions with authorization of the Board of Directors, and they can exercise the above duties and authorities of the Board of Directors when the Board of Directors is not in session. The specific decision-making authority shall be specified by the resolution of the Board of Directors or the corresponding rules and regulations of the Company.</p>
<p><b>Article 111</b> The Board of Directors shall have one Chairman, and may have Vice Chairman according to the needs of work. The Chairman and Vice Chairman shall be elected by a majority of all the directors.</p>	<p><b>Article 131</b> The Board of Directors shall have one Chairman, and may have <b>Co-chairman and Vice Chairman</b> according to the needs of work. The Chairman, <b>Co-chairman and Vice Chairman</b> shall be elected and <b>dismissed</b> by the Board of Directors with a majority of all directors. <b>The term of office shall be 3 years, and they may be re-elected.</b></p>

<p><b>Article 112</b> The Chairman shall exercise the following functions and powers:</p> <p>(1) Preside over the shareholders' meeting and convene and preside over the directors' meeting;</p> <p>(2) Supervise and inspect the implementation of the resolutions of the Board of Directors;</p> <p>(3) Sign the Company's stocks, corporate bonds and other securities;</p> <p>(4) Sign important documents of the Board of Directors and other documents that should be signed by the Legal Representative of the Company;</p> <p>(5) Exercise the functions and powers of the Legal Representative;</p> <p>(6) Exercise the special right to dispose of company affairs in line with the legal provisions and the interests of the Company in case of force majeure such as catastrophic natural disasters, and report to the Board of Directors and shareholders' meeting of the Company afterwards;</p> <p>(7) Other functions and powers granted by the Board of Directors.</p>	<p><b>Article 132</b> The Chairman shall exercise the following functions and powers:</p> <p>(1) Preside over the shareholders' meeting and convene and preside over the directors' meeting;</p> <p>(2) Supervise and inspect the implementation of the resolutions of the Board of Directors;</p> <p><b>(3) Sign the stocks, corporate bonds and other securities issued by the Company. Any other provisions of laws and regulations, the securities regulatory authority and stock exchange where the Company's stocks or GDR are listed shall prevail;</b></p> <p>(4) Sign important documents of the Board of Directors and other documents that should be signed by the Legal Representative of the Company;</p> <p>(5) Exercise the functions and powers of the Legal Representative;</p> <p>(6) Exercise the special right to dispose of company affairs in line with the legal provisions and the interests of the Company in case of force majeure such as catastrophic natural disasters, and report to the Board of Directors and shareholders' meeting of the Company afterwards;</p> <p>(7) Other functions and powers granted by the Board of Directors.</p>
<p><b>Article 113</b> The Vice Chairman of the Company shall assist the Chairman in work. If the Chairman is unable or fails to perform his duties, the Vice Chairman shall perform his duties (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it). If the Vice Chairman is unable or fails</p>	<p>Article 133 The <b>Co-chairman</b> and Vice Chairman of of the Company shall assist the Chairman in work. If the Chairman is unable or fails to perform his duties, the <b>Co-chairman</b> shall perform his duties (if the Company has two or more co-chairmen, the <b>Co-chairman</b> jointly elected by more than half of the directors shall preside over it). <b>If the Co-chairman is unable or fails to perform his duties, the Vice</b></p>

to perform his duties, a director jointly recommended by more than half of the directors shall perform his duties.

**Chairman shall perform his duties (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it).** If the Vice Chairman is unable or fails to perform his duties, a director jointly recommended by more than half of the directors shall perform his duties.

Before revision	After revision
<p><b>Article 116</b> The notice of interim directors’ meeting is sent by written notice (including personal delivery and fax), telephone, e-mail or short message 2 days before the meeting. However, if the situation is urgent and it is necessary to convene an interim directors’ meeting as soon as possible, the notice of meeting may be sent at any time by telephone or other oral means, but the convener shall make an explanation at the meeting.</p>	<p><b>Article 136</b> The notice of interim directors’ meeting is sent by written notice (including personal delivery and fax), telephone, e-mail or short message 2 days before the meeting. However, if the situation is urgent and it is necessary to convene an interim directors’ meeting as soon as possible, the notice of meeting may be sent at any time by telephone or other oral means. <b>An interim board meeting may be convened at any time provided that all directors are notified.</b> But the convener shall make an explanation at the meeting.</p>
<p><b>Article 118</b> The directors’ meeting shall be held only when more than half of the directors are present. Resolutions made by the Board of Directors must be passed by more than half of all directors.</p> <p>The voting on resolutions of the Board of Directors shall adopt the “one man one vote” system.</p>	<p><b>Article 138</b> The directors’ meeting shall be held only when more than half of the directors are present. Resolutions made by the Board of Directors must be passed by more than half of all directors.</p> <p>The voting on resolutions of the Board of Directors shall adopt the “one man one vote” system. <b>In the event of equal opposition and affirmative vote, the Chairman has the right to vote one more vote, unless otherwise provided by laws and regulations, the securities regulatory authority and stock exchange where the Company’s stocks or GDR are listed.</b></p>
<p><b>Article 122</b> The Board of Directors shall make minutes of the decisions on matters discussed at the meeting, and the directors present at the meeting shall sign the minutes.</p> <p>The minutes of the directors’ meeting shall be kept as company files for a period of not less than 10 years.</p>	<p><b>Article 142</b> The board of directors shall make minutes of the decisions on matters discussed at the meeting, and the directors and recorders present at the meeting shall sign the minutes. The Board of Directors shall make minutes of the decisions on matters discussed at the meeting, and the directors and <b>recorders</b> present at the meeting shall sign the minutes.</p> <p><b>Directors shall be responsible for the resolutions of the Board of Directors.</b></p>

Before revision	After revision
	<p><b>If any resolution of the Board of Directors violates laws, administrative regulations or these Articles, causing serious losses to the Company, the director participating in the resolution shall be liable for compensation to the Company. But if it is proved that the director has expressed his objection at the time of voting and recorded it in the minutes of the meeting, that director may be exempted from liability.</b></p> <p>The minutes of the directors' meeting shall be kept as company files for a period of not less than 10 years.</p>
<p><b>Article 124</b> The Company shall have a manager who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have several deputy managers who shall be appointed or dismissed by the Board of Directors.</p> <p>The Manager, deputy managers, CFO, Secretary of the Board and other personnel determined by the Board of Directors are the senior executives of the Company.</p>	<p><b>Article 144</b> The Company shall have a <b>President</b> who shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have several <b>chief executives and vice presidents</b> who shall be appointed or dismissed by the Board of Directors.</p> <p>The President, <b>chief executives, vice presidents</b>, CFO, Secretary of the Board and other personnel determined by the Board of Directors are the senior executives of the Company.</p>
<p><b>Article 125</b> The circumstances mentioned in Article 95 of these Articles shall also apply to senior executives.</p> <p>The provisions of Article 97 on the duties of loyalty of directors and Article 98 (4) - (6) on the duties of diligence of directors shall also apply to senior executives.</p>	<p><b>Article 145</b> The provisions of <b>Article 115</b> on the duties of loyalty of directors and <b>Article 116 (4) - (6)</b> on the duties of diligence of directors shall also apply to senior executives.</p>
<p><b>Article 127</b> The term of office of the Manager is 3 years, and the Manager can be reappointed consecutively.</p>	<p><b>Article 147</b> The term of office of the <b>President</b> is 3 years, and the <b>President</b> can be reappointed consecutively.</p>

<p><b>Article 128</b> The Manager is responsible to the Board of Directors and exercises the following functions and powers:</p> <p>(1) Preside over the Company's production and operation management, organize the implementation of the resolutions of the Board of Directors, and report the work to the Board of Directors;</p> <p>(2) Organize the implementation of the Company's annual business plan and investment plan;</p> <p>(3) Draw up the Company's plan for setting up the internal management organization;</p> <p>(4) Prepare the basic management system of the Company; propose the wages, benefits, rewards and punishments of the Company's employees, and decide on the employment and dismissal of the employees;</p>	<p><b>Article 148 The President</b> is responsible to the Board of Directors and exercises the following functions and powers:</p> <p>(1) Preside over the Company's production and operation management, organize the implementation of the resolutions of the Board of Directors, and report the work to the Board of Directors;</p> <p>(2) Organize the implementation of the Company's annual business plan and investment plan;</p> <p>(3) Draw up the Company's plan for setting up the internal management organization;</p> <p>(4) Prepare the basic management system of the Company;</p> <p>(5) Propose the wages, benefits, rewards and punishments of the Company's employees, and decide on the employment and dismissal of the employees;</p>
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Before revision	After revision
<p>(5) Prepare specific rules and regulations of the Company;</p> <p>(6) Request the Board of Directors to appoint or dismiss any deputy manager and CFO of the company;</p> <p>(7) Decide on the appointment or dismissal of management personnel other than those to be appointed or dismissed by the Board of Directors;</p> <p>(8) Other functions and powers granted by these Articles or the Board of Directors.</p> <p>The Manager shall attend the directors' meeting as a nonvoting delegate.</p>	<p>(6) Prepare specific rules and regulations of the Company;</p> <p>(7) Request the Board of Directors to appoint or dismiss the <b>executive president, vice president</b> and CFO of the Company;</p> <p>(8) Decide on the appointment or dismissal of management personnel other than those to be appointed or dismissed by the Board of Directors;</p> <p>(9) Other functions and powers granted by these Articles or the Board of Directors.</p> <p><b>The President</b> shall attend the directors' meeting as a nonvoting delegate, <b>and the President who is not a director has no voting right at the meeting.</b></p>
<p><b>Article 129</b> The Manager shall formulate detailed rules for his/her own work, which shall be implemented after being submitted to the Board of Directors for approval.</p>	<p><b>Article 149</b> The President shall formulate detailed rules for his/her own work, which shall be implemented after being submitted to the Board of Directors for approval.</p>
<p><b>Article 130</b> The Manager's working rules shall include the following contents:</p> <p>(1) Conditions, procedures and participants of the manager meeting;</p> <p>(2) Specific responsibilities and division of labor of managers and other senior executives;</p> <p>(3) Operation of the Company's funds and assets, the authority to sign major contracts, and the reporting system to the Board of Directors and the Board of Supervisors;</p> <p>(4) Other matters deemed necessary by the Board of Directors.</p>	<p><b>Article 150</b> The President's working rules shall include the following contents:</p> <p>(1) Conditions, procedures and participants of the president meeting;</p> <p>(2) Specific responsibilities and division of labor of the President and other senior executives;</p> <p>(3) Operation of the Company's funds and assets, the authority to sign major contracts, and the reporting system to the Board of Directors and the Board of Supervisors;</p> <p>(4) Other matters deemed necessary by the</p>

	Board of Directors.
<p><b>Article 131</b> The Manager may resign before the expiration of his/her term of office. The specific procedures and regulations for the resignation of the Manager shall be stipulated in the labor contract between the Manager and the Company.</p>	<p><b>Article 151</b> The <b>President</b> may resign before the expiration of his/her term of office. The specific procedures and regulations for the resignation of the <b>President</b> shall be stipulated in the labor contract between the <b>President</b> and the Company.</p>
<p><b>Article 132</b> The appointment and dismissal of a deputy manager shall be nominated by the Manager and approved by the Board of Directors. Deputy managers shall assist the Manager in work and exercise their own functions and powers according to the division of labor.</p>	<p><b>Article 152</b> The appointment and removal of <b>executive presidents and vice presidents</b> shall be nominated by the <b>President</b> and approved by the Board of Directors. <b>Executive presidents and vice presidents</b> shall assist the <b>President</b> in work and exercise their own functions and powers according to the division of labor.</p>
<p><b>Article 133</b> The listed company shall have a Secretary of the Board, who is responsible for the preparation of the shareholders' meeting and the directors' meeting, the custody of documents, the management of shareholders' data, and the treatment of information disclosure affairs.</p>	<p><b>Article 153</b> The Company shall have the Secretary of the Board, <b>who shall be the senior executive of the Company.</b></p> <p><b>Article 154</b> <b>The Secretary of the Board shall be a natural person with necessary professional knowledge and experience and shall be appointed by the Board of Directors. The main responsibilities of the Secretary of the Board are as follows:</b></p>

Before revision	After revision
<p>The Secretary of the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules and these Articles.</p>	<p><b>(1) Ensure that the Company has complete organizational documents and records;</b>  <b>(2) Ensure that the Company prepares and submits the reports and documents required by the competent authorities according to law;</b>  <b>(3) Ensure that the register of shareholders of the Company is properly established, and that those who have the right to obtain relevant records and documents of the Company receive relevant records and documents in a timely manner.</b></p> <p>The Secretary of the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules and these Articles.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 155 The directors or other senior executives of the Company may concurrently serve as the Secretary of the Board. An accountant of an accounting firm employed by the Company shall not concurrently serve as the Secretary of the Board.</b></p> <p><b>When the Secretary of the Board is concurrently a director, if an act should be done separately by the director and the Secretary of the Board, the person who is concurrently a director and the Secretary of the Board shall not do it in both capacities.</b></p>
<p><b>Article 135</b> The circumstances mentioned in Article 95 of these Articles shall also apply to supervisors.</p> <p>Directors, managers and other senior executives shall not concurrently serve as supervisors.</p>	<p><b>Article 157</b> Directors, the President and other senior executives shall not concurrently serve as supervisors.</p>
<p><b>Article 143</b> The Company shall have a Board of Supervisors consisting of three supervisors. The Board of Supervisors shall have one chairman and may have vice chairmen according to the needs of its work. The Chairman and Vice Chairman of the Board of Supervisors shall be elected by more than half of all supervisors. The Chairman of the Board</p>	<p><b>Article 165</b> The Company shall have a Board of Supervisors consisting of three supervisors. The Board of Supervisors shall have one chairman and may have vice chairmen according to the needs of its work. The Chairman and Vice Chairman of the Board of Supervisors shall be elected by more than half of all supervisors. The Chairman of the Board of Supervisors shall</p>

<p>of Supervisors shall convene and preside over the supervisors' meetings. If the Chairman of the Board of Supervisors is unable or fails to perform his duties, the Vice Chairman of the Board of Supervisors shall convene and preside over the meeting. If the Vice Chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall j convene and preside over the meeting.</p>	<p>convene and preside over the supervisors' meetings. If the Chairman of the Board of Supervisors is unable or fails to perform his duties, the Vice Chairman of the Board of Supervisors shall convene and preside over the meeting. If the Vice Chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall j convene and preside over the meeting.</p>
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Before revision	After revision
<p>The Board of Supervisors shall include shareholders' representatives and employees' representatives of the Company in an appropriate proportion, of which the proportion of employees' representatives shall not be less than 1/3. The employees' representatives in the Board of Supervisors shall be elected by the staff and workers of the Company through the workers and employees' congress, the general membership meeting or other forms of democratic election.</p>	<p>The Board of Supervisors shall include shareholders' representatives and employees' representatives of the Company in an appropriate proportion, of which the proportion of employees' representatives shall not be less than 1/3. The employees' representatives in the Board of Supervisors shall be elected and <b>dismissed</b> by the staff and workers of the Company through the workers and employees' congress, the general membership meeting or other forms of democratic election. <b>The shareholders' representatives shall be elected and dismissed by the shareholders' meeting.</b></p>

<p><b>Article 144</b> The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) Review the Company’s periodic reports prepared by the Board of Directors and give written comments;</p> <p>(2) Check the Company’s financial affairs;</p> <p>(3) Supervise the actions of directors and senior executives in performing their duties in the Company, and put forward suggestions for dismissal of directors and senior executives who violate laws, administrative regulations, these Articles or resolutions of the shareholders’ meeting;</p> <p>(4) Require the directors and senior executives to correct when their acts damage the interests of the Company;</p> <p>(5) Propose to convene an extraordinary general meeting, and convene and preside over the shareholders’ meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders’ meeting as stipulated in <i>the Company Law</i>;</p> <p>(6) Submit proposals to the shareholders’ meeting;</p> <p>(7) Bring a lawsuit against the directors and senior executives in accordance with the provisions of Article 151 of <i>the Company Law</i>;</p> <p>(8) Conduct an investigation on the abnormal operating conditions of the Company; and if necessary, hire professional institutions such as accounting firm and law firm to assist them in work. The expenses therefrom shall be borne by the Company.</p>	<p><b>Article 166</b> The Board of Supervisors <b>shall be responsible to the shareholders’ meeting</b> and exercise the following functions and powers <b>according to law</b>:</p> <p>Review the Company’s <b>securities issuance documents</b> and periodic reports prepared by the Board of Directors and give written comments;</p> <p>(2) Check the Company’s financial affairs;</p> <p>(3) Supervise the actions of directors and senior executives in performing their duties in the Company, and put forward suggestions for dismissal of directors and senior executives who violate laws, administrative regulations, these Articles or resolutions of the shareholders’ meeting;</p> <p>(4) Require the directors and senior executives to correct when their acts damage the interests of the Company;</p> <p>(5) Propose to convene an extraordinary general meeting, and convene and preside over the shareholders’ meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders’ meeting as stipulated in <i>the Company Law</i>;</p> <p>(6) Submit proposals to the shareholders’ meeting;</p> <p>(7) <b>Negotiate with directors and senior executives on behalf of the Company</b> or bring a lawsuit against the directors and senior executives in accordance with the provisions of Article 151 of <i>the Company Law</i>;</p> <p>(8) Conduct an investigation on the abnormal operating conditions of the Company; and if necessary, hire professional institutions such as</p>
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	<p>accounting firm and law firm to assist them in work. The expenses therefrom shall be borne by the Company.</p>
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Before revision	After revision
	<p><b>(9) Check the financial data such as the financial report, business report and profit distribution plan to be submitted to the shareholders' meeting by the Board of Directors. In case of any doubt, it may entrust certified public accountants and practicing auditors in the name of the Company to review;</b></p> <p><b>(10) Other functions and powers stipulated by laws, administrative regulations, departmental rules or these Articles and granted by the shareholders' meeting.</b></p> <p><b>Supervisors may attend the directors' meeting as nonvoting delegates and raise questions or suggestions on matters decided by the Board of Directors.</b></p>
<p><b>Article 145</b> The Board of Supervisors shall hold a meeting at least once every six months. The Board of Supervisors may propose to convene an interim supervisors' meeting.</p> <p>Any resolution of the supervisors' meeting shall be passed by more than half of the supervisors.</p>	<p><b>Article 167</b> The Board of Supervisors shall hold a meeting at least once every six months, which shall be convened by the Chairman of the Board of Supervisors. The Board of Supervisors may propose to convene an interim supervisors' meeting.</p> <p>Any resolution of the supervisors' meeting shall be passed by more than half of the supervisors.</p>



In case of new clauses added, the serial number will be extended in order

**Chapter IX Qualifications and Obligations of Directors, Supervisors, President and Other Senior Executives of the Company**

**Article 171 Under any of the following circumstances, the director, supervisor, the President or other senior executives of the Company shall be suspended:**

**(1) No capacity for civil conduct or limited capacity for civil conduct;**

**(2) He/she is sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or sabotage of social and economic order, and less than 5 years have elapsed since the completion of the sentence, or he/she has been deprived of political rights due to a crime, and less than 5 years have elapsed since the completion of the sentence;**

**(3) He/she is a director, factory director or president of a company or enterprise that has gone bankrupt and liquidated due to poor management and bears personal responsibility for the bankruptcy of that company or enterprise, and less than 3 years have elapsed since the completion of the bankruptcy liquidation of that company or enterprise;**

**(4) He/she is the legal representative of a company or enterprise whose business license has been revoked due to violation of laws and bears personal responsibility, and less than 3 years have elapsed since the date of revocation of the business license of that company or enterprise;**

Before revision	After revision
	<p>(5) A large amount of debts incurred by the individual are not paid off at maturity;</p> <p>(6) He/she is investigated by the judicial organ for violating the criminal law and the related case has not yet been closed;</p> <p>(7) The securities regulatory authority under the State Council has imposed him/her a penalty of banning entry into the securities market, and the penalty period has not expired;</p> <p>(8) He/she cannot serve as enterprise leader according to the provisions of laws and administrative regulations;</p> <p>(9) Non-natural person;</p> <p>(10) He/she has been ruled by the relevant competent authority that he/she violates the provisions of relevant securities laws and regulations and involves fraudulent or dishonest acts, and less than 5 years have elapsed since the date of the ruling;</p> <p>(11) Other contents stipulated by laws, administrative regulations or departmental rules.</p> <p>In violation of the provisions of this Article, the election, appointment or recruitment of directors, supervisors, president and other senior executives shall be invalid. Where any of the directors, supervisors, president or other senior executives has any circumstance mentioned in this Article during his/her term of office, the Company shall remove him/her from their posts.</p> <p>Article 172 The validity of any acts done by directors, the President and other senior executives of the Company on behalf of the Company to bona fide third parties shall not be affected by any non-compliance in their appointment, election or qualification.</p> <p>Article 173 In addition to the obligations required by laws, administrative regulations or the listing rules of the stock exchange where the Company's stocks or GDR are listed, the directors, supervisors, president and other senior executives of the Company shall also have the following obligations to each shareholder when exercising the</p>

**functions and powers entrusted to them by the Company:**

**(1) Not cause the Company to go beyond the business scope stipulated in its business license;**

Before revision	After revision
	<p>(2) Act in good faith with the best interests of the Company as the starting point;</p> <p>(3) Not deprive the Company's property in any form, including (but not limited to) opportunities beneficial to the Company</p> <p>(4) Not deprive shareholders' personal rights and interests, including (but not limited to) distribution rights and voting rights, but excluding the corporate reorganization reported to the shareholders' meeting for approval according to these Articles.</p> <p>Article 174 Directors, supervisors, president and other senior executives of the Company have the responsibility to exercise their rights or perform their obligations with the prudence, diligence and skills that a reasonable prudent person should perform under similar circumstances.</p> <p>Article 175 Directors, supervisors, president and other senior executives of the Company must abide by the principle of good faith when performing their duties, and should not put themselves in a situation where their own interests may conflict with their obligations. This principle includes (but is not limited to) fulfilling the following obligations:</p> <p>(1) Act in good faith with the best interests of the Company as the starting point;</p> <p>(2) Exercise power within the limits of its functions and powers;</p> <p>(3) Exercise the discretionary power given to him in person and not being manipulated by others. Such discretionary power cannot be transferred to others without the permission of laws and administrative regulations or the informed consent of the shareholders' meeting;</p> <p>(4) Treat shareholders of the same category equally and treat shareholders of different categories fairly;</p> <p>(5) Not enter into any contract, transaction or arrangement with the Company except as otherwise provided in these Articles or approved by the shareholders' meeting with knowledge;</p>

Before revision	After revision
	<p>(6) Not use the Company’s property in any form to seek benefits for themselves without the informed consent of the shareholders’ meeting;</p> <p>(7) Not take advantage of their authority to accept bribes or other illegal income, and not occupy the Company’s property in any form, including (but not limited to) opportunities beneficial to the Company;</p> <p>(8) Not accept any commission related to the Company’s transactions without the informed consent of the shareholders’ meeting;</p> <p>(9) Abide by these Articles, faithfully perform their duties, safeguard the interests of the Company, and not use their position and authority in the Company to seek personal gain for themselves;</p> <p>(10) Not compete with the Company in any form without the informed consent of the shareholders’ meeting;</p> <p>(11) Not misappropriate the Company’s funds or lend the Company’s funds to others, and not open an account for deposit in their own name or other names, and not provide guarantee for the debts of shareholders or other individuals of the Company with the Company’s assets;</p> <p>(12) Not disclose the confidential information related to the Company obtained during their tenure without the informed consent of the shareholders’ meeting, and not use these information except for the benefit of the Company. However, under the following circumstances, the information can be disclosed to the court or other competent government agencies:</p> <ol style="list-style-type: none"> <li>1. Legal requirements;</li> <li>2. For the public interest;</li> <li>3. For their own interests.</li> </ol> <p>Article 176 Directors, supervisors, president and other senior executives of the Company shall not instruct the following personnel or institutions (“related persons”) to act that directors, supervisors, president and other senior executives cannot do:</p>

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Before revision	After revision
	<p>(1) Spouses or minor children of directors, supervisors, president and other senior executives of the Company;</p> <p>(2) Trustees of directors, supervisors, president and other senior executives of the Company or the personnel mentioned in Item (1) of this Article;</p> <p>(3) Directors, supervisors, president and other senior executives of the Company or partners of the personnel mentioned in Items (1) and (2) of this Article;</p> <p>(4) Company controlled in fact by directors, supervisors, president and other senior executives of the Company alone, or company controlled in fact jointly with the personnel mentioned in Items (1), (2) and (3) of this Article or other directors, supervisors, president and other senior executives of the Company;</p> <p>(5) Directors, supervisors, president and other senior executives of the controlled company referred to in Item (4) of this Article.</p> <p><b>Article 177</b> The fiduciary duty of directors, supervisors, president and other senior executives of the Company may survive the end of their term of office, and their obligation to keep confidential the Company's trade secrets shall remain valid after the end of their term of office. The duration of other obligations should be determined in accordance with the principle of fairness, depending on the length of time between the occurrence of the incident and the departure from office, and the circumstances and conditions under which the relationship with the Company ended.</p> <p><b>Article 178</b> The liability of directors, supervisors, president and other senior executives of the Company for violating a specific obligation may be relieved by the shareholders' meeting with knowledge, except for the circumstances stipulated in Article 56 of these Articles.</p>

Before revision	After revision
	<p><b>Article 179</b> When the directors, supervisors, president and other senior executives of the Company are directly or indirectly interested in the contracts, transactions and arrangements entered into or planned by the Company (except for the employment contracts between the Company and directors, supervisors, president and other senior executives), regardless of whether the relevant matters normally require the approval of the Board of Directors, they shall disclose the nature and extent of their interests to the Board of Directors as soon as possible.</p> <p>Unless the interested directors, supervisors, president and other senior executives of the Company have made disclosure to the Board of Directors in accordance with the preceding paragraph of this article, and the Board of Directors has approved the matter at a meeting where they are not included in the quorum and do not participate in the voting, the Company has the right to cancel the contract, transaction or arrangement, unless the other party is a bona fide party who has no knowledge of the violation of its obligations by the relevant directors, supervisors, president and other senior executives.</p> <p>If a related person of the Company's directors, supervisors, president and other senior executives has an interest in a contract, transaction or arrangement, the relevant directors, supervisors, president and other senior executives shall also be deemed to have an interest.</p> <p><b>Article 180</b> If the directors, supervisors, president and other senior executives of the Company notify the Board of Directors in writing before the Company first considers entering into relevant contracts, transactions and arrangements, stating that these contracts, transactions and arrangements are of interest to them because of the contents listed in the notice, the relevant directors, supervisors, president and other senior executives shall be deemed to have made the disclosure specified</p>



**in the preceding article of this chapter to the extent specified in the notice.**

**Article 181 The Company shall not pay taxes for its directors, supervisors, president and other senior executives in any way.**

**Article 182 The Company shall not directly or indirectly provide loans or loan guarantees to the directors, supervisors, president and other senior executives of the Company and its parent company, nor to the related persons of the aforesaid persons.**

Before revision	After revision
	<p><b>The provisions of the preceding paragraph shall not apply to the following situations:</b></p> <p><b>(1) The Company provides loans or loan guarantees to its subsidiaries;</b></p> <p><b>(2) The Company provides loans, loan guarantees or other funds to the directors, supervisors, president and other senior executives of the Company according to the employment contract approved by the shareholders' meeting, so that they can pay the expenses incurred for the purposes of the Company or in order to perform their duties;</b></p> <p><b>(3) If the normal business scope of the Company includes providing loans and loan guarantees, the Company may provide loans and loan guarantees to relevant directors, supervisors, presidents and other senior executives and their related persons, but the conditions for providing loans and loan guarantees shall be normal business conditions.</b></p> <p><b>Article 183 Where the Company provides a loan in violation of the provisions of the preceding article, the person receiving the loan shall repay it immediately, regardless of the loan conditions.</b></p> <p><b>Article 184 The loan guarantee provided by the Company in violation of the provisions of Clause 1 of Article 182 shall not be enforced, except in the following cases:</b></p> <p><b>(1) When providing loans to the directors, supervisors, president and other senior executives of the Company or its parent company, the lender is not aware of it;</b></p> <p><b>(2) The collateral provided by the Company has been legally sold by the lender to the bona fide purchaser:</b></p>

Before revision	After revision
	<p><b>Article 185</b> The term “guarantee” as mentioned in the preceding clauses of this Chapter includes the act that the guarantor assumes the responsibility or provides property to guarantee the obligor to perform its obligations.</p> <p><b>Article 186</b> Where the directors, supervisors, president and other senior executives of the Company violate their obligations to the Company, the Company has the right to take the following measures in addition to rights and remedial measures stipulated by laws and administrative regulations:</p> <p>(1) Require the relevant directors, supervisors, presidents and other senior executives to compensate the Company for the losses caused by their breach of duty;</p> <p>(2) Cancel any contract or transaction concluded between the Company and relevant directors, supervisors, president and other senior executives, and between the Company and a third person (when the third person knows or should have known that the directors, supervisors, president and other senior executives on behalf of the Company have violated their obligations to the Company);</p> <p>(3) Require relevant directors, supervisors, presidents and other senior executives to hand over the income obtained from breach of duty;</p> <p>(4) Recover the money that should have been collected by the Company but received by the relevant directors, supervisors, president and other senior executives, including but not limited to commissions;</p> <p>(5) Require relevant directors, supervisors, president and other senior executives to return the interest earned or may be earned from the money that should have been paid to the Company.</p> <p><b>Article 187</b> The Company shall conclude a written contract with the directors and supervisors of the Company on remuneration matters, which shall be approved in advance by the shareholders’ meeting. The aforesaid remuneration matters include:</p>

**(1) Remuneration of directors, supervisors or senior executives of the Company;**

Before revision	After revision
	<p>(2) Remuneration of directors, supervisors or senior executives of subsidiaries of the Company;</p> <p>(3) Remuneration for providing other services for the management of the Company and its subsidiaries;</p> <p>(4) Amount of compensation received by the director or supervisor for losing his position or retiring.</p> <p>Except in accordance with the aforesaid contract, directors and supervisors shall not bring lawsuits to the Company for the benefits they should obtain due to the aforesaid matters.</p> <p>Article 188 The Company shall stipulate in the contract on remuneration matters concluded with its directors and supervisors that when the Company is to be acquired, the directors and supervisors of the Company are entitled to obtain compensation or other payments for loss of office or retirement with the prior approval of the shareholders' meeting. The "acquisition" referred to in the preceding paragraph refers to any of the following circumstances:</p> <p>(1) Any person makes a takeover offer to all shareholders;</p> <p>(2) Any person who makes a takeover offer aims to make the offeror a controlling shareholder. The definition of controlling shareholder is the same as that in Clause 1 of Article 241 of these Articles.</p> <p>If the director or supervisor concerned fails to comply with the provisions of this Article, any money received by him shall belong to those who sold their shares by accepting the aforesaid offer, and the director or supervisor shall bear the expenses incurred by distributing such money in proportion, which shall not be deducted from such money.</p>
<p><b>Article 149</b> The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant state departments.</p>	<p><b>Article 189</b> The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant state departments.</p> <p><b>The Company shall prepare a financial report at the end of each fiscal year, which shall be</b></p>

	<b>reviewed and verified according to law.</b>
In case of new clauses added, the serial number will be extended in order	<b>Article 190 The Board of Directors shall, at each annual general meeting, submit to shareholders the financial reports prepared by the Company as required by relevant laws, administrative regulations and normative documents issued by local governments and competent departments.</b>

Before revision	After revision
	<p><b>The financial report of the Company shall be kept in the Company 20 days before the annual general meeting is held for shareholders to consult. Each shareholder of the Company is entitled to receive the financial reports referred to in this Chapter.</b></p>
<p><b>Article 153</b> The Company's accumulation fund shall be used to make up for its losses, expand production and operation or increase its capital. But the capital accumulation fund is not used to make up for the Company's losses.</p> <p>When the legal accumulation fund is converted into capital, the retained legal accumulation fund shall not be less than 25% of the Company's registered capital before the conversion.</p>	<p><b>Article 194</b> The Company's accumulation fund shall be used to make up for its losses, expand production and operation or increase its capital. But the capital accumulation fund is not used to make up for the Company's losses. <b>The capital accumulation fund includes the following funds:</b></p> <p><b>(1) Premium over the face value of shares issued;</b></p> <p><b>(2) Other incomes included in the capital accumulation fund as stipulated by the competent financial department under the State Council.</b></p> <p>When the legal accumulation fund is converted into capital, the retained legal accumulation fund shall not be less than 25% of the Company's registered capital before the conversion.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 197</b> <b>The Company shall appoint a collecting agent for GDR holders. The collecting agent shall receive dividends and other amounts due from the Company in respect of the GDR holders concerned.</b></p> <p><b>The collectiing agent appointed by the Company shall meet the requirements of the laws of the place where the Company's stocks or GDR are listed or the relevant provisions of the stock exchange.</b></p>

**Article 158** The Company shall employ an accounting firm specified by *the Securities Law* to conduct accounting statement audit, net asset verification and other related consulting services. The term of employment is one year, and the employed accounting firm can be renewed.

**Article 200** The Company shall employ an accounting firm specified by *the Securities Law* to conduct accounting statement audit, net asset verification and other related consulting services. The term of employment is one year, and the employed accounting firm can be renewed **from the end of this annual general meeting to the end of the next annual general meeting, unless otherwise provided by laws, administrative regulations, listing rules of the stock exchange where the Company's stocks or GDR are listed.**



Before revision	After revision
<p><b>Article 159</b> The appointment of an accounting firm by the Company must be decided by the shareholders' meeting, and the Board of Directors may not appoint any accounting firm before the decision of the shareholders' meeting.</p>	<p><b>Article 201</b> The appointment of an accounting firm by the Company must be decided by the shareholders' meeting, and the Board of Directors may not appoint any accounting firm before the decision of the shareholders' meeting, <b>except as otherwise provided in these Articles.</b></p>
<p><b>Article 161</b> The audit fees due to the accounting firm shall be determined by the shareholders' meeting.</p>	<p><b>Article 203</b> The audit fees due to the accounting firm <b>or the method of determining the audit fees shall be decided by the shareholders' meeting. The remuneration of the accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</b></p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 205</b> The accounting firm employed by the Company has the following rights:</p> <ul style="list-style-type: none"> <li><b>(1) Check the books, records and vouchers of the Company at any time, and require the directors and senior executives of the Company to provide relevant materials and explanations;</b></li> <li><b>(2) Require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</b></li> <li><b>(3) Attend the shareholders' meeting, receive any notice of the meeting or other information related to the meeting that shareholders are entitled to receive, and speak at any shareholders' meeting on matters involving its capacity.</b></li> </ul> <p><b>Article 206</b> If there is a vacancy in the position of an accounting firm, the Board of Directors may appoint an accounting firm to fill the vacancy before the shareholders' meeting, but it shall be confirmed by the next shareholders' meeting. If the Company has other accounting firms in office during the vacancy period, they can still act.</p> <p><b>Article 207</b> Regardless of the terms of the contract between the accounting firm and the Company, the shareholders' meeting may decide to dismiss any accounting firm by ordinary resolution before the expiration of its term of office. If the relevant accounting</p>

	<p><b>firm has the right to claim compensation from the Company due to dismissal, the relevant rights will not be affected thereby.</b></p>
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Before revision	After revision
<p><b>Article 163</b> Any notice of the Company shall be issued in the following forms:</p> <p>(1) By personal service;</p> <p>(2) By mail;</p> <p>(3) By way of announcement;</p> <p>(4) Other forms stipulated in these Articles.</p>	<p><b>Article 208</b> Any notice of the Company shall be issued in the following forms:</p> <p>(1) By personal service;</p> <p>(2) By mail;</p> <p>(3) By way of announcement;</p> <p>(4) Other forms stipulated in these Articles.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 216 For the merger or division of the Company, the Board of Directors of the Company shall put forward a plan, and go through the relevant approval procedures according to law after passing the plan according to the procedures specified in these Articles. Shareholders who oppose the merger or division plan have the right to require the Company or shareholders who agree to the merger or division plan to purchase their shares at a fair price. The contents of the Company’s merger and division resolutions shall be recorded in a special document for shareholders to consult.</b></p>
<p><b>Article 174</b> In case of division, the Company’s property shall be divided accordingly.</p> <p>In case of division, the Company shall prepare a balance sheet and a list of property. The Company shall notify its creditors within 10 days from the date of making the resolution on division and make a public announcement in the designated media within 30 days.</p>	<p><b>Article 220</b> In case of division, the Company’s property shall be divided accordingly.</p> <p>In case of division, <b>the parties to the division shall sign a division agreement and prepare</b> a balance sheet and a list of property. The Company shall notify its creditors within 10 days from the date of making the resolution on division and make a public announcement in the designated media within 30 days.</p>
<p><b>Article 178</b> The Company may be dissolved for the following reasons:</p> <p>(1) The causes for dissolution stipulated in these Articles appear;</p> <p>(2) Dissolution by resolution of the shareholders’ meeting;</p>	<p><b>Article 224</b> The Company may be dissolved for the following reasons:</p> <p>(1) The business term stipulated in these Articles expires or other reasons for dissolution stipulated in these Articles occur;</p> <p>(2) Dissolution by resolution of the shareholders’ meeting;</p> <p>(3) Dissolution due to merger or division of the Company;</p>

<p>(3) Dissolution due to merger or division of the Company;</p> <p>(4) The business license is revoked, or the Company is ordered to close down or cancelled according to law;</p>	<p><b>(4) The Company is declared bankrupt according to law because it cannot pay off its debts due;</b></p>
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Before revision	After revision
<p>(5) In case of serious difficulties in the operation and management of the Company and the continued existence of the Company will cause significant losses to the interests of shareholders, which cannot be solved by other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</p>	<p>(5) The business license is revoked, or the Company is ordered to close down or cancelled <b>in violation of laws and administrative regulations;</b></p> <p>(6) In case of serious difficulties in the operation and management of the Company and the continued existence of the Company will cause significant losses to the interests of shareholders, which cannot be solved by other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</p>
<p><b>Article 179</b> The Company may survive by amending these Articles if it has any of the circumstances mentioned in Article 178 (1) hereof.</p> <p>Amendment to these Articles in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by shareholders present at the shareholders' meeting.</p>	<p><b>Article 225</b> he Company may survive by amending these Articles if it has any of the circumstances mentioned in <b>Article 224</b> (1) hereof.</p> <p>Amendment to these Articles in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by shareholders present at the shareholders' meeting.</p>

**Article 180** Where the Company is dissolved according to the provisions of Article 178 (1), (2), (4) and (5) hereof, a liquidation team shall be established to start liquidation within 15 days from the date when the cause for dissolution occurs. The liquidation team shall be composed of personnel determined by the Board of Directors or the shareholders' meeting. If a liquidation team is not set up within the time limit for liquidation, creditors may apply to the people's court to appoint relevant personnel to form a liquidation team.

**Article 226** Where the Company is dissolved according to the provisions of **Article 224 (1), (2) and (6)** hereof, a liquidation team shall be established to start liquidation within 15 days from the date when the cause for dissolution occurs. The liquidation team shall be composed of personnel determined by the Board of Directors or the shareholders' meeting. If a liquidation team is not set up within the time limit for liquidation, creditors may apply to the people's court to appoint relevant personnel to form a liquidation team.

**Where the Company is dissolved due to the provisions of Article 224 (4) hereof, the people's court shall organize shareholders, relevant authorities and relevant professionals to form a liquidation team in accordance with relevant laws.**

**Where the Company is dissolved due to the provisions of Article 224 (5) hereof, the relevant competent authority shall organize shareholders, relevant authorities and relevant professionals to set up a liquidation team.**

**Where the Company is dissolved due to the circumstances of Article 224 (3) hereof, the liquidation shall be handled by the parties to the merger or division in accordance with the contract signed at the time of merger or division.**

Before revision	After revision
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 227 If the Board of Directors decides to liquidate the Company (except for liquidation due to bankruptcy of the Company), it shall declare in the notice of the shareholders' meeting convened for this purpose that the Board of Directors has made a comprehensive investigation into the Company's condition and believes that the Company can fully pay off its debts within 12 months after the liquidation begins. The authority of the Board of Directors shall be terminated immediately after the liquidation resolution is adopted by the shareholders' meeting.</b></p> <p><b>The liquidation team shall, following the instructions of the shareholders' meeting, report to the shareholders' meeting at least once a year the income and expenditure of the liquidation team, the Company's business and the progress of liquidation, and make a final report to the shareholders' meeting at the end of liquidation.</b></p>
<p><b>Article 183</b> After liquidating the Company's assets, preparing the balance sheet and list of property, the liquidation team shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.</p> <p>The remaining property of the Company after paying liquidation expenses, wages of employees, social insurance expenditures and statutory compensation, paying taxes owed and paying off debts of the Company shall be distributed to shareholders of the Company according to the proportion of shares held by them.</p> <p>During the liquidation period, the Company survives, but cannot engage in business activities unrelated to liquidation. The Company's property will not be distributed to shareholders until the outstanding expenses are</p>	<p><b>Article 230</b> After liquidating the Company's assets, preparing the balance sheet and list of property, the liquidation team shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.</p> <p>The remaining property of the Company after paying liquidation expenses, wages of employees, social insurance expenditures and statutory compensation, paying taxes owed and paying off debts of the Company shall be distributed to shareholders of the Company according to the <b>classes</b> and proportion of shares held by them.</p> <p>During the liquidation period, the Company survives, but cannot engage in business activities unrelated to liquidation. The Company's property will not be distributed to shareholders until the outstanding expenses are paid off according to the preceding paragraph.</p>

paid off according to the preceding paragraph.

**Article 184** If the liquidation team finds that the Company's assets are insufficient to pay off its debts after sorting out the Company's assets, preparing the balance sheet and list of property, it shall apply to the people's court for bankruptcy according to law.

After the Company is declared bankrupt by the ruling of the people's court, the liquidation team shall transfer the liquidation affairs to the people's court.

**Article 231 In case of liquidation due to dissolution of the Company**, if the liquidation team finds that the Company's assets are insufficient to pay off its debts after sorting out the Company's assets, preparing the balance sheet and list of property, it shall apply to the people's court for bankruptcy according to law.

After the Company is declared bankrupt by the ruling of the people's court, the liquidation team shall transfer the liquidation affairs to the people's court.



Before revision	After revision
<p><b>Article 185</b> After the liquidation is completed, the liquidation team shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and submit it to the company registration authority to apply for cancellation of company registration and announce the termination of the Company.</p>	<p><b>Article 232</b> After the liquidation is completed, the liquidation team shall prepare a liquidation report, <b>income and expenditure statements and financial account books during the liquidation period, which shall be verified by Chinese certified public accountants and submitted to the shareholders' meeting or the people's court for confirmation. The liquidation team shall, within 30 days from the date of confirmation by the shareholders' meeting or the people's court, submit the aforesaid documents</b> to the company registration authority to apply for cancellation of company registration and announce the termination of the Company.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 235 The Company may amend the Articles of Association in accordance with laws, administrative regulations and these Articles.</b></p>
<p><b>Article 189</b> Where the amendments to these Articles adopted by resolution of the shareholders' meeting shall be reviewed and approved by the competent authority, they must be reported to the competent authority for approval. If the company registration items are involved, the change registration shall be handled according to law.</p>	<p><b>Article 237</b> Where the amendments to these Articles adopted by resolution of the shareholders' meeting shall be reviewed and approved by the competent authority, they must be reported to the competent authority for approval. If the company registration items are involved, the change registration shall be handled according to law.</p> <p><b>Any amendment to these Articles involving the contents of Essential Provisions shall come into effect after being approved by the company approval department authorized by the State Council and the securities regulatory authority under the State Council (if applicable).</b></p>

<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Chapter XIV Dispute Resolution</b></p> <p><b>Article 240</b> Where the securities regulatory authority under the State Council fails to reach an understanding or agreement with the relevant overseas securities regulatory authority on the dispute resolution method between shareholders and the Company, between shareholders and directors, supervisors, president or other senior executives of the Company, or between shareholders based on the rights and obligations stipulated in these Articles and relevant laws and administrative regulations, and in relation to other matters of the Company, the parties concerned may settle the dispute in the manner prescribed by laws and administrative regulations, or in the manner determined by both parties through agreement. The laws of the People’s Republic of China shall apply to the settlement of the disputes mentioned in the preceding paragraph.</p>
<p><b>Article 192</b> Interpretation</p>	<p><b>Article 241</b> Interpretation</p> <p>(1) “Controlling shareholder” refers to a person who meets one of the following conditions:</p> <p><b>1. When acting alone or in concert with others, the person may elect more than half of the directors;</b></p>

Before revision	After revision
<p>(1) “Controlling shareholder” refers to the shareholder whose shares account for more than 50% of the total share capital of the Company, or the shareholder whose voting rights according to the shares held by him/her are enough to have a significant impact on the resolutions of the shareholders' meeting.</p> <p>(2) “Actual controller” refers to a person who is not a shareholder of the Company, but can actually control the Company’s behaviors through investment relations, agreements or other arrangements.</p> <p>(3) “Association” refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors and senior executives of the Company and the enterprises directly or indirectly controlled by it, as well as other relationships that may lead to the transfer of the Company’s interests.</p>	<p><b>2. Shareholder whose shares account for more than 50% of the total share capital of the Company;</b></p> <p><b>3. Shareholder who holds less than 50% of the shares but have enough voting rights to have a significant impact on the resolution of the shareholders’ meeting, including but not limited to:</b></p> <p><b>(1) When acting alone or in concert with others, the person may exercise more than 30% (inclusive) of the voting rights of the Company or control the exercise of more than 30% (inclusive) of the voting rights of the Company;</b></p> <p><b>(2) When acting alone or in concert with others, the person holds more than 30% (inclusive) of the shares issued by the Company;</b></p> <p><b>(3) When acting alone or in concert with others, the person has de facto control the Company in other ways.</b></p> <p>(2) “Actual controller” refers to a person who is not a shareholder of the Company, but can actually control the Company’s behaviors through investment relations, agreements or other arrangements.</p> <p>(3) “Association” refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors and senior executives of the Company and the enterprises directly or indirectly controlled by it, as well as other relationships that may lead to the transfer of the Company’s interests.</p>
<p><b>Article 196</b> The Board of Directors of the Company reserves right to interpret these Articles of Association.</p>	<p><b>Article 245</b> The Board of Directors of the Company reserves right to interpret these Articles of Association. <b>Where these Articles of Association is inconsistent with the laws and regulations, the regulations of the securities regulatory authority and the stock exchange in the place where the Company’ stocks or GDR</b></p>

	<b>are listed, the latter shall prevail.</b>
New clause	<b>Article 247 These Articles of Association shall come into force as of the date when the GDR issued by the Company is listed and traded on the SIX Swiss Exchange after being reviewed and approved by the shareholders' meeting. As of the effective date, the original Articles of Association will automatically become invalid.</b>

## II. Amendment to the *Rules of Procedure for Shareholders' Meeting*

Before revisio n	After revisio n
<p><b>Article 1</b> Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”) formulates these Rules of Procedure according to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as “the Company Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as “the Securities Law”), the <i>Governance Standards for Listed Companies</i>, the <i>Rules for Shareholders’ Meeting of Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i> (hereinafter referred to as “the Listing Rules”) and other relevant laws and regulations, as well as the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter referred to as “the Articles of Association”) to regulate the Company’s behavior and ensure that the shareholders’ meeting of the Company can exercise its functions and powers.</p>	<p><b>Article 1</b> Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”) formulates these Rules of Procedure according to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as “the Company Law”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as “the Securities Law”), the <i>Governance Standards for Listed Companies</i>, the <i>Rules for Shareholders’ Meeting of Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i> (hereinafter referred to as “the Listing Rules”), <i>Essential Provisions of the Articles of Association of Companies to Be Listed Overseas, Special Provisions of the State Council on Overseas Share Issuance and listing of Companies Limited by Shares, and Reply of the State Council on Adjusting and Applying the Provisions on Notice Period for Convening Shareholders’ Meetings in Overseas Listed Companies</i> and other relevant laws, administrative regulations, departmental rules, normative documents, as well as the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter referred to as “the Articles of Association”) to regulate the Company’s behavior and ensure that the shareholders’ meeting of the Company can exercise its functions and powers.</p>

<p><b>Article 4</b> The shareholders' meeting shall exercise its functions and powers within the scope stipulated in the <i>Company Law</i>, and shall not interfere with shareholders' disposition of their own rights. Any matters discussed and decided by the shareholders' meeting shall be determined in accordance with the <i>Company Law</i> and the Articles of Association, and at the annual meeting of shareholders, any matters stipulated in the Articles of Association may be discussed.</p>	<p><b>Article 4</b> The shareholders' meeting shall exercise its functions and powers within the scope stipulated in the <i>Company Law</i>, and shall not interfere with shareholders' disposition of their own rights. Any matters discussed and decided by the shareholders' meeting shall be determined in accordance with the <i>Company Law</i> and the Articles of Association, and at the <b>annual general meeting</b>, any matters stipulated in the Articles of Association may be discussed.</p>
<p><b>Article 8</b> The shareholders' meeting shall exercise the following functions and powers according to laws:</p> <p>(1) Decide the Company's operating policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on any matters related to the remuneration of directors and supervisors;</p>	<p><b>Article 8</b> The shareholders' meeting shall exercise the following functions and powers according to laws:</p> <p>(1) Decide the Company's operating policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on any matters related to the remuneration of directors and supervisors;</p>

<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p>(3) Examine and approve the work report of the Board of Directors;</p> <p>(4) Examine and approve the work report of the Board of Supervisors;</p> <p>(5) Examine and approve the Company's annual financial budget plan and accounting plan;</p> <p>(6) Examine and approve the Company's profit distribution plan and loss compensation plan;</p> <p>(7) Consider and approve the adjustment or change plan of the Company's profit distribution policy;</p> <p>(8) Make resolutions on the increase or decrease of the registered capital of the Company;</p> <p>(9) Make resolutions on the issuance of corporate bonds;</p> <p>(10) Make resolutions on the merger, division, change of corporate form, dissolution and liquidation of the Company;</p> <p>(11) Amend the Articles of Association;</p> <p>(12) Make resolutions on the employment and dismissal of accounting firms by the Company;</p> <p>(13) Consider and approve the guarantee matters stipulated in Article 9 of these Rules of Procedure;</p> <p>(14) Consider the purchase or sale of major</p>	<p>(3) Examine and approve the work report of the Board of Directors;</p> <p>(4) Examine and approve the work report of the Board of Supervisors;</p> <p>(5) Examine and approve the Company's annual financial budget plan and accounting plan;</p> <p>(6) Examine and approve the Company's profit distribution plan and loss compensation plan;</p> <p>(7) Consider and approve the adjustment or change plan of the Company's profit distribution policy;</p> <p>(8) Make resolutions on the increase or decrease of the registered capital of the Company;</p> <p>(9) Make resolutions on the issuance of corporate bonds;</p> <p>(10) Make resolutions on the merger, division, change of corporate form, dissolution and liquidation of the Company;</p> <p>(11) Amend the Articles of Association;</p> <p>(12) Make resolutions on the employment, dismissal or non-renewal of accounting firms by the Company;</p> <p>(13) Consider and approve the guarantee matters stipulated in Article 9 of these Rules of Procedure;</p> <p>(14) Consider the purchase or sale of major assets exceeding 30% of the Company's latest total audited assets within one year;</p> <p>(15) Consider and approve the change of the use of the raised funds;</p>

<p>assets exceeding 30% of the Company's latest total audited assets within one year;</p> <p>(15) Consider and approve the change of the use of the raised funds;</p> <p>(16) Review the equity incentive plan and employee stock ownership plan;</p> <p>(17) Review related party transactions between the Company and related parties (except for guarantees provided by the Company, cash assets donated and debts simply reduced or exempted from the obligations of listed companies) with an amount of more than 30 million yuan and accounting for more than 5% of the absolute value of the Company's latest audited net assets;</p>	<p>(16) Review the equity incentive plan and employee stock ownership plan;</p> <p>(17) Review related party transactions between the Company and related parties (except for guarantees provided by the Company, cash assets donated and debts simply reduced or exempted from the obligations of listed companies) with an amount of more than 30 million yuan and accounting for more than 5% of the absolute value of the Company's latest audited net assets;</p> <p><b>(18) Consider the proposals of shareholders who hold 3% (inclusive) of the voting shares of the Company individually or collectively;</b></p>
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Before revisio n	After revisio n
<p>(18) Consider other matters that should be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(19) Consider other matters that should be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><b>The above-mentioned functions and powers of the shareholders' meeting shall not be exercised by the Board of Directors or other institutions and individuals in the form of authorization.</b></p>
<p><b>Article 9</b> The following external guarantee acts of the Company shall be examined and approved by the Shareholders' Meeting:</p> <p>(1) Any guarantees provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) Any guarantees provided after the total amount of external guarantees of the Company exceeds 30% of the total audited assets in the latest period according to the principle of cumulative calculation of guarantee amount within 12 consecutive months;</p> <p>(3) The amount of the Company's guarantee within one year exceeds 30% of the total audited assets of the Company within the latest period;</p> <p>(4) Guarantees provided for guarantee objects with asset-liability ratio exceeding 70%;</p> <p>(5) Guarantees with a single guarantee amount exceeding 10% of the latest audited net assets;</p> <p>(6) Guarantees provided to shareholders, actual controllers and their related parties;</p> <p>(7) Other guarantees stipulated by China Securities Regulatory Commission, Shanghai</p>	<p><b>Article 9</b> The following external guarantee acts of the Company shall be examined and approved by the Shareholders' Meeting:</p> <p>(1) Guarantees with a single guarantee amount exceeding 10% of the latest audited net assets;</p> <p>(2) Any guarantees provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(3) Any guarantee provided after the total amount of external guarantee by the Company and its holding subsidiaries exceeds 30% of the latest audited net assets;;</p> <p>(4) Guarantees exceeding 30% of the Company's latest audited total assets <b>according to the principle of cumulative calculation of guarantee amount within 12 consecutive months;</b></p> <p>(5) Guarantees provided for guarantee objects with asset-liability ratio exceeding 70% <b>according to the data in the latest financial statements;</b></p> <p>(6) Guarantees provided to shareholders, actual controllers and their related parties;</p> <p>(7) Other guarantees stipulated by China Securities Regulatory Commission, Shanghai Stock Exchange or the Articles of Association.</p> <p><b>For any guarantee matter within the scope of authority of the Board of Directors, in addition to the approval of more than half of</b></p>

Stock Exchange or the Articles of Association.

**all directors, it shall also be approved by more than two-thirds of the directors present at the board meeting. When the shareholders' meeting of the Company considers the guarantee mentioned in Item (4) of the preceding paragraph, it shall be approved by more than two-thirds of the voting rights held by shareholders present.**

<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p><b>Article 11</b> Under any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within 2 months from the date of occurrence of the facts:</p> <p>(1) When the number of directors is less than the number stipulated in the Company Law or less than 2/3 of the number stipulated in the Articles of Association;</p> <p>(2) When the uncompensated losses of the Company reach 1/3 of the total paid-in share capital;</p> <p>(3) At the request of shareholders holding more than 10% of the total voting shares of the Company alone or in combination;</p> <p>(4) When the Board of Directors deems it necessary;</p> <p>(5) When the Board of Supervisors proposes to convene the meeting;</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The calculation of the shareholding ratio specified in Item (3) above shall be based on the date on which shareholders submit written requirements.</p>	<p><b>Article 11</b> Under any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within 2 months from the date of occurrence of the facts:</p> <p>(1) When the number of directors is less than the number stipulated in the Company Law or less than 2/3 of the number stipulated in the Articles of Association;</p> <p>(2) When the uncompensated losses of the Company reach 1/3 of the total paid-in share capital;</p> <p>(3) At the request of shareholders holding more than 10% (inclusive) of the Company's shares individually or collectively in writing;</p> <p>(4) When the Board of Directors deems it necessary;</p> <p>(5) When the Board of Supervisors proposes to convene the meeting;</p> <p><b>(6) At the request of two or more independent directors;</b></p> <p>(7) Other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The calculation of the shareholding ratio specified in Item (3) above shall be based on the date on which shareholders submit written requirements.</p>

**Article 21** Shareholders who individually or collectively hold more than 10% of shares of the Company have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall submit it to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether to agree or disagree with the convening of extraordinary shareholders' meeting within 10 days after receiving the request.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after making the board resolution, and the change of original request in the notice shall obtain the consent of relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to give feedback within 10 days after receiving the request, shareholders holding more than 10% of shares of the Company individually or collectively have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' meeting, and shall submit a request to the Board of Supervisors in writing.

**Article 21** Shareholders who individually or collectively hold more than 10% of shares of the Company have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall submit it to the Board of Directors in writing **and clarify the topics of the meeting**. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether to agree or disagree with the convening of extraordinary shareholders' meeting within 10 days after receiving the **written request**.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after making the board resolution, and the change of original request in the notice shall obtain the consent of relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to give feedback within 10 days after receiving the request, shareholders holding more than 10% of shares of the Company individually or collectively have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' meeting, and shall submit a request to the Board of Supervisors in writing.

<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p>If the Board of Supervisors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and the change of the original proposal in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Supervisors fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Board of Supervisors does not convene and preside over the shareholders' meeting, and shareholders holding more than 10% of the Company's shares individually or collectively for more than 90 consecutive days may convene and preside over it by themselves.</p>	<p>If the Board of Supervisors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and the change of the original proposal in the notice shall obtain the consent of relevant shareholders.</p> <p>If the Board of Supervisors fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Board of Supervisors does not convene and preside over the shareholders' meeting, and shareholders holding more than 10% of the Company's shares individually or collectively for more than 90 consecutive days may convene and preside over it by themselves.</p>
<p><b>Article 22</b> If the Board of Supervisors or shareholders decide to convene the shareholders' meeting on their own, they shall notify the Board of Directors in writing and file with the office dispatched by the CSRC and the Stock Exchange where the Company is located.</p> <p>Before the announcement of resolution of the shareholders' meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The Board of Supervisors and the convening shareholders shall, when issuing the notice of the shareholders' meeting and the announcement of resolution of the shareholders' meeting, submit relevant</p>	<p><b>Article 22</b> If the Board of Supervisors or shareholders decide to convene the shareholders' meeting on their own, they shall notify the Board of Directors in writing and <b>file with the Stock Exchange.</b></p> <p>Before the announcement of resolution of the shareholders' meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The Board of Supervisors and the convening shareholders shall, when issuing the notice of the shareholders' meeting and the announcement of resolution of the shareholders' meeting, submit relevant certification materials to the office dispatched by the CSRC and the Stock Exchange where the Company is located.</p>

<p>certification materials to the office dispatched by the CSRC and the Stock Exchange where the Company is located.</p>	
<p><b>Article 24</b> For the shareholders' meeting convened by the Board of Supervisors or shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.</p>	<p><b>Article 24</b> For the shareholders' meeting convened by the Board of Supervisors or shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.</p> <p><b>If the Board of Supervisors or shareholders convene a shareholders' meeting on their own due to the disapproval of the Board of Directors in Article 21 hereof, relevant expenses shall be deducted from the amount owed by the Company to the negligent directors.</b></p>
<p><b>Article 26</b> When the Company convenes the shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholders holding more than 3% of the Company's shares individually or jointly have the right to submit the proposal to the Company.</p> <p>Shareholders holding more than 3% of the Company's shares individually or collectively may put forward interim proposal and submit it in writing to the convener 10 days before the shareholders' meeting.</p>	<p><b>Article 26</b> When the Company convenes the shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholders holding more than 3% of the Company's shares individually or jointly have the right to submit the proposal to the Company.</p> <p>Shareholders holding more than 3% of the Company's shares individually or collectively may put forward interim proposal and submit it in writing to the convener 10 days before the shareholders' meeting.</p>

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<p>The convener shall, within 2 days after receiving the proposal, issue a supplementary notice of the shareholders' meeting and announce the contents of the interim proposal. If the convener decides not to include the interim proposal in the agenda of the meeting, it shall issue a notice for such exclusion within 2 days after receiving the proposal, and explain the specific reasons; it shall also make an explanation at the shareholders' meeting, and the contents of the interim proposal and the convener's explanation shall be announced together with the resolution of the shareholders' meeting after such meeting.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposal listed in the notice of the shareholders' meeting or add new proposal after issuing the notice of the shareholders' meeting.</p> <p>Proposals that are not listed in the notice of the shareholders' meeting or fail to conform to Article 25 of these Rules of Procedure shall not be voted on and resolved at the shareholders' meeting.</p>	<p><b>If the proposal complies with the provisions of Article 25 of these Rules of Procedure,</b> the convener shall, within 2 days after receiving the proposal, issue a supplementary notice of the shareholders' meeting and announce the contents of the interim proposal. If the convener decides not to include the interim proposal in the agenda of the meeting, it shall issue a notice for such exclusion within 2 days after receiving the proposal, and explain the specific reasons; it shall also make an explanation at the shareholders' meeting, and the contents of the interim proposal and the convener's explanation shall be announced together with the resolution of the shareholders' meeting after such meeting.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposal listed in the notice of the shareholders' meeting or add new proposal after issuing the notice of the shareholders' meeting.</p> <p>Proposals that are not listed in the notice of the shareholders' meeting or fail to conform to Article 25 of these Rules of Procedure shall not be voted on and resolved at the shareholders' meeting.</p>

**Article 27** The convener shall notify all shareholders by public announcement 20 days before the annual shareholders' meeting, and the extraordinary shareholders' meeting shall be notified to all shareholders by public announcement 15 days before the meeting.

**Article 27** The convener shall notify all shareholders by public announcement 20 days before the annual shareholders' meeting, and the extraordinary shareholders' meeting shall be notified to all shareholders by public announcement 15 days before the meeting.

**Any matters not stated in the notice of meeting shall not be decided at an extraordinary general meeting.**

**When calculating the interval between the notice of shareholders' meeting and the date of meeting, it shall not include the date of meeting, but include the date when the notice is issued.**

**Article 28** The notice of shareholders' meeting includes the following contents:

- (1) Time, place and duration of the meeting;
- (2) Matters and proposals submitted to the meeting for deliberation;
- (3) Obvious explanation: all shareholders are entitled to attend the shareholders' meeting, and may entrust an agent in writing to attend the meeting and vote, and such agent of the shareholder may not be a shareholder of the Company;

**Article 28** The notice of shareholders' meeting shall **meet the following requirements:**

- (1) In writing;**
- (2) Specify** the time, place and duration of the meeting;
- (3) Explain** the matters and proposals submitted to the meeting for deliberation;



<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p>(4) Date of record of shareholders entitled to attend the shareholders' meeting;</p> <p>(5) Name and telephone No. of permanent contact person for the meeting.</p> <p>(6) Voting time and voting procedures via network or in other means.</p>	<p><b>(4) Provide shareholders with the information and explanations needed to enable shareholders to make wise decisions on the matters to be discussed. This principle includes (but is not limited to) that when the Company proposes a merger, share repurchase, share capital reorganization or other reorganization, it should provide specific conditions and contracts (if any) of the proposed transaction, and give a careful explanation of its causes and consequences;</b></p> <p><b>(5) If any director, supervisor, president or other senior executives has a material interest in the matters to be discussed, they shall disclose the nature and extent of their interest; if the influence of the matter discussed on the director, supervisor, president and other senior executives as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</b></p> <p><b>(6) Contain the full text of any special resolution to be proposed for adoption at the meeting;</b></p> <p>(7) Obvious explanation: all shareholders are entitled to attend the shareholders' meeting, and may entrust an agent in writing to attend the meeting and vote, and such agent of the shareholder may not be a shareholder of the Company;</p> <p><b>(8) Specify the time and place of service of the power of attorney for voting proxy at the meeting;</b></p> <p>(9) <b>Specify</b> the date of record of shareholders entitled to attend the shareholders' meeting;</p> <p>(10) <b>Give</b> name and telephone No. of permanent contact person for the meeting.</p> <p>(11) Voting time and voting procedures via network or in other means.</p>

<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 30</b> The notice of shareholders' meeting shall be sent to shareholders (whether they have voting rights at the meeting or not) by special person or postpaid mail, unless otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or Global Depository Receipts ("GDR") are listed or the Articles of Association. The address of recipients shall be the addresses registered in the register of shareholders.</p>
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	<p>For A-share shareholders, the notice of meeting may also be sent by public announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published on the website of the stock exchange and the media meeting the conditions stipulated by CSRC within the period of meeting the requirements of Article 70 of these Articles. Once announced, it shall be deemed that all A-share shareholders have received the notice of meeting.</p> <p>GDR equity holders shall be notified in accordance with the relevant laws and regulations of the securities regulatory authority and stock exchange where GDR is listed.</p> <p>If the notice of meeting is not sent to a person who is entitled to receive the notice due to accidental omission or such person does not receive the meeting notice, the shareholders' meeting and the resolutions made at the meeting are not invalid.</p>
<p><b>Article 36</b> All shareholders or their agents registered in the equity registration date are entitled to attend the shareholders' meeting and exercise their voting rights pursuant to relevant laws, regulations and the Articles of Association.</p>	<p><b>Article 37</b> All shareholders or their proxies registered on the date of record are entitled to attend the shareholders' meeting and exercise their voting rights pursuant to relevant laws, regulations and the Articles of Association.</p> <p><b>Any shareholder who has the right to attend and vote at the shareholders' meeting may attend the shareholders' meeting in person, or entrust one or more people (the proxy may not be a shareholder) as his/her proxy to attend and vote on his/her behalf.</b></p> <p><b>The shareholder's proxy may exercise the following rights according to the entrustment of the shareholder:</b></p> <ul style="list-style-type: none"> <li><b>(1) Right to speak at the meeting;</b></li> <li><b>(2) Request to vote by ballot on his/her own or together with others;</b></li> <li><b>(3) Exercise voting rights by show of hands or ballot, but if more than one proxy is appointed, they can only exercise voting rights by ballot.</b></li> </ul>

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<p><b>Article 39</b> The power of attorney shall indicate whether the agents of shareholders may vote at their own if shareholders fail to give specific instructions.</p>	<p><b>Article 40</b> <b>The form of power of attorney issued by the Board of Directors to a shareholder for the appointment of proxy shall allow the shareholder to freely choose to instruct the proxy to vote for or against, and to give instructions on matters to be voted on for each topic of the meeting.</b> The power of attorney shall indicate whether the proxy of of shareholders may vote at their own if shareholders fail to give specific instructions.</p>
<p><b>Article 40</b> Where the power of attorney for voting by proxy is signed by another person authorized by the client, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents and power of attorney for voting by proxy shall be kept at the Company’s domicile or other places designated in the notice of convening the meeting.</p> <p>If the client is a legal person, its legal representative or a person authorized by resolutions of the Board of Directors or other decision-making bodies shall attend the shareholders’ meeting of the Company as a representative.</p>	<p><b>Article 41</b> <b>The power of attorney for voting shall be kept at the Company’s domicile or other place specified in the notice of meeting at least 24 hours before the relevant meeting at which the voting entrusted in the power of attorney is organized, or 24 hours before the designated voting time (or before the deadline of the notice of meeting).</b> Where the power of attorney for voting by proxy is signed by another person authorized by the client, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents and power of attorney for voting by proxy shall be kept at the Company’s domicile or other places designated in the notice of convening the meeting.</p> <p>If the client is a legal person, its legal representative or a person authorized by resolutions of the Board of Directors or other decision-making bodies shall attend the shareholders’ meeting of the Company as a representative.</p> <p><b>If the client died, is incapacitated, withdraws the appointment, or withdraws the authorization to sign the appointment, or his/her shares have been transferred before the voting, the voting made by the shareholder’s proxy in accordance with the power of attorney shall remain valid as long as the Company has not received written notice of these matters before the start of meeting.</b></p>

<p><b>Article 43</b> When the shareholders' meeting is held, all directors, supervisors and Secretary of the Board of Directors of the Company shall attend the meeting, and the General Manager and other senior management personnel shall attend the meeting as nonvoting delegates.</p>	<p><b>Article 44</b> When the shareholders' meeting is held, all directors, supervisors and Secretary of the Board of Directors of the Company shall attend the meeting, and the President and other senior management personnel shall attend the meeting as nonvoting delegates.</p>
	<p><b>Article 45</b> The shareholders' meeting shall be convened by the Board of Directors according to law, and the shareholders' meeting convened by the Board of Directors shall be presided over by the Chairman of the Board of Directors.</p>

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<p><b>Article 44</b> The shareholders’ meeting shall be presided over by the Chairman. When the Chairman is unable or fails to perform his duties, the Vice Chairman shall preside over it (if the Company has two or more Vice Chairmen, the Vice Chairman jointly elected by more than half of the directors shall perform his duties). When the Vice Chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over it.</p> <p>The Chairman of the Board of Supervisors shall preside over the shareholders’ meeting convened by the Board of Supervisors. When the Chairman of the Board of Supervisors is unable or fails to perform his duties, such meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.</p> <p>The shareholders’ meeting convened by shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders’ meeting is convened, if the moderator violates these Rules of Procedure and makes it impossible for the shareholders’ meeting to continue, the shareholders’ meeting may elect one person as the moderator to continue the meeting with the consent of more than half of the shareholders present at the shareholders’ meeting enjoying voting rights.</p>	<p><b>When the Chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman (if the Company has two or more co-chairmen, the co-chairman jointly recommended by more than half of the directors shall preside over the meeting) shall preside over the meeting. When the co-chairman is unable or fails to perform his duties, the meeting shall be presided over by the Vice Chairman (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it). When the Vice Chairman is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.</b></p> <p>The Chairman of the Board of Supervisors shall preside over the shareholders’ meeting convened by the Board of Supervisors. When the Chairman of the Board of Supervisors is unable or fails to perform his duties, such meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.</p> <p>The shareholders’ meeting convened by shareholders themselves shall be presided over by a representative elected by the convener. <b>If, for any reason, the convener cannot elect a representative to preside over the meeting, it shall be presided over by the shareholder (including his/her proxy) who holds the most voting shares among the conveners.</b></p> <p>When a shareholders’ meeting is convened, if the moderator violates these Rules of Procedure and makes it impossible for the shareholders’ meeting to continue, the shareholders’ meeting may elect one person as the moderator to continue the meeting with the consent of more than half of the shareholders present at the shareholders’ meeting enjoying voting rights.</p>

<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 50 Shareholders may access to copies of meeting minutes free of charge during office hours of the Company. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after receiving the reasonable fee.</b></p>
<p><b>Article 50</b> The following matters shall be adopted by ordinary resolutions of the shareholders' meeting:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) Profit distribution plan and loss compensation plan drawn up by the Board of Directors;</p>	<p><b>Article 52</b> The following matters shall be adopted by ordinary resolutions of the shareholders' meeting:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) Profit distribution plan and loss compensation plan drawn up by the Board of Directors;</p>

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<p>(3) Related party transactions that shall be considered by the shareholders' meeting;</p> <p>(4) Election and replacement of members of the Board of Directors and their remuneration and payment methods;</p> <p>(5) Election and replacement of members of the Board of Supervisors who are represented by shareholders, and remuneration and payment methods of members of the Board of Supervisors;</p> <p>(6) The Company's annual budget plan and final accounting plan;</p> <p>(7) Employment and dismissal of accounting firms;</p> <p>(8) Annual report of the Company;</p> <p>(9) Other matters except those stipulated by laws, administrative regulations or the Articles of Association that shall be adopted by special resolutions.</p>	<p>(3) Related party transactions that shall be considered by the shareholders' meeting;</p> <p>(4) <b>Appointment and dismissal</b> of members of the Board of Directors and <b>the Board of Supervisors</b> and their remuneration and payment methods;</p> <p>(5) Election and replacement of members of the Board of Supervisors who are represented by shareholders, and remuneration and payment methods of members of the Board of Supervisors;</p> <p>(6) The Company's annual budget plan, <b>balance sheet, income statement and other financial statements</b>;</p> <p>(7) Employment and dismissal of accounting firms;</p> <p>(8) Annual report of the Company;</p> <p>(9) Other matters except those stipulated by laws, administrative regulations or the Articles of Association that shall be adopted by special resolutions.</p>

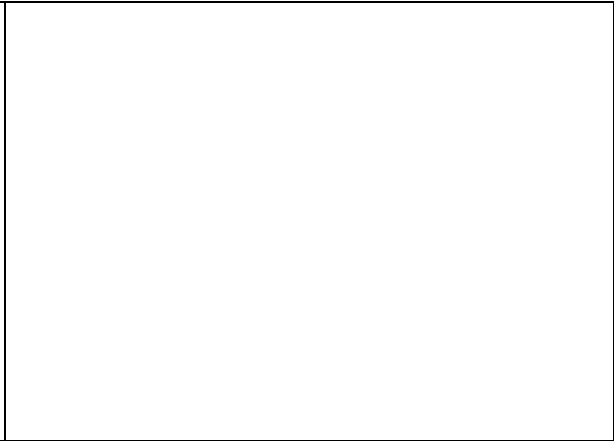


<p><b>Article 51</b> The following matters shall be adopted by special resolutions of the shareholders' meeting:</p> <p>(1) The Company's increase or decrease its registered capital;</p> <p>(2) Issuance of corporate bonds;</p> <p>(3) Division, merger, change of corporate form, dissolution and liquidation of the Company;</p> <p>(4) Purchase or sale of major assets or any matters with the amount of guarantee exceeding 30% of the total audited assets of the Company in the latest period within one year;</p> <p>(5). Amendments to the Articles of Association;</p> <p>(6) Adjustment or change of profit distribution policy;</p> <p>(7) Buying back the shares of the Company;</p> <p>(8) Equity incentive plan;</p> <p>(9) Other matters that are stipulated in the Articles of Association and determined by ordinary resolutions of the shareholders' meeting to have a significant impact on the Company, and those needing to be passed by special resolutions.</p>	<p><b>Article 53</b> The following matters shall be adopted by special resolutions of the shareholders' meeting:</p> <p>(1) The Company's increase or decrease its registered capital <b>and issuance of any kind of stocks, warrants and other similar securities;</b></p> <p>(2) Issuance of corporate bonds;</p> <p>(3) Division, merger, change of corporate form, dissolution and liquidation of the Company;</p> <p>(4) Purchase or sale of major assets or any matters with the amount of guarantee exceeding 30% of the total audited assets of the Company in the latest period within one year;</p> <p>(5). Amendments to the Articles of Association;</p> <p>(6) Adjustment or change of profit distribution policy;</p> <p>(7) Buying back the shares of the Company;</p> <p>(8) Equity incentive plan;</p> <p>(9) Other matters that are stipulated in the Articles of Association and determined by ordinary resolutions of the shareholders' meeting to have a significant impact on the Company, and those needing to be passed by special resolutions.</p>
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<p><b>Article 52</b> Shareholders (including their agents) shall exercise their voting rights according to the amount of voting shares they represent, and each share shall have one vote.</p> <p>The shares held by the Company in the Company have no voting rights, and such shares are not included in the total number of voting shares present at the shareholders' meeting.</p> <p>If a shareholder buys voting shares of the Company in violation of the provisions of the first and second paragraphs of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after such buying, and shall not be included in the total number of voting shares attending the shareholders' meeting.</p> <p>The Board of Directors, independent directors, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. To solicit shareholders' voting rights, the specific voting intentions and other information shall be fully disclosed to the solicited person. It is forbidden to solicit shareholders' voting rights by paying or disguised paying. Except for the statutory conditions, the Company shall not put forward</p>	<p><b>Article 54</b> Shareholders (including their proxies) shall exercise their voting rights <b>at the shareholders' meeting</b> according to the amount of voting shares they represent, and each share shall have one vote.</p> <p><b>When the shareholders' meeting deliberates major issues affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.</b></p> <p>The shares held by the Company in the Company have no voting rights, and such shares are not included in the total number of voting shares present at the shareholders' meeting.</p> <p>If a shareholder buys voting shares of the Company in violation of the provisions of the first and second paragraphs of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after such buying, and shall not be included in the total number of voting shares attending the shareholders' meeting.</p> <p>The Board of Directors, independent directors, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. To solicit shareholders' voting rights, the specific voting intentions and other information shall be fully disclosed to the solicited person. It is forbidden to solicit shareholders' voting rights by paying or disguised paying. Except for the</p>

<p>the minimum shareholding ratio limit for soliciting voting rights.</p>	<p>statutory conditions, the Company shall not put forward the minimum shareholding ratio limit for soliciting voting rights.</p>
<p><b>Article 54</b> When the shareholders' meeting deliberates major issues affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner. Unless the Company is in crisis or other special circumstances, the Company shall not enter into a contract with any person other than the Director, General Manager and other senior management</p>	<p><b>Article 56</b> When the shareholders' meeting deliberates major issues affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner. Unless the Company is in crisis or other special circumstances, the Company shall not enter into a contract with any person other than the Director, President and other senior management personnel to entrust the management of all or important businesses of the Company to that person without the approval of a special resolution of the shareholders' meeting.</p>

personnel to entrust the management of all or important businesses of the Company to that person without the approval of a special resolution of the shareholders' meeting.



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<p><b>Article 59</b> The disclosed ballot shall be taken at the shareholders' meeting.</p>	<p><b>Article 61</b> Except for the proposals concerning the procedures or administrative matters of the shareholders' meeting, which can be decided by the chairman of the meeting in good faith and voted by show of hands in accordance with laws, administrative regulations, the listing rules stock exchange where the Company's stocks or GDR are listed, the disclosed ballot shall be taken at the shareholders' meeting. <b>If the matter on which a ballot is requested is the election of the chairpersons of the meeting or the suspension of the meeting, a ballot shall be taken immediately. For other matters on which a ballot, the chairman of the meeting shall decide the voting time, and the meeting may continue to discuss other matters. The voting result shall still be deemed as the resolution passed at the meeting.</b></p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 62</b> In case of ballot, shareholders (including their proxies) with two or more voting rights need not vote all the way up or down, except as otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or GDR is listed.</p> <p><b>In the event of equal opposition and affirmative vote, whether by a show of hands or by a ballet, the shareholder who acts as the presiding officer of the meeting has the right to vote one more vote, unless otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company's stocks or GDR is listed.</b></p>
<p><b>Article 61</b> The closing time of the shareholders' meeting on the site shall not be earlier than that of the Internet or other means. The moderator of the meeting shall announce the voting situation and results of each proposal, and announce whether the proposal is passed or not according to the voting results. The voting results of the resolution shall be</p>	<p><b>Article 64</b> The closing time of the shareholders' meeting on the site shall not be earlier than that of the Internet or other means. The moderator of the meeting shall announce the voting situation and results of each proposal, and announce whether the proposal is passed or not according to the voting results. <b>The decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</b></p>

<p>recorded in the minutes of the meeting.</p> <p>Before the voting results are officially announced, the companies, ballot counters, scrutineers, major shareholders, network service providers and other relevant parties involved in the shareholders' meeting site, network and other voting methods have the obligation to keep the voting confidential.</p>	<p>Before the voting results are officially announced, the companies, ballot counters, scrutineers, major shareholders, network service providers and other relevant parties involved in the shareholders' meeting site, network and other voting methods have the obligation to keep the voting confidential.</p>
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<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p><b>Article 62</b> Shareholders present at the shareholders’ meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain, except that the securities registration and clearing institution, as a nominal holder of the Shanghai-Hong Kong Stock Connect, makes a declaration at the intention of the actual holder.</p> <p>Voting tickets on which an intention is not, incorrectly or illegibly filled in and those that are not cast shall be deemed as waivers of voting rights by voters, and the voting results from the number of shares held by them shall be counted as “waivers”.</p>	<p><b>Article 65</b> Shareholders present at the shareholders’ meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain, except that the securities registration and clearing institution or GDR depository, as a nominal holder of the Shanghai-Hong Kong Stock Connect or A-shares corresponding to GDR, makes a declaration at the intention of the actual holder.</p> <p>Voting tickets on which an intention is not, incorrectly or illegibly filled in and those that are not cast shall be deemed as waivers of voting rights by voters, and the voting results from the number of shares held by them shall be counted as “waivers”.</p>
<p><b>Article 63</b> If the moderator of the meeting has any doubts about the result of resolution submitted for voting, he may organize the counting of votes cast. In case the moderator fails to count the votes, if the shareholders or their agents present at the meeting disagree with the announcement of results by the moderator, they are entitled to request the counting of votes immediately after the announcement of voting results, and the moderator shall organize the counting of votes immediately.</p>	<p><b>Article 66</b> If the moderator of the meeting has any doubts about the result of resolution submitted for voting, he may organize the counting of votes cast. In case the moderator fails to count the votes, if the shareholders or their agents present at the meeting disagree with the announcement of results by the moderator, they are entitled to request the counting of votes immediately after the announcement of voting results, and the moderator shall organize the counting of votes immediately.</p> <p><b>If votes are counted at the shareholders’ meeting, the counting results shall be recorded in the minutes of the meeting.</b></p> <p><b>The minutes of the meeting, together with the autograph book of the shareholders present and the proxy for attendance, shall be kept at the domicile of the Company.</b></p>

<p><b>Article 69</b> The minutes of the shareholders' meeting shall be taken by the Secretary of the Board of Directors, and shall record the following contents:</p> <p>(1) Time, place, agenda and name of convener of the meeting;</p> <p>(2) Names of the moderator of the meeting and directors, supervisors, general managers and other senior management personnel attending the meeting with or without voting rights;</p> <p>(3) Number of shareholders and agents attending the meeting, total number of voting shares held and their proportion to the total number of shares of the Company;</p>	<p><b>Article 72</b> The minutes of the shareholders' meeting shall be taken by the Secretary of the Board of Directors, and shall record the following contents:</p> <p>(1) Time, place, agenda and name of convener of the meeting;</p> <p>(2) Names of the moderator of the meeting and directors, supervisors, president and other senior management personnel attending the meeting with or without voting rights;</p> <p>(3) Number of shareholders and agents attending the meeting, total number of voting shares held and their proportion to the total number of shares of the Company;</p>
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<p style="text-align: center;"><b>Before revisio n</b></p>	<p style="text-align: center;"><b>After revisio n</b></p>
<p>(4) Deliberation process of each proposal, main points of the speech and the voting results;</p> <p>(5) Shareholders' inquiry opinions or suggestions and corresponding replies or explanations;</p> <p>(6) Names of lawyers, tally clerks and scrutineers;</p> <p>(7) Other contents stipulated in the Articles of Association that should be included in the minutes of the meeting.</p>	<p>(4) Deliberation process of each proposal, main points of the speech and the voting results;</p> <p>(5) Shareholders' inquiry opinions or suggestions and corresponding replies or explanations;</p> <p>(6) Names of lawyers, tally clerks and scrutineers;</p> <p>(7) Other contents stipulated in the Articles of Association that should be included in the minutes of the meeting.</p>
<p><b>Article 70</b> The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The directors, supervisors, the Secretary of the Board of Directors, the convener or their representatives and the moderator present at the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be submitted to the Secretary of the Board of Directors for permanent preservation together with the signature list of shareholders present at the site, the power of attorney for agents' attendance and valid information on voting by network and other means.</p>	<p><b>Article 73</b> The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The directors, supervisors, the Secretary of the Board of Directors, the convener or their representatives and the moderator present at the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature list of shareholders present at the site, the power of attorney for agents' attendance and valid information on voting by network and other means, <b>and the retention period shall not be less than 10 years.</b></p>

<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 76</b> In case these Rules of Procedure are inconsistent with the <i>Company Law, Securities Law, Rules of Shareholders' Meeting of Listed Companies, Governance Standards of Listed Companies</i>, regulations of the securities regulatory authority and stock exchange where GDR issued by the Company is listed and other laws and regulations, as well as the Articles of Association, the above laws and regulations shall prevail, and these Rules of Procedure shall be revised in a timely manner.</p>
<p><b>Article 73</b> These Rules of Procedure shall come into force after being approved by the shareholders' meeting.</p>	<p><b>Article 77</b> These Rules of Procedure have been reviewed and approved by the shareholders' meeting and shall take effect as of the date when GDR issued by the Company is listed and traded on the SIX Swiss Exchange. As of the effective date of these Rules of Procedure, the original <i>Rules of Procedure for Shareholders' Meeting</i> will automatically become invalid.</p>

**III. Amendment to the *Rules of Procedure for Directors' Meeting***

<p><b>Before revision</b></p>	<p><b>After revision</b></p>

Before revision	After revision
<p><b>Article 1</b> In order to improve the corporate governance structure, standardize the deliberation methods and decision-making procedures of the Board of Directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”), and ensure the efficient operation and scientific decision-making of the Board of Directors, these Rules are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Guidelines for the Articles of Association of Listed Companies</i>, the <i>Governance Standards for Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i> and the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter referred to as “the Articles of Association”) and in combination with the actual situation of the Company.</p>	<p><b>Article 1</b> In order to improve the corporate governance structure, standardize the deliberation methods and decision-making procedures of the Board of Directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as “the Company”), and ensure the efficient operation and scientific decision-making of the Board of Directors, these Rules are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Guidelines for the Articles of Association of Listed Companies</i>, the <i>Governance Standards for Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i>, <b><i>Essential Provisions of the Articles of Association of Companies to Be Listed Overseas</i></b>, <b><i>Special Provisions of the State Council on Overseas Share Issuance and listing of Companies Limited by Shares and other relevant laws, administrative regulations, departmental rules and normative documents</i></b> and the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter referred to as “the Articles of Association”) and in combination with the actual situation of the Company.</p>

<p><b>Article 4</b> The Board of Directors shall exercise the following powers:</p> <p>(1) Responsible for convening the shareholders' meeting and reporting the work to the shareholders' meeting;</p> <p>(2) Implement the resolutions of the shareholders' meeting;</p> <p>(3) Examine and approve the Company's business plan and investment plan;</p> <p>(4) Formulate the Company's annual financial budget plan and accounting plan;</p> <p>(5) Formulate the Company's profit distribution plan and loss compensation plan;</p> <p>(6) Formulate the plans for the Company to increase or decrease its registered capital and issue corporate bonds;</p> <p>(7) Draw up the plans for major acquisition, repurchase of shares of the Company, merger, division, dissolution and change of corporate form;</p> <p>(8) Decide on the Company's foreign investment, acquisition and sale of assets, pledge of assets, external security, finance management agent, related party transactions and other matters within the scope authorized by the shareholders' meeting;</p> <p>(9) Decide on the establishment of internal management organization of the Company;</p>	<p><b>Article 4</b> The Board of Directors shall exercise the following powers:</p> <p>(1) Responsible for convening the shareholders' meeting and reporting the work to the shareholders' meeting;</p> <p>(2) Implement the resolutions of the shareholders' meeting;</p> <p>(3) Examine and approve the Company's business plan and investment plan;</p> <p>(4) Formulate the Company's annual financial budget plan and accounting plan;</p> <p>(5) Formulate the Company's profit distribution plan and loss compensation plan;</p> <p>(6) Formulate the plans for the Company to increase or decrease its registered capital and <b>issue bonds or other securities and to be listed;</b></p> <p>(7) Draw up the plans for major acquisition, <b>purchase</b> of shares of the Company, merger, division, dissolution and change of corporate form;</p> <p>(8) Decide on the Company's foreign investment, acquisition and sale of assets, pledge of assets, external security, finance management agent, related party transactions, external donation and other matters within the scope authorized by the shareholders' meeting;</p> <p>(9) Decide on the establishment of internal management organization of the Company;</p>
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Before revision	After revision
<p>(10) Appoint or dismiss the General Manager and Secretary of the Board of Directors of the Company; decide to appoint or dismiss the Company's Deputy General Manager, financial controller and other senior management personnel according to the nomination of the General Manager, and decide their remuneration, rewards and punishments;</p> <p>(11) Formulate the basic management system of the Company;</p> <p>(12) Formulate the amendment plan of the <i>Articles of Association</i>;</p> <p>(13) Manage the information disclosure of the Company;</p> <p>(14) Request to the shareholders' meeting to hire or replace the accounting firm for the Company's audit;</p> <p>(15) Listen to the work report of the General Manager of the Company and inspect the work of the General Manager;</p> <p>(16) Other powers granted by laws, administrative regulations, departmental rules or the <i>Articles of Association</i>.</p>	<p>(10) Appoint or dismiss the President and Secretary of the Board of Directors of the Company; decide to appoint or dismiss the Company's executive presidents, vice presidents, financial controller and other senior management personnel according to the nomination of the General Manager, and decide their remuneration, rewards and punishments;</p> <p>(11) Formulate the basic management system of the Company;</p> <p>(12) Formulate the amendment plan of the <i>Articles of Association</i>;</p> <p>(13) Manage the information disclosure of the Company;</p> <p>(14) Request to the shareholders' meeting to hire or replace the accounting firm for the Company's audit;</p> <p>(15) Listen to the work report of the President of the Company and inspect the work of the President;</p> <p>(16) Other powers granted by laws, administrative regulations, departmental rules or the <i>Articles of Association</i>.</p>

<p><b>Article 5</b> The Board of Directors has the right to dispose of, guarantee, invest abroad and raise funds for the Company's assets within certain limits. When exercising the above rights, the Board of Directors shall follow the principles of legality, compliance, prudence and safety, establish strict examination and decision-making procedures, and organize relevant experts and professionals to conduct effective evaluation and prepare feasibility reports for major investment projects. The specific power of examination and approval of the Board of Directors is shown as follows:</p> <p>(1) Dispose of the Company's assets within 30% of the Company's latest audited total assets in ways of purchase, sale and restructuring of creditor's rights and debts;</p> <p>(2) Foreign investment whose total amount does not exceed 30% of the Company's latest audited total assets in a complete fiscal year, including equity investment, bond investment, finance management agent, entrusted loans and other enterprise investment behaviors that comply with laws and regulations;</p>	<p><b>Article 5</b> Where the Board of Directors makes the resolution mentioned in the preceding paragraph, except for items (6), (7) and (12), it must be agreed by more than two-thirds of the directors present at the board meeting, and other matters may be voted by more than half of the directors present at the board meeting. <del>Matters beyond the scope authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.</del> The Board of Directors has the right to dispose of, guarantee, invest abroad and raise funds for the Company's assets within certain limits. When exercising the above rights, the Board of Directors shall follow the principles of legality, compliance, prudence and safety, establish strict examination and decision-making procedures, and organize relevant experts and professionals to conduct effective evaluation and prepare feasibility reports for major investment projects. The specific power of examination and approval of the Board of Directors is shown as follows:</p> <p>(1) Dispose of the Company's assets within 30% of the Company's latest audited total assets in ways of purchase, sale and restructuring of creditor's rights and debts;</p> <p>(2) Foreign investment whose total amount does not exceed 30% of the Company's latest audited total assets in a complete fiscal year, including equity investment, bond investment, finance management agent, entrusted loans and other enterprise investment behaviors that comply with laws and regulations;</p>
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Before revision	After revision
<p>(3) Financing whose amount does not exceed 60% of the audited net assets of the previous year in a complete fiscal year. This financing behavior refers to the debt financing of the Company to financial institutions and other enterprises (but excluding the issuance of bonds).</p> <p>(4) External guarantees except those listed in Article 41 of the Articles of Association (including but not limited to asset mortgage, pledge, guarantee, etc.);</p> <p>(5) Related party transactions with a transaction amount of more than 300000 yuan between the Company and related natural persons within a complete accounting year (excluding external guarantees), and related party transactions with a transaction amount of more than 3 million yuan between the Company and related legal persons, accounting for more than 0.5% of the absolute value of the Company's latest audited net assets (excluding external guarantees).</p> <p>When exercising the above functions and powers, the Board of Directors shall comply with relevant laws, regulations and rules and the <i>Listing Rules of Shanghai Stock Exchange</i>.</p> <p>For the duties and powers of the Board of Directors as set out in Article 4 and Article 5 herein, the Board of Directors may make resolutions to authorize the executive directors and the General Manager within the above-mentioned authority to exercise its above-mentioned duties and powers when the Board of Directors is not in session.</p>	<p>(3) Financing whose amount does not exceed 60% of the audited net assets of the previous year in a complete fiscal year. This financing behavior refers to the debt financing of the Company to financial institutions and other enterprises (but excluding the issuance of bonds).</p> <p>(4) External guarantees except those listed in Article 58 of the Articles of Association (including but not limited to asset mortgage, pledge, guarantee, etc.);</p> <p>(5) Related party transactions with a transaction amount of more than 300000 yuan between the Company and related natural persons within a complete accounting year (excluding external guarantees), and related party transactions with a transaction amount of more than 3 million yuan between the Company and related legal persons, accounting for more than 0.5% of the absolute value of the Company's latest audited net assets (excluding external guarantees).</p> <p>When exercising the above functions and powers, the Board of Directors shall comply with relevant laws, regulations and rules and the <i>Listing Rules of Shanghai Stock Exchange</i>.</p> <p>For the duties and powers of the Board of Directors as set out in Article 4 and Article 5 herein, the Board of Directors may make resolutions to authorize the <b>Chairman, President or related internal institution</b> within the above-mentioned authority to exercise its above-mentioned duties and powers when the Board of Directors is not in session.</p>

In case of new clauses added, the serial number will be extended in order

**Article 6 When the Board of Directors disposes of fixed assets, the Board of Directors shall not dispose or agree to dispose of the fixed assets without the approval of the shareholders' meeting, provided that the sum of the expected value of the fixed assets to be disposed and the value of the fixed assets disposed within 4 months prior to the proposed disposal exceeds 33% of the value of the fixed assets shown in the balance sheet recently considered by the shareholders' meeting.**



Before revision	After revision
	<p><b>The “disposal of fixed assets” referred to in this Article includes the act of transferring the interests of certain assets, but does not include the act of providing security with fixed assets.</b></p> <p><b>The validity of a transaction in which the Company disposes of fixed assets shall not be affected by violation of the first paragraph of this Article.</b></p>
<p><b>Article 9</b> The Board of Directors shall have one Chairman, and may have Vice-chairmen according to the needs of work. The Chairman and Vice Chairman shall be elected by the Board of Directors by more than half of all directors.</p>	<p><b>Article 10</b> The Board of Directors shall have one Chairman, and may have <b>Co-chairman and Vice Chairman</b> according to the needs of work. The Chairman, <b>Co-chairman and Vice Chairman</b> shall be elected and <b>dismissed</b> by the Board of Directors with a majority of all directors. <b>The term of office shall be 3 years, and they may be re-elected.</b></p>
<p><b>Article 10</b> The Chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) Preside over the shareholders’ meeting and convene and preside over the directors’ meeting;</p> <p>(2) Supervise and inspect the implementation of the resolutions of the Board of Directors;</p> <p>(3) Sign the Company’s stocks, bonds or other securities;</p> <p>(4) Sign important documents passed by the Board of Directors or other documents that should be signed by the legal representative of the Company;</p> <p>(5) Exercise the functions and powers of the legal representative;</p> <p>(6) Exercise the special right to dispose of company affairs in accordance with laws, regulations and the interests of the Company in case of force majeure such as catastrophic natural disasters, and report it to the Board of Directors and shareholders’ meeting of the</p>	<p><b>Article 11</b> The Chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) Preside over the shareholders’ meeting and convene and preside over the directors’ meeting;</p> <p>(2) Supervise and inspect the implementation of the resolutions of the Board of Directors;</p> <p><b>(3) Sign the stocks, corporate bonds and other securities issued by the Company. Any other provisions of laws and regulations, the securities regulatory authority and stock exchange where the Company’s stocks or GDR are listed shall prevail;</b></p> <p>(4) Sign important documents passed by the Board of Directors or other documents that should be signed by the legal representative of the Company;</p> <p>(5) Exercise the functions and powers of the legal representative;</p> <p>(6) Exercise the special right to dispose of company affairs in accordance with laws, regulations and the interests of the Company in case of force majeure such as catastrophic natural disasters, and report it to the Board of Directors</p>

<p>Company afterwards;</p> <p>(7) Other powers granted by the Board of Directors.</p>	<p>and shareholders' meeting of the Company afterwards;</p> <p>(7) Other powers granted by the Board of Directors.</p>
<p><b>Article 11</b> The Vice Chairman of the Company assists the Chairman in work. If the Chairman is unable to perform his duties or fails to perform his duties, the Vice Chairman shall perform his duties (if the Company has two or more Vice Chairmen, the Vice Chairman jointly elected by more than half of the directors shall perform his duties). If the Vice Chairman is unable to perform his duties or fails to perform his duties, more than half of the directors shall jointly elect a director to perform his duties.</p>	<p><b>Article 12 The Co-chairman and Vice Chairman</b> of the Company assists the Chairman in work. If the Chairman is unable to perform his duties or fails to perform his duties, the <b>Co-chairman</b> shall perform his duties (if the Company has two or more co-chairmen, the <b>Co-chairman</b> jointly elected by more than half of the directors shall preside over it). <b>If the Co-chairman is unable or fails to perform his duties, the Vice Chairman shall perform his duties (if the Company has two or more vice chairmen, the Vice Chairman jointly elected by more than half of the directors shall preside over it).</b> If the Vice Chairman is unable to perform his duties or fails to perform his duties, more than half of the directors shall jointly elect a director to perform his duties.</p>

Before revision	After revision
<p><b>Article 15</b> The main duties of the Nomination Committee are:</p> <p>(1) To draw up the criteria and procedures for the selection of directors, supervisors, general managers and other senior management personnel of the Company, and to examine and make suggestions on the qualifications of the above-mentioned candidates;</p> <p>(2) To draw up the criteria and procedures for the selection of senior management personnel of subsidiaries (including branches), and to examine and make suggestions on the qualifications of senior management candidates;</p> <p>(3) To draw up the criteria and procedures for the selection of directors, supervisors or other senior management personnel of wholly-owned subsidiaries, holding subsidiaries and shareholding companies that should be recommended or appointed by the Company, and to examine and make suggestions on the qualifications of the above candidates;</p> <p>(4) To extensively search for qualified directors, supervisors and senior management candidates according to the needs of the Company's operation and management;</p> <p>(5) Other work authorized by the Board of Directors.</p>	<p><b>Article 16</b> The main duties of the Nomination Committee are:</p> <p>(1) To draw up the criteria and procedures for the selection of directors, supervisors, <b>president</b> and other senior management personnel of the Company, and to examine and make suggestions on the qualifications of the above-mentioned candidates;</p> <p>(2) To draw up the criteria and procedures for the selection of senior management personnel of subsidiaries (including branches), and to examine and make suggestions on the qualifications of senior management candidates;</p> <p>(3) To draw up the criteria and procedures for the selection of directors, supervisors or other senior management personnel of wholly-owned subsidiaries, holding subsidiaries and shareholding companies that should be recommended or appointed by the Company, and to examine and make suggestions on the qualifications of the above candidates;</p> <p>(4) To extensively search for qualified directors, supervisors and senior management candidates according to the needs of the Company's operation and management;</p> <p>(5) Other work authorized by the Board of Directors.</p>

<p><b>Article 28</b> Where an interim directors' meeting is proposed in accordance with Article 27 of these Rules, a written proposal signed (sealed) by the proposer shall be submitted through the Office of the Board of Directors to or directly to the Chairman of the Board of Directors. The written proposal shall contain the following items:</p> <ol style="list-style-type: none"><li>(1) Name of proposer;</li><li>(2) Reasons for proposal or objective reasons on which the proposal is based;</li><li>(3) Proposed time or time limit, place and method of the meeting;</li></ol>	<p><b>Article 29</b> Where an interim directors' meeting is proposed in accordance with <b>Article 28</b> of these Rules, a written proposal signed (sealed) by the proposer shall be submitted through the Office of the Board of Directors to or directly to the Chairman of the Board of Directors. The written proposal shall contain the following items:</p> <ol style="list-style-type: none"><li>(1) Name of proposer;</li><li>(2) Reasons for proposal or objective reasons on which the proposal is based;</li><li>(3) Proposed time or time limit, place and method of the meeting;</li></ol>
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<b>Before revision</b>	<b>After revision</b>
<p>(4) Clear and specific proposals;</p> <p>(5) Contact information of the proposer and the date of proposal, etc.</p> <p>The content of the proposal shall fall within the scope of authority of the Board of Directors as stipulated in the Articles of Association, and the materials related to the proposal shall be submitted together.</p> <p>After receiving the above written proposals and relevant materials, the Office of the Board of Directors shall forward them to the Chairman of the Board on the same day. If the Chairman considers that the content of the proposal is not clear and specific or the relevant materials are insufficient, he may request the proposer to amend or supplement it.</p> <p>For the proposal to convene an interim meeting that meets the requirements, the Chairman shall convene and preside over an interim directors' meeting within 10 days from the date of receiving the aforesaid written proposal.</p>	<p>(4) Clear and specific proposals;</p> <p>(5) Contact information of the proposer and the date of proposal, etc.</p> <p>The content of the proposal shall fall within the scope of authority of the Board of Directors as stipulated in the Articles of Association, and the materials related to the proposal shall be submitted together.</p> <p>After receiving the above written proposals and relevant materials, the Office of the Board of Directors shall forward them to the Chairman of the Board on the same day. If the Chairman considers that the content of the proposal is not clear and specific or the relevant materials are insufficient, he may request the proposer to amend or supplement it.</p> <p>For the proposal to convene an interim meeting that meets the requirements, the Chairman shall convene and preside over an interim directors' meeting within 10 days from the date of receiving the aforesaid written proposal.</p>

<p><b>Article 30</b> The Board of Directors shall hold at least two meetings every year, which shall be convened by the Chairman of the Board, and all Directors and Supervisors shall be notified of it in writing 10 days before the meeting is held.</p> <p>The notice method for the Board of Directors to hold an interim directors' meeting is: written notice (including personal service and fax), telephone notice, e-mail notice or short message notice; the notice time limit is 2 days before the meeting. If the situation is urgent and it is necessary to convene an interim directors' meeting as soon as possible, the notice of the meeting may be sent at any time by telephone or other oral means, but the convener shall make an explanation at the meeting. If it is not delivered directly, it shall also be confirmed by telephone.</p>	<p><b>Article 31</b> The Board of Directors shall hold at least two meetings every year, which shall be convened by the Chairman of the Board, and all Directors and Supervisors shall be notified of it in writing 10 days before the meeting is held.</p> <p>The notice method for the Board of Directors to hold an interim directors' meeting is: written notice (including personal service and fax), telephone notice, e-mail notice or short message notice; the notice time limit is 2 days before the meeting. If the situation is urgent and it is necessary to convene an interim directors' meeting as soon as possible, the notice of the meeting may be sent at any time by telephone or other oral means. On the premise of notifying all directors, the interim directors' meeting may be convened at any time, but the convener shall make an explanation at the meeting. If it is not delivered directly, it shall also be confirmed by telephone.</p>
<p><b>Article 31</b> The notice of the directors' meeting shall at least include the following contents:</p> <p>(1) Time and place of the meeting;</p> <p>(2) Way of convening the meeting;</p>	<p><b>Article 32</b> The notice of the directors' meeting shall at least include the following contents:</p> <p>(1) <b>Date</b> and place of the meeting;</p> <p>(2) Way of convening the meeting;</p>

Before revision	After revision
<p>(3) Matters to be considered (meeting proposals);</p> <p>(4) The convener and moderator of the meeting, the proposer of the interim meeting and its written proposal;</p> <p>(5) Meeting materials necessary for directors to vote;</p> <p>(6) Directors shall attend the meeting in person or entrust other directors to attend the meeting on their behalf;</p> <p>(7) Meeting contact person and contact information;</p> <p>(8) Date of issuing the notice.</p> <p>The oral meeting notice shall at least include the contents of items (1) and (2) above, and the explanation that the urgent situation requires an interim directors' meeting to be held as soon as possible.</p>	<p><b>(3) Duration of the meeting;</b></p> <p>(4) Matters to be considered (meeting proposals);</p> <p>(5) The convener and moderator of the meeting, the proposer of the interim meeting and its written proposal;</p> <p>(6) Meeting materials necessary for directors to vote;</p> <p>(7) Directors shall attend the meeting in person or entrust other directors to attend the meeting on their behalf;</p> <p>(8) Meeting contact person and contact information;</p> <p>(9) Date of issuing the notice.</p> <p>The oral meeting notice shall at least include the contents of items (1) and (2) above, and the explanation that the urgent situation requires an interim directors' meeting to be held as soon as possible.</p>
<p>In case of new clauses added, the serial number will be extended in order</p>	<p><b>Article 50 Resolutions made by the Board of Directors must be passed by more than half of all directors.</b></p> <p><b>The voting on resolutions of the Board of Directors shall adopt the “one man one vote” system. In the event of equal opposition and affirmative vote, the Chairman has the right to vote one more vote, unless otherwise provided by laws and regulations, the securities regulatory authority and stock exchange where the Company’s stocks or GDR are listed.</b></p>

**Article 64** The Secretary of the Board of Directors shall arrange for the staff of the Office of the Board of Directors to keep records of the directors' meeting. The minutes of the directors' meeting shall be complete and true. The directors, the Secretary of the Board of Directors and the recorder present at the meeting shall sign the minutes. The minutes of directors' meetings shall be properly kept as important files of the Company, so as to serve as an important basis for clarifying directors' responsibilities in the future.

**Article 66** The Secretary of the Board of Directors shall arrange for the staff of the Office of the Board of Directors to keep records of the directors' meeting. The minutes of the directors' meeting shall be complete and true. The directors, the Secretary of the Board of Directors and the recorder present at the meeting shall sign the minutes. The minutes of directors' meetings shall be properly kept as important files of the Company, so as to serve as an important basis for clarifying directors' responsibilities in the future.

**Directors shall be responsible for the resolutions of the board of directors. If any resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, causing serious losses to the Company, the director participating in the resolution shall be liable for compensation to the Company. But if it is proved that the director has expressed his objection at the time of voting and recorded it in the minutes of the meeting, that director may be exempted from liability.**



Before revision	After revision
<p><b>Article 78</b> These Rules are annexes to the <i>Articles of Association</i> and are drafted by the Board of Directors of the Company, and reviewed, approved and amended by the shareholders' meeting, and the same applies to any amendment.</p>	<p><b>Article 80</b> These Rules are annexes to the <i>Articles of Association</i> and are drafted by the Board of Directors of the Company, and reviewed and approved by the shareholders' meeting. These Rules <b>shall take effect as of the date when GDR issued by the Company is listed and traded on the SIX Swiss Exchange. As of the effective date of these Rules, the original <i>Rules of Procedure for Directors' Meeting</i> will automatically become invalid.</b></p>
<p>Other amendments</p>	<p><b>According to the internal position setting of the Company, "General Manager" is revised to "President".</b></p>

#### IV. Amendment to the *Rules of Procedure for Supervisors' Meeting*

Before revision	After revision
<p><b>Article 1</b> In order to improve the supervision mechanism, clarify the authority and procedures of the Board of Supervisors, and protect the legitimate rights and interests of shareholders, Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as "the Company") formulates these Rules of Procedure in accordance with the <i>Company Law of the People's Republic of China</i>, the <i>Governance Standards for Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i> and the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter referred to as "the Articles of Association") and in combination with the actual situation of the Company.</p>	<p><b>Article 1</b> In order to improve the supervision mechanism, clarify the authority and procedures of the Board of Supervisors, and protect the legitimate rights and interests of shareholders, Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as "the Company") formulates these Rules of Procedure in accordance with the <i>Company Law of the People's Republic of China</i>, the <i>Governance Standards for Listed Companies</i>, the <i>Listing Rules of Shanghai Stock Exchange</i>, <i>Special Provisions of the State Council on Overseas Share Issuance and listing of Companies Limited by Shares</i>, <i>Essential Provisions of the Articles of Association of Companies to Be Listed Overseas</i> and other relevant laws, administrative regulations, departmental rules and normative documents, and the <i>Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.</i> (hereinafter</p>

	<p>referred to as “the Articles of Association”) and in combination with the actual situation of the Company.</p>
<p><b>Article 8</b> The Board of Supervisors shall be composed of two shareholders’ representatives and one employee supervisor of the Company. Supervisors served by shareholders’ representatives shall be elected and dismissed by shareholders’ meeting, and supervisors served by employees’ representatives shall be democratically elected and dismissed by employees of the Company through employees’ congress, employees’ meeting or other forms.</p>	<p><b>Article 8</b> The Board of Supervisors shall be composed of two shareholders’ representatives and one employee supervisor of the Company. Supervisors served by shareholders’ representatives shall be elected and dismissed by shareholders’ meeting, and supervisors served by employees’ representatives shall be democratically elected and dismissed by employees of the Company through employees’ congress, employees’ meeting or other forms.</p>

Before revision	After revision
<p>The term of office of supervisors co-elected or by-elected by the shareholders' meeting or employees of the Company shall start from the effective date of election to the expiration date of the term of office of the current Board of Supervisors. The proportion of employees' representatives in the Board of Supervisors shall not be less than one third.</p>	<p><b>Shareholders' representatives shall be elected and dismissed by the shareholders' meeting.</b> The term of office of supervisors co-elected or by-elected by the shareholders' meeting or employees of the Company shall start from the effective date of election to the expiration date of the term of office of the current Board of Supervisors. The proportion of employees' representatives in the Board of Supervisors shall not be less than one third.</p>

<p><b>Article 12</b> The Board of Supervisors shall be responsible to the shareholders' meeting and exercise the following functions and powers according to law:</p> <p>(1) Inspect the Company's financial affairs, and when necessary, entrust an accounting firm to independently audit the Company's financial affairs in the name of the Company;</p> <p>(2) Supervise the actions of directors and other senior executives in performing their duties in the Company, and put forward suggestions for dismissal of those who violate laws, administrative regulations or the Articles of Association;</p> <p>(3) Require the directors and other senior executives whose actions damage the interests of the Company to correct them, and when necessary, report to the shareholders' meeting or the relevant competent authorities of the state;</p> <p>(4) Check the financial information such as the financial report, business report and profit distribution plan to be submitted to the shareholders' meeting by the Board of Directors. In case of any doubt, it may entrust a certified public accountant in the name of the Company to review;</p> <p>(5) Make suggestions on the employment of accounting firms by the company;</p> <p>(6) Propose to convene an extraordinary general meeting, and convene and preside over the shareholders' meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated in the Articles of Association;</p> <p>(7) Submit interim proposals to the shareholders' meeting;</p>	<p><b>Article 12</b> The Board of Supervisors shall be responsible to the shareholders' meeting and exercise the following functions and powers according to law:</p> <p><b>(1) Review the Company's securities issuance documents and periodic reports prepared by the Board of Directors and give written comments and give written comments;</b></p> <p>(1) Inspect the Company's financial affairs, and when necessary, entrust an accounting firm to independently audit the Company's financial affairs in the name of the Company;</p> <p><b>(3) Supervise the actions of directors and other senior executives in performing their duties in the Company, and put forward suggestions for dismissal of those who violate laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;</b></p> <p>(4) Require the directors and other senior executives whose actions damage the interests of the Company to correct them, and when necessary, report to the shareholders' meeting or the relevant competent authorities of the state;</p> <p>(5) Check the financial information such as the financial report, business report and profit distribution plan to be submitted to the shareholders' meeting by the Board of Directors. In case of any doubt, it may entrust a certified public accountant and practicing auditor in the name of the Company to review;</p> <p>(6) Make suggestions on the employment of accounting firms by the company;</p>
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(8) Bring a lawsuit against directors and other senior executives in accordance with Article 152 of the *Company Law*;

(9) Other functions and powers stipulated in the Articles of Association.

Supervisors may attend the directors' meeting as nonvoting delegates and raise questions or suggestions on matters decided by the Board of Directors.

Before revision	After revision
	<p>(7) Propose to convene an extraordinary general meeting, and convene and preside over the shareholders' meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated in the Articles of Association;</p> <p>(8) Submit interim proposals to the shareholders' meeting;</p> <p>(9) <b>Negotiate with directors and senior executives on behalf of the Company</b> or bring a lawsuit against the directors and senior executives in accordance with the provisions of Article 151 of <i>the Company Law</i>;</p> <p>(10) <b>Conduct an investigation on the abnormal operating conditions of the Company; and if necessary, hire professional institutions such as accounting firm and law firm to assist them in work. The expenses therefrom shall be borne by the Company;</b></p> <p>(11) <b>Other functions and powers stipulated by laws, administrative regulations, departmental rules or the Articles of Association and granted by the shareholders' meeting.</b></p> <p>Supervisors may attend the directors' meeting as nonvoting delegates and raise questions or suggestions on matters decided by the Board of Directors.</p>

<p><b>Article 24</b> To convene a regular meeting of the Board of Supervisors, all supervisors shall be notified in writing 10 days before the meeting. To convene an interim meeting, all supervisors shall be notified 5 days before the meeting. The notice of meeting shall be made in writing, by post or e-mail.</p>	<p><b>Article 24</b> To convene a regular meeting of the Board of Supervisors, all supervisors shall be notified in writing 10 days before the meeting. To convene an interim meeting, all supervisors shall be notified 5 days before the meeting. The notice of meeting shall be made in writing, by post or e-mail. <b>If the situation is urgent and it is necessary to convene an interim supervisors' meeting as soon as possible, the notice of the meeting may be sent at any time by telephone or other oral means, but the convener shall make an explanation at the meeting. If it is not delivered directly, it shall also be confirmed by telephone.</b></p>
<p><b>Article 40</b> If any resolution made by the Board of Supervisors involves proposing to convene an interim directors' meeting, an extraordinary general meeting or submitting an interim proposal to the annual general meeting, it shall submit a proposal with complete topics and contents to the Board of Directors in written form within the specified time, and ensure that the contents of the proposal comply with the provisions of relevant laws and regulations and the Articles of Association.</p>	<p><b>Article 40</b> If any resolution made by the Board of Supervisors involves proposing to convene an interim directors' meeting, an extraordinary general meeting or submitting an interim proposal to the annual general meeting, it shall submit a proposal with complete topics and contents to the Board of Directors in written form within the specified time, and ensure that the contents of the proposal comply with the provisions of relevant laws and regulations and the Articles of Association.</p>

Before revision	After revision
<p><b>Article 43</b> These Rules shall come into effect as of the date of approval by the shareholders' meeting.</p> <p><b>Article 44</b> The Board of Supervisors shall propose a revised draft for the revision of these Rules and submit it to the shareholders' meeting for deliberation and approval.</p>	<p><b>Article 43</b> These Rules are annexes to the Articles of Association, which are drafted by the Board of Supervisors of the Company, and reviewed and approved by the shareholders' meeting of the Company. These Rules shall take effect as of the date when the Global Depository Receipts issued by the Company are listed and traded on the SIX Swiss Exchange. As of the effective date of these Rules, the original <i>Rules of Procedure for Supervisors' Meeting</i> of the Company will automatically become invalid.</p>
Other amendments	According to the internal position setting of the Company, "General Manager" is revised to "President".

Except for the above amendments, other contents of the *Articles of Association*, *Rules of Procedure for Shareholders' Meeting*, *Rules of Procedure for Directors' Meeting* and *Rules of Procedure for Supervisors' Meeting* remain unchanged.

At the same time, the Company intends to request the shareholders' meeting to authorize the Board of Directors and the persons authorized by the Board of Directors, in accordance with the provisions of domestic and foreign laws and regulations or the requirements and suggestions of relevant domestic and foreign government agencies and regulators, as well as the actual situation of this issuance and listing, adjust and modify the *Articles of Association (Draft)*, the *Rules of Procedure for Shareholders' Meeting (Draft)*, the *Rules of Procedure for Directors' Meeting (Draft)* and the *Rules of Procedure for Supervisors' Meeting (Draft)* (including but not limited to the adjustment and modification of the text, chapters, clauses, effective conditions, and registered capital, etc.), and handle the approval, change registration, filing and other matters with CSRC, market supervision and administration bureau and other relevant departments before and after this issuance.

It is hereby announced.

Board of Directors of Chifeng Jilong Gold Mining Co., Ltd.

October 29, 2022