

Chifeng Jilong Gold Mining Co., Ltd.
Announcement on Amending the Articles of
Association and other Relevant Policies

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 legal liabilities for the authenticity, accuracy and completeness of its contents.

The 10th meeting of the 8th Board of Directors, the 6th meeting of the 7th Board of Supervisors held on October 28, 2022, and the 4th Extraordinary General Meeting of Shareholders held on October 14, 2022 respectively deliberated and adopted 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 "Proposal on Formulating Rules of Procedure of the Board of Supervisors of Chifeng Jilong Gold Mining Co., Ltd. (Draft) and its annexes (Applicable after SIX Swiss Stock Exchange). On August 18, 2023, the Company held the 20th meeting of the 8th Board of Directors, at which it deliberated and adopted the Proposal on Terminating the Overseas Issuance of Global Depositary Receipts, and it was agreed that the Company would terminate the overseas issuance of Global Depositary Receipts. As a result, the above-mentioned "Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (Draft) and its annexes (applicable after listing on the SIX Swiss Exchange) have not come into effect.

On December 13, 2023, the Company held the 23rd meeting of the 8th Board of Directors and the 15th meeting of the 7th Board of Supervisors, and deliberated and adopted the "Proposal on Amending the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. and its Annexes" and "Proposal on Amending the Rules of Procedure

of the Board of Supervisors of Chifeng Jilong Gold Mining Co., Ltd.". In accordance with the provisions of relevant laws, regulations and normative documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Guidelines for the Articles of Association of Listed Companies, after taking into consideration the actual situation of the Company, it is proposed to amend the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Articles of Association") and its annexes, which will take effect after being deliberated and adopted by the general meeting of shareholders. The Articles of Association and related systems are amended as follows:

1. Amendments to the Articles of Association

Before revision	After revision
<p>Article 1 In order to safeguard the legitimate interests of the company, shareholders and creditors, and standardize the organization and behavior of the company, this articles of association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other relevant regulations.</p>	<p>Article 1 In order to safeguard the legitimate interests of Chifeng Jilong Gold Mining Co., Ltd.(hereinafter referred to as the “company”), shareholders and creditors, and standardize the organization and behavior of the company, this articles of association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other relevant regulations.</p>
<p>Article 2 The Company is a joint stock limited company (hereinafter referred to as the "Company") established in accordance with the Company Law and other relevant provisions. The company was registered in the</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant provisions. The company was established as per "the letter of approval for the establishment of</p>

Before revision	After revision
<p>Chifeng Municipal Bureau of Business Administration, Quality and Technical Supervision and obtained a business license.</p>	<p>Guangzhou Baolong Special Automobile Co., Ltd." numbered "Sui Gai Gu Zi (2000) No. 10" and issued by the Guangzhou Municipal Economic System Reform Commission by changing the limited liability company to a joint stock limited company. and was registered in the Guangzhou Municipal Administration for Industry and Commerce on August 23, 2000, and obtained a business license with a registration number of 4401011107188. The company has now changed its name to Chifeng Jilong Gold Mining Co., Ltd., with a unified social credit code of 91150000708204391F.</p>
<p>Article 3 On February 27, 2004, upon the approval by the China Securities Regulatory Commission through a letter numbered Zheng Jian Fa Xing Zi [2004] 23, the Company issued 25 million ordinary shares to the public for the first time. The company was listed on the Shanghai Stock Exchange on April 14, 2004.</p>	<p>Article 3 On February 27, 2004, upon the approval by the China Securities Regulatory Commission (hereinafter referred to as "CSRC") through a letter numbered Zheng Jian Fa Xing Zi [2004] 23, the Company issued 25 million ordinary shares to the public for the first time. The company was listed on the Shanghai Stock Exchange on April 14, 2004.</p>
<p>Article 10 The articles of association of the company shall become a legally binding document regulating the organization and behavior of the company and the rights and obligations between the company and</p>	<p>Article 10 The articles of association of the company shall become a legally binding document regulating the organization and behavior of the company and the rights and obligations between the company and</p>

Before revision	After revision
<p>shareholders from the date of entry into force, and a legally binding document for the company, shareholders, directors, supervisors and senior managers. In accordance with the Articles of Association, shareholders may sue shareholders, shareholders may sue directors, supervisors, managers and other senior management of the company, shareholders may sue the company, and the company may sue shareholders, directors, supervisors, managers and other senior management.</p>	<p>shareholders and between shareholders from the date of entry into force. This Articles of Association shall be legally binding on the Company, shareholders, directors, supervisors and senior management, and all such persons may make claims related to the Company's affairs in accordance with the Articles of Association. In accordance with this Articles of Association, shareholders may sue shareholders, and shareholders may sue directors, supervisors, CEO (Manager) and other senior management, shareholders can sue the company, and the company can sue shareholders, directors, supervisors, CEO and other senior executives.</p> <p>"Litigation" as mentioned in the preceding paragraph includes filing a lawsuit with a court or applying to an arbitration institution for arbitration.</p>
<p>Article 11 The term "other senior management personnel" mentioned in this charter refers to the deputy manager, secretary of the board of directors, financial director and other personnel determined by the board of directors of the company.</p>	<p>Article 11 The term "other senior management personnel" mentioned in this Articles of Association refers to the vice president (deputy manager), secretary of the board of directors, financial director and other personnel determined by the board of directors of the company.</p>
<p>New clauses are added, and the serial number</p>	<p>Article 15 The company shall set up ordinary</p>

Before revision	After revision
is extended accordingly	shares at any time, and the company may set up other types of shares according to its needs and with the approval of the regulatory authorities authorized by the State Council.
Article 16 The face value of the shares issued by the company shall be denominated in RMB.	Article 17 The stocks issued by the company are all par value stocks, and the par value is denominated in RMB, and the par value of each share is RMB 1 Yuan.
Article 18 The company is established by means of sponsorship. The company's sponsors, the number of shares subscribed, the method and time of capital contribution are as follows:	Article 19 The company is established by means of sponsorship. The sponsors, the number of shares subscribed, the method and time of capital contribution at the time of the establishment of the company are as follows:
Article 20 The Company or its subsidiaries (including its affiliates) do not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans to persons who purchase or intend to purchase shares in the Company.	This provision is moved to other chapters.
Article 21 According to the needs of operation and development, in accordance with the provisions of laws and regulations, the company may increase its capital in the following ways by making resolutions at the general meeting of shareholders: (1) Public offering of shares; (2) Non-public issuance of shares;	Article 21 According to the needs of operation and development, in accordance with the provisions of laws and regulations, the company may adopt the following methods to increase the Registered Capital upon resolution made by the general meeting of shareholders: (1) Public offering of shares to the general public after approval by the China Securities

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<p>(3) Distributing bonus shares to existing shareholders;</p> <p>(4) Converting the reserve fund into share capital;</p> <p>(5) Other methods stipulated by laws, administrative regulations and approved by the China Securities Regulatory Commission.</p>	<p>Regulatory Commission;</p> <p>(2) Non-public issuance of shares;</p> <p>(3) Distributing bonus shares to existing shareholders;</p> <p>(4) Converting the reserve fund into share capital;</p> <p>(5) Placing new shares to existing shareholders;</p> <p>(6) Other methods stipulated by laws, administrative regulations and approved by the China Securities Regulatory Commission.</p> <p>The company's capital increase and issuance of new shares shall be handled in accordance with the procedures stipulated by relevant national laws and administrative regulations after approval in accordance with the provisions of this articles of association.</p>
<p>Article 23 The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association, acquire the shares of the Company under the following circumstances:</p> <p>(1) Reducing the registered capital of the company;</p> <p>(2) merger with other companies holding shares of the Company;</p> <p>(3) Using shares for employee stock ownership plans or equity incentives;</p>	<p>Article 23 The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association, acquire the shares of the Company under the following circumstances:</p> <p>(1) Reducing the registered capital of the company;</p> <p>(2) Merger with other companies holding shares of the company;</p> <p>(3) Using shares for employee stock ownership plans or equity incentives;</p>

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<p>(4) Shareholders request the company to acquire their shares because they disagree with the resolution of the general meeting of shareholders to merge or divide the company;</p> <p>(5) The use of shares to convert the shares into corporate bonds issued by listed companies that can be converted into shares;</p> <p>(6) Where it is necessary for the company to maintain the company's value and shareholders' rights and interests;</p> <p>Except for the above, the Company will not engage in the acquisition of shares of the Company.</p>	<p>(4) Shareholders request the company to acquire their shares because they disagree with the resolution of the general meeting of shareholders to merge or divide the company;</p> <p>(5) The use of shares to convert the shares into corporate bonds issued by listed companies</p> <p>(6) Where it is necessary for the company to maintain the company's value and shareholders' rights and interests;</p> <p>(7) Other circumstances permitted by laws and administrative regulations.</p> <p>Except for the above, the Company does not engage in the acquisition of shares of the Company.</p>
<p>New chapters have been added, and the serial number has been extended accordingly</p>	<p>Section 4 Financial Assistance for the Purchase of Company Shares</p> <p>Article 30 The Company or its subsidiaries (including affiliates of the Company) shall not, at any time, provide any financial assistance to persons who purchase or intend to purchase shares in the Company, in any way. The above-mentioned persons who purchase the company's shares include those who directly or indirectly assume obligations as a result of the purchase of the company's shares.</p> <p>The Company or its subsidiaries shall not provide financial assistance to the</p>

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	<p>aforesaid obligors in any way for the purpose of reducing or relieving them of their obligations.</p> <p>The provisions of this article shall not apply to the cases referred to in Article 32 of this Articles of Association.</p> <p>Article 31 Financial assistance referred to in this Articles of Association includes (but not limited to) the following:</p> <p>(1) Gifts;</p> <p>(2) Guarantee (including the guarantor's assumption of responsibility or the provision of assets to ensure the obligor's performance of its obligations), compensation (but excluding compensation caused by the company's own fault), discharge or waiver of rights;</p> <p>(3) Providing a loan or entering into a contract in which the company performs its obligations before the other party, as well as the change of the parties to the loan or contract and the transfer of rights in the loan or contract, etc.;</p> <p>(4) Financial assistance provided by the company in any other way in the event that it is unable to repay its debts, has no net assets, or will result in a substantial reduction in its net assets.</p>

Before revision	After revision
	<p data-bbox="804 297 1380 824"> For the purposes of this articles of association, the term "obligations" includes obligations assumed by the obligor as a result of entering into a contract or making an arrangement (whether the contract or arrangement is enforceable, whether it is undertaken by him or jointly with any other person), or by altering his financial position in any other way. </p> <p data-bbox="804 857 1380 1010"> Article 32 The following acts shall not be deemed to be prohibited by Article 30 of this articles of association: </p> <p data-bbox="804 1043 1380 1447"> (1) the financial assistance provided by the company is in good faith for the benefit of the company, and the main purpose of the financial assistance is not to purchase shares of the company, or the financial assistance is an incidental part of a master plan of the company; </p> <p data-bbox="804 1480 1380 1570"> (2) The company distributes its property as dividends in accordance with the law; </p> <p data-bbox="804 1603 1380 1693"> (3) Distribute dividends in the form of shares; </p> <p data-bbox="804 1727 1380 1939"> (4) Reducing the registered capital, repurchasing shares, adjusting the equity structure, etc., in accordance with this Articles of Association; </p> <p data-bbox="863 1973 1380 2007"> (5) the company provides loans for its </p>

Before revision	After revision
	<p>normal business activities within the scope of its business (but this should not result in a decrease in the company's net assets or, even if it constitutes a decrease, the financial assistance is paid out of the company's distributable profits);</p> <p>(6) The company provides money for the employee stock ownership plan (but it should not result in a decrease in the company's net assets, or even if it constitutes a reduction, the financial assistance is paid out of the company's distributable profits).</p>
<p>Article 37 The shareholders of the company shall undertake the following obligations:</p> <p>(1) Comply with laws, administrative regulations and this articles of association;</p> <p>(2) Pay the share fee according to the shares subscribed for and the way of shareholding;</p> <p>(3) Except as provided by laws and regulations, shares shall not be withdrawn;</p> <p>(4) Not abuse the rights of shareholders 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;</p> <p>Where a shareholder of a company abuses the rights of a shareholder of the company and</p>	<p>Article 40 The shareholders of the company shall undertake the following obligations:</p> <p>(1) Comply with laws, administrative regulations and this articles of association;</p> <p>(2) Pay the share fee according to the shares subscribed for and the way of shareholding;</p> <p>(3) Except as provided by laws and regulations, shares shall not be withdrawn;</p> <p>(4) Not abuse the rights of shareholders 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;</p> <p>(5) Other obligations that shall be undertaken in accordance with laws, administrative</p>

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<p>causes losses to the company or other shareholders, he shall be liable for compensation in accordance with law.</p> <p>Where a shareholder of a company abuses the independent status of the company's legal person and the limited liability of shareholders to evade debts and seriously harm the interests of the company's creditors, they shall be jointly and severally liable for the company's debts.</p> <p>(5) Other obligations that shall be undertaken in accordance with laws, administrative regulations, and this charter.</p>	<p>regulations, and the articles of association.</p> <p>Where a shareholder of a company abuses the rights of a shareholder of the company and causes losses to the company or other shareholders, he shall be liable for compensation in accordance with law.</p> <p>Where a shareholder of a company abuses the independent status of the company's legal person and the limited liability of shareholders to evade debts and seriously harm the interests of the company's creditors, they shall be jointly and severally liable for the company's debts.</p>
<p>Article 40 The general meeting of shareholders is the authority of the company and exercises the following functions and powers in accordance with the law:</p> <p>(1) Decide on the company's business policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) To review and approve the report of the Board of Directors;</p> <p>(4) To review and approve the report of the board of supervisors;</p> <p>(5) To review and approve the company's</p>	<p>Article 43 The general meeting of shareholders is the authority of the company and exercises the following functions and powers in accordance with the law:</p> <p>(1) Decide on the company's business policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) To review and approve the report of the Board of Directors;</p> <p>(4) To review and approve the report of the board of supervisors;</p> <p>(5) To review and approve the company's annual</p>

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<p>annual financial budget plan and final account plan;</p> <p>(6) To review and approve the company's profit distribution plan and loss recovery plan;</p> <p>(7) To review and approve the adjustment or change plan of the company's profit distribution policy;</p> <p>(8) To make a resolution on the increase or decrease of the registered capital of the company;</p> <p>(9) To make a resolution on the issuance of corporate bonds;</p> <p>(10) To make resolutions on the merger, division, dissolution, liquidation or change of the form of the company;</p> <p>(11) Amend the articles of association;</p> <p>(12) To make resolutions on the company's employment and dismissal of accounting firms;</p> <p>(13) To deliberate and approve the guarantee matters provided for in Article 41 of the Articles of Association;</p> <p>(14) To review and approve the company's purchase and sale of major assets within one year that exceeds 30% of the company's latest audited total assets;</p> <p>(15) To review and approve the change of the use of raised funds;</p>	<p>financial budget plan and final account plan;</p> <p>(6) To review and approve the company's profit distribution plan and loss recovery plan;</p> <p>(7) To review and approve the adjustment or change plan of the company's profit distribution policy;</p> <p>(8) To make a resolution on the increase or decrease of the registered capital of the company;</p> <p>(9) To make a resolution on the issuance of corporate bonds;</p> <p>(10) To make resolutions on the merger, division, dissolution, liquidation or change of the form of the company;</p> <p>(11) Amend the Articles of Association;</p> <p>(12) To make a resolution on the company's hiring, dismissal or non-renewal of the employment of the accounting firm;</p> <p>(13) To deliberate and approve the guarantee matters provided for in Article 44 of the Articles of Association;</p> <p>(14) To review and approve the company's purchase and sale of major assets within one year that exceeds 30% of the company's latest audited total assets;</p> <p>(15) To review and approve the change of the use of raised funds;</p> <p>(16) To review the equity incentive plan and the</p>

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<p>(16) To review the equity incentive plan and the employee stock ownership plan;</p> <p>(17) Review the transactions between the company and related persons (except for debts provided by the company to provide guarantees, receive donated cash assets, and simply reduce the obligations of listed companies) with an amount of more than 30 million yuan and account for more than 5% of the absolute value of the company's latest audited net assets;</p> <p>(18) To deliberate on other matters that shall be decided by the general meeting of shareholders as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>employee stock ownership plan;</p> <p>(17) Review the transactions between the company and related persons (except for debts provided by the company to provide guarantees, receive donated cash assets, and simply reduce the obligations of listed companies) with an amount of more than 30 million yuan and account for more than 5% of the absolute value of the company's latest audited net assets;</p> <p>(18) To deliberate on the proposals of shareholders who individually or collectively hold more than 3% (including 3%) of the company's voting shares;</p> <p>(19) To deliberate on other matters that shall be decided by the general meeting of shareholders as stipulated in laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The functions and powers of the above-mentioned general meeting of shareholders shall not be exercised by the board of directors or other institutions or individuals in the form of authorization.</p>
<p>Article 41 The following external guarantees of the company shall be deliberated and approved by the general meeting of shareholders:</p> <p>(1) Any guarantee provided after the total</p>	<p>Article 44 The following external guarantees of the company shall be deliberated and approved by the general meeting of shareholders:</p> <p>(1) The guarantee amount of a single guarantee</p>

Before revision	After revision
<p>amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) Any guarantee provided after the total amount of the company's external guarantees exceeds 30% of the latest audited total assets;</p> <p>(3) The guarantee amount of the company within one year exceeds 30% of the company's latest audited total assets;</p> <p>(4) Guarantees provided to the guarantee object with an asset-liability ratio of more than 70%;</p> <p>(5) The amount of a single guarantee exceeds 10% of the latest audited net assets;</p> <p>(6) Guarantees provided to shareholders, actual controllers and their affiliates.</p>	<p>exceeds 10% of the company's latest audited net assets;</p> <p>(2) Any guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 50% of the Company's latest audited net assets;</p> <p>(3) The total amount of guarantees provided by the company and its holding subsidiaries exceeds 30% of the company's latest audited total assets</p> <p>(4) In accordance with the principle of cumulative calculation of the guarantee amount within 12 consecutive months, the guarantee exceeding 30% of the company's latest audited total assets;</p> <p>(5) Guarantee for an entity with a debt-to-asset ratio of more than 70% according to the data of the latest financial statement;</p> <p>(6) Guarantees provided to shareholders, actual controllers and their affiliates.</p> <p>(7) Other guarantees provided for by the stock exchange or the Articles of Association. For guarantees within the scope of the authority of the board of directors, in addition to the approval by more than half of all directors, it shall also be approved by more than two-thirds of the directors present at the meeting of the board of directors; when</p>

Before revision	After revision
	<p>the general meeting of shareholders of the company deliberates the guarantee in item (4) of this article, over 2/3 of the voting rights of the shareholders present in the meeting shall give a favorable vote to the proposed guarantee for it to be adopted.</p>
<p>Article 42 The general meeting of shareholders shall be divided into the annual general meeting of shareholders and the extraordinary general meeting of shareholders. The Annual General Meeting of Shareholders shall be convened once a year and shall be held within 6 months after the end of the previous fiscal year.</p> <p>Article 43 In any of the following circumstances, the company shall convene an extraordinary general meeting of shareholders within 2 months from the date of occurrence of the fact:</p> <p>(1) The number of directors is less than 2/3 of the number specified in the Company Law or the number specified in this Articles of Association;</p> <p>(2) When the company's uncompensated losses reach 1/3 of the total paid-in share capital;</p> <p>(3) At the request of shareholders who hold more than 10% of the company's shares individually or collectively;</p>	<p>Article 45 The general meeting of shareholders shall be divided into the annual general meeting of shareholders and the extraordinary general meeting of shareholders. The Annual General Meeting of Shareholders shall be convened once a year and shall be held within 6 months after the end of the previous fiscal year.</p> <p>In any of the following circumstances, the company shall convene an extraordinary general meeting of shareholders within 2 months from the date of occurrence of the fact:</p> <p>(1) The number of directors is less than 2/3 of the number specified in the Company Law or the number specified in this Articles of Association;</p> <p>(2) When the company's uncompensated losses reach 1/3 of the total paid-in share capital;</p> <p>(3) At the request in written form of shareholders who hold more than 10% (including 10%) of the company's shares individually or collectively;</p> <p>(4) Where the Board of Directors deems it</p>

Before revision	After revision
<p>(4) Where 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 provided for by laws, administrative regulations, departmental rules, or this charter.</p>	<p>necessary;</p> <p>(5) When the board of supervisors proposes to convene the meeting;</p> <p>(6) When two or more independent directors propose to convene the meeting;</p> <p>(7) Other circumstances provided for by laws, administrative regulations, departmental rules, or the articles of association.</p>
<p>Article 48 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the board of directors to convene an extraordinary general meeting of shareholders, and shall submit such request 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, submit written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting of shareholders within 10 days after receiving the request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days after the resolution of the board of directors is made, and the consent of the relevant shareholders</p>	<p>Article 50 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the board of directors to convene an extraordinary general meeting of shareholders, and shall submit such request to the board of directors in writing to 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, submit written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting of shareholders within 10 days after receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days after the resolution of the board of directors is made, and the consent of the relevant shareholders shall be</p>

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<p>shall be obtained for any changes to the original request in the notice.</p>	<p>obtained for any changes to the original request in the notice.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting of shareholders, or does not give feedback within 10 days after receiving the request, shareholders holding more than 10% of the company's shares individually or collectively have the right to propose the convening of an extraordinary general meeting of shareholders to the board of supervisors, and shall submit a request to the board of supervisors in writing.</p> <p>If the board of supervisors agrees to convene an extraordinary general meeting of shareholders, it shall convene a notice of the general meeting of shareholders within 5 days of receiving the request, and the consent of the relevant shareholders shall be obtained for any changes to the original request in the notice.</p> <p>If the board of supervisors fails to issue a notice of the general meeting of shareholders within the prescribed time limit, it shall be deemed that the board of supervisors does not convene and preside over the general meeting of shareholders, and shareholders who hold more than 10% of the company's</p>

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	<p>shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p>
<p>Article 49 If the board of supervisors or shareholders decide to convene a general meeting of shareholders on their own, they shall notify the board of directors in writing and at the same time file with the local agency of the China Securities Regulatory Commission and the stock exchange where the company is located.</p> <p>Before the announcement of the resolution of the general meeting of shareholders, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The board of supervisors or the convening shareholders shall, when issuing the notice of the general meeting of shareholders and the announcement of the resolution of the general meeting of shareholders, submit relevant supporting materials to the local agency of the China Securities Regulatory Commission and the stock exchange where the company is located.</p>	<p>Article 51 If the board of supervisors or shareholders decide to convene a general meeting of shareholders on their own, they shall notify the board of directors in writing and file with the stock exchange at the same time.</p> <p>Before the announcement of the resolution of the general meeting of shareholders, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The board of supervisors or the convening shareholders shall, when issuing the notice of the general meeting of shareholders and the announcement of the resolution of the general meeting of shareholders, submit relevant supporting materials to the local agency of the China Securities Regulatory Commission and the stock exchange where the company is located.</p>
<p>Article 50 The board of directors and the secretary of the board of directors shall cooperate in case of a general meeting of</p>	<p>Article 52 The board of directors and the secretary of the board of directors shall cooperate in case of a general meeting of</p>

Before revision	After revision
<p>shareholders convened by the board of supervisors or shareholders themselves. The board of directors shall provide a register of shareholders on the record date of the shares.</p>	<p>shareholders convened by the board of supervisors or shareholders themselves. The board of directors shall provide a register of shareholders on the record date of the shares. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for a register by presenting the relevant announcement on the notice of convening the general meeting of shareholders. The register of shareholders obtained by the convener shall not be used for any purpose other than to convene a general meeting of shareholders.</p>
<p>Article 53 When the company convenes a general meeting of shareholders, 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. Shareholders who individually or collectively hold more than 3% of the company's shares may submit a temporary proposal and submit it to the convener in writing 10 days before the general meeting of shareholders. The convener shall, within 2 days after receiving the proposal, issue a supplementary notice to the general meeting of shareholders to announce</p>	<p>Article 55 The company convenes a general meeting of shareholders, and the board of directors, the board of supervisors and shareholders who hold more than 3% of the company's shares individually or jointly have the right to submit proposals to the company. Shareholders who individually or collectively hold more than 3% of the company's shares may submit a temporary proposal and submit it to the convener in writing 10 days before the general meeting of shareholders. If the proposal complies with the provisions of Article 54 of the Articles of Association, the convener shall issue a supplementary notice to the general</p>

Before revision	After revision
<p>the content of the temporary proposal.</p> <p>Except for the circumstances provided for in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the general meeting of shareholders or add new proposals after issuing the notice of the general meeting of shareholders.</p> <p>The general meeting of shareholders shall not vote and make resolutions on proposals that are not specified in the notice of the general meeting of shareholders or do not conform to the provisions of Article 52 of the Articles of Association.</p>	<p>meeting of shareholders within 2 days after receiving the proposal, announcing the content of the temporary proposal.</p> <p>Except for the circumstances provided for in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the general meeting of shareholders or add new proposals after issuing the notice of the general meeting of shareholders.</p> <p>The general meeting of shareholders shall not vote on proposals that are not specified in the notice of the general meeting of shareholders or do not conform to the provisions of Article 54 of the Articles of Association.</p>
<p>Article 54 The convener will notify the shareholders through announcement 20 days prior to the annual general meeting of shareholders, and 15 days prior to the extraordinary general meeting of shareholders.</p>	<p>Article 56 The convener will notify the shareholders through announcement 20 days prior to the annual general meeting of shareholders, and 15 days prior to the extraordinary general meeting of shareholders..</p> <p>When calculating the interval between the notice of the general meeting of shareholders and the date of the meeting, it shall not include the day of the meeting, but the day on which the notice is issued.</p>
<p>Article 56 Where the general meeting of shareholders intends to discuss the election of directors and supervisors, the notice of the</p>	<p>Article 58 If the general meeting of shareholders intends to discuss the election of directors and supervisors, the notice of the</p>

Before revision	After revision
<p>general meeting of shareholders will fully disclose the detailed information of the candidates for directors and supervisors, including at least the following contents:</p> <p>(1) Personal circumstances such as educational background, work experience, and part-time jobs;</p> <p>(2) whether there is any related connection with the Company or the controlling shareholder and actual controller of the Company;</p> <p>(3) Disclose the number of shares held in the Company;</p> <p>(4) Whether it has been punished by the China Securities Regulatory Commission 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 directors and supervisors shall submit a single proposal.</p>	<p>general meeting of shareholders will fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(1) Personal circumstances such as educational background, work experience, and part-time jobs;</p> <p>(2) Whether there is an affiliated relationship with the company or the company's controlling shareholder and actual controller;</p> <p>(3) Disclose the number of shares held by the company;</p> <p>(4) Whether it has been punished by the China Securities Regulatory Commission 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 directors and supervisors shall submit a single proposal.</p>
<p>Article 62 The power of attorney shall indicate whether the shareholder's proxy can vote according to his or her own will if the shareholder does not give specific instructions.</p>	<p>Article 64 The format of the power of attorney issued by the board of directors of the company to shareholders for the purpose of appointing shareholders' proxies shall enable shareholders to instruct their proxies to vote for or against and to give separate instructions on each of the matters to be</p>

Before revision	After revision
	<p>voted on. The power of attorney shall indicate whether the shareholder's proxy can vote according to his or her own will if the shareholder does not give specific instructions..</p>
<p>Article 63: Where the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney or other authorization documents authorizing the signature shall be notarized. A notarized power of attorney or other authorization documents, and a power of attorney to vote shall be kept at the domicile of the company or at such other place as may be specified in the notice of convening the meeting.</p> <p>If the principal is a legal person, the legal representative or a person authorized by the resolution of the board of directors or other decision-making bodies shall attend the general meeting of shareholders of the company as a representative.</p>	<p>Article 65: here the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney or other authorization documents authorizing the signature shall be notarized. A notarized power of attorney or other authorization documents, and a power of attorney to vote shall be kept at the domicile of the company or at such other place as may be specified in the notice of convening the meeting.</p> <p>If the principal is a legal person, the legal representative or a person authorized by the resolution of the board of directors or other decision-making bodies shall attend the general meeting of shareholders of the company as a representative..</p> <p>If the principal has died, become incapacitated, withdrawn the appointment, withdrawn the authorization to sign the appointment, or the relevant shares have been transferred, the vote made by the shareholder's proxy in accordance with the power of attorney shall remain valid as long as the company does not receive written</p>

Before revision	After revision
	notice of such matters before the commencement of the relevant meeting.
<p>Article 66 When the general meeting of shareholders is convened, all directors, supervisors and secretary of the board of directors of the company shall attend the meeting, and managers and other senior management personnel shall attend the meeting as observers.</p>	<p>Article 68 When the general meeting of shareholders is convened, all directors, supervisors and secretary of the board of directors of the company shall attend the meeting. The CEO and other senior management shall attend the meeting as observers.</p>
<p>Article 67 The general meeting of shareholders shall be presided over by the chairman of the board. If the chairman of the board of directors is unable to perform his duties or fails to perform his duties, 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) shall preside, and when the vice chairman of the board of directors is unable to perform his duties or does not perform his duties, one director shall be jointly elected by more than half of the directors to preside.</p> <p>The chairman of the board of supervisors shall preside over the general meeting of shareholders convened by the board of supervisors on its own. If the chairman of the board of supervisors is unable to perform his</p>	<p>Article 69 The general meeting of shareholders shall be convened by the board of directors in accordance with law, and the general meeting of shareholders convened by the board of directors shall be presided over by the chairman of the board. If the chairman of the board of directors is unable to perform his duties or fails to perform his duties, the co-chairman of the board of directors (if the company has two or more co-chairmen, the co-chairman of the board of directors jointly elected by more than half of the directors shall preside) shall preside; if the co-chairman is unable to or fails to perform his duties, the general meeting shall be presided over by the vice chairman of the board of directors (if the company has two or more vice chairmen, the vice chairman jointly elected by</p>

Before revision	After revision
<p>duties or fails to perform his duties, the vice chairman of the board of supervisors shall preside, and if the vice chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, one of the supervisors jointly elected by more than half of the supervisors shall preside.</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by a representative nominated by the convener.</p> <p>When convening a general meeting of shareholders, if the presiding officer of the meeting violates the rules of procedure and makes it impossible for the general meeting of shareholders to continue, the general meeting of shareholders may elect a person to serve as the presiding officer of the meeting and continue the meeting with the consent of more than half of the shareholders with voting rights present at the general meeting.</p>	<p>more than half of the directors shall preside) shall preside, and if the vice chairman of the board of directors is unable to perform his duties or does not perform his duties, one director shall be jointly elected by more than half of the directors to preside.</p> <p>The chairman of the board of supervisors shall preside over the general meeting of shareholders convened by the board of supervisors on its own.</p> <p>If the chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, the vice chairman of the board of supervisors shall preside, and if the vice chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, one of the supervisors jointly elected by more than half of the supervisors shall preside.</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by a representative nominated by the convener. If, for any reason, the convener is unable to nominate a representative to preside over the meeting, the shareholder (including the shareholder's representative) holding the largest number of voting shares among the conveners shall preside.</p> <p>When convening a general meeting of shareholders, if the presiding officer of the</p>

Before revision	After revision
	<p>meeting violates the rules of procedure and makes it impossible for the general meeting of shareholders to continue, the general meeting of shareholders may elect a person to serve as the presiding officer of the meeting and continue the meeting with the consent of more than half of the shareholders with voting rights present at the general meeting.</p>
<p>Article 72 The secretary of the board of directors shall be responsible for the minutes of the general meeting of shareholders. The minutes of the meeting shall record the following:</p> <p>(1) The time, place, agenda, and name of the convener of the meeting;</p> <p>(2) The name of the presiding officer of the meeting and the directors, supervisors, managers and other senior management personnel attending the meeting;</p> <p>(3) The number of shareholders and proxies attending the meeting, their total number of shares with voting rights held and its proportion to the total number of shares of the company;</p> <p>(4) the deliberation process, main points of the speech, and the voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p>	<p>Article 74 The secretary of the board of directors shall be responsible for the minutes of the general meeting of shareholders. The minutes of the meeting shall record the following:</p> <p>(1) The time, place, agenda, and name of the convener of the meeting;</p> <p>(2) The name of the presiding officer of the meeting and of the directors, supervisors, CEO and other senior management personnel attending or attending the meeting;</p> <p>(3) The number of shareholders and proxies attending the meeting, their total number of shares with voting rights held and its proportion to the total number of shares of the company;</p> <p>(4) the deliberation process, main points of the speech, and the voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p>

Before revision	After revision
<p>(6) The name of the lawyer, teller, and scrutineer;</p> <p>(7) Other contents that shall be included in the minutes of the meeting as provided for in the articles of association.</p>	<p>(6) The name of the lawyer, teller, and scrutineer;</p> <p>(7) Other contents that shall be included in the minutes of the meeting as provided for in the articles of association.</p>
<p>Article 77 The following matters shall be adopted through special resolutions of the general meeting of shareholders:</p> <p>(1) The company increases or decreases the registered capital;</p> <p>(2) the division, merger, dissolution and liquidation of the company;</p> <p>(3) Amendments to the Articles of Association;</p> <p>(4) The company buys or sells major assets within one year or the guarantee amount exceeds 30% of the company's latest audited total assets;</p> <p>(5) Equity incentive plan;</p> <p>(6) Other matters stipulated by laws, administrative regulations or the Articles of Association, as well as other matters that need to be adopted through special resolution as determined by ordinary resolutions of the general meeting of shareholders to have a significant impact on the company.</p>	<p>Article 79 The following matters shall be adopted by a special resolution of the General Meeting of Shareholders:</p> <p>(1) The company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities;</p> <p>(2) Issuance of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the company and change of the company format;</p> <p>(4) Amendments to the Articles of Association;</p> <p>(5) The company buys or sells major assets within one year or the guarantee amount exceeds 30% of the company's latest audited total assets;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters stipulated by laws, administrative regulations or the Articles of Association, as well as other matters that need to be adopted through special resolution as determined by ordinary resolutions of the general meeting of shareholders to have a significant impact on the company.</p>

Before revision	After revision
<p>Article 78 Shareholders (including shareholders' representatives) exercise their voting rights by the number of shares with voting rights they represent, and each share shall enjoy one vote.</p> <p>When the general meeting of shareholders deliberates on major matters 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 promptly and publicly disclosed.</p> <p>The shares of the Company held by the Company do not have voting rights, and such shares are not included in the total number of shares with voting rights present at the general meeting.</p> <p>If a shareholder's purchase of the company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights attending the general meeting of shareholders.</p>	<p>Article 80 Shareholders (including shareholders' representatives)At the time of voting at the general meeting, exercise their voting rights by the number of voting shares they represent, and each share shall enjoy one vote.</p> <p>When the general meeting of shareholders deliberates on major matters 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 promptly and publicly disclosed.</p> <p>The shares of the company held by the company do not have voting rights, and such shares are not included in the total number of shares with voting rights attending the general meeting.</p> <p>If a shareholder's purchase of the company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not be allowed to exercise voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights attending the general meeting of shareholders.</p> <p>The board of directors of a company, independent directors, shareholders holding</p>

Before revision	After revision
	<p>more than 1% of the voting shares, or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit shareholder voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the person being solicited. It is forbidden to solicit shareholders' voting rights by means of compensation or disguised compensation. Except for the statutory conditions, the company does not impose a minimum shareholding ratio limit on the solicitation of voting rights.</p>
<p>Article 81 Except for special circumstances such as when the company is in crisis, the company will not enter into a contract with any person other than the director, manager and other senior management personnel to entrust the management of all or important business of the company to that person without the approval of a special resolution of the general meeting of shareholders.</p>	<p>Article 83 Except for special circumstances such as the company in crisis, the company will not enter into a contract with any person other than the directors, supervisors , CEO and other senior management personnel to entrust the management of all or important business of the company to that person without the approval of a special resolution of the general meeting of shareholders.</p>
<p>Article 90 If the presiding officer of the meeting has any doubts about the results of the</p>	<p>Article 92 If the presiding officer of the meeting has any doubts about the results of the</p>

Before revision	After revision
<p>resolution submitted for voting, he may organize the counting of votes; if the presiding officer of the meeting does not count the votes, the shareholders or shareholders' representatives present at the meeting have any objections to the announcement of the results by the presiding officer of the meeting, they have the right to request the counting of votes immediately after the announcement of the voting results, and the presiding officer of the meeting shall immediately organize the counting of votes.</p>	<p>resolution submitted for voting, he may organize the counting of votes; if the presiding officer of the meeting does not count the votes, and the shareholders or shareholders' representatives present at the meeting have any objection to the announcement of the results by the presiding officer of the meeting, they have the right to request the counting of votes immediately after the announcement of the voting results, and the presiding officer of the meeting shall immediately organize the counting of votes.</p> <p>If the general meeting of shareholders counts the votes, the results of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting, together with the signature sheet of the shareholders present and the power of attorney to attend the meeting, shall be kept at the domicile of the company.</p>
<p>Article 96 Directors shall be elected or replaced by the general meeting of shareholders and may be removed from office by the general meeting of shareholders before the expiration of their term of office. The term of office of the directors is three years, and they may be re-elected upon the expiration of the term.</p> <p>The term of office of directors shall be</p>	<p>Article 98 Directors shall be elected or replaced by the general meeting of shareholders and may be relieved of their duties by the general meeting of shareholders before the expiration of their term of office. The term of office of the directors is 3 years, and they may be re-elected upon the expiration of the term.</p> <p>The term of office of directors shall be calculated from the date of assumption of office</p>

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<p>calculated from the date of assumption of office to the expiration of the term of office of the current Board of Directors. If a director is not re-elected in a timely manner upon the expiration of his or her term of office, the original director shall still perform his or her duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association before the re-elected director takes office.</p> <p>Directors may be concurrently held by managers or other senior managers, but the total number of directors concurrently serving as managers or other senior managers and directors held by employee representatives shall not exceed 1/2 of the total number of directors of the company.</p>	<p>to the expiration of the term of office of the current Board of Directors. If a director is not re-elected in a timely manner upon the expiration of his or her term of office, the original director shall still perform his or her duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association before the re-elected director takes office.</p> <p>Directors may be concurrently held by the CEO or other senior management personnel, but the total number of directors concurrently serving as the CEO or other senior management personnel and the directors held by employee representatives shall not exceed 1/2 of the total number of directors of the company.</p> <p>Directors are not required to hold shares in the company.</p>
<p>Article 106 The Board of Directors of the Company shall have 14 members, and independent directors shall account for no less than 1/3 of the total members.</p>	<p>Article 108 The Board of Directors of the Company shall have 10 members, and independent directors shall account for no less than 1/3 of the total members.</p>
<p>Article 107 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) To convene a general meeting of shareholders and report to the general meeting of shareholders;</p>	<p>Article 109 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) To convene a general meeting of shareholders and report to the general meeting of shareholders;</p>

Before revision	After revision
<p>(2) To implement the resolutions of the general meeting of shareholders;</p> <p>(3) Decide on the company's business plan and investment plan;</p> <p>(4) Formulate the company's annual financial budget plan and final account plan;</p> <p>(5) Formulate the company's profit distribution plan and loss recovery plan;</p> <p>(6) Formulating plans for increasing or decreasing the company's registered capital, issuing bonds or other securities, and listing plan;</p> <p>(7) Formulating plans for major acquisitions, acquisition of the company's shares, or mergers, division, dissolution and change of the company's format;</p> <p>(8) Within the scope of the authorization of the general meeting of shareholders, decide on the company's foreign investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, related party transactions, external donations, etc.;</p> <p>(9) Decide on the establishment of the company's internal management body;</p> <p>(10) Appointing or dismissing the company's manager and secretary of the board of directors; according to the manager's</p>	<p>(2) To implement the resolutions of the general meeting of shareholders;</p> <p>(3) Decide on the company's business plan and investment plan;</p> <p>(4) Formulate the company's annual financial budget plan and final account plan;</p> <p>(5) Formulate the company's profit distribution plan and loss recovery plan;</p> <p>(6) Formulating plans for increasing or decreasing the company's registered capital, issuing bonds or other securities, and listing plan;</p> <p>(7) Formulating plans for major acquisitions, acquisitions of company shares, or mergers, divisions, dissolutions and change of the company's format;</p> <p>(8) Within the scope of the authorization of the general meeting of shareholders, decide on the company's foreign investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, related party transactions, external donations, etc.;</p> <p>(9) Decide on the establishment of the company's internal management body;</p> <p>(10) Appointing or dismissing the CEO and secretary of the board of directors of the company, and appointing or dismissing the vice president, financial director and other senior</p>

Before revision	After revision
<p>nomination, appointing or dismissing the company's deputy manager, financial director and other senior management personnel, and deciding on their remuneration and rewards and punishments;</p> <p>(11) Formulate the company's basic management system;</p> <p>(12) To formulate a plan for amending the Articles of Association;</p> <p>(13) To manage the company's information disclosure;</p> <p>(14) To propose to the general meeting of shareholders the appointment or replacement of the accounting firm for the company's audit;</p> <p>(15) Listen to the work report of the company's manager and inspect the manager's work;</p> <p>(16) Other functions and powers conferred by laws, administrative regulations, departmental rules, or the articles of association.</p> <p>The Board of Directors of the Company has set up an Audit Committee, and has set up relevant special committees such as the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee as needed. The special committee is responsible to the Board of Directors and performs its duties in accordance with the articles of association and the</p>	<p>management personnel of the company according to the nomination of the CEO, and deciding on their remuneration, rewards and punishments</p> <p>(11) Formulate the company's basic management system;</p> <p>(12) To formulate a plan for amending the Articles of Association;</p> <p>(13) To manage the company's information disclosure;</p> <p>(14) To propose to the general meeting of shareholders the appointment or replacement of the accounting firm for the company's audit;</p> <p>(15) Listen to the work report of the CEO of the company and inspect the work of the CEO;</p> <p>(16) Other functions and powers conferred by laws, administrative regulations, departmental rules, or the articles of association.</p> <p>Except for items (6), (7) and (12), which must be approved by more than two-thirds of the directors present at the board meeting, the remaining matters may be voted and approved by more than half of the directors present at the board meeting. Matters exceeding the scope of authorization of the general meeting of shareholders shall be submitted to the general meeting of shareholders for deliberation.</p>

Before revision	After revision
<p>authorization of the Board of Directors, and the proposal shall be submitted to the Board of Directors for deliberation and decision. The members of the special committee are all composed of directors, of which independent directors are the majority of the audit committee, nomination committee and remuneration and appraisal committee, and serve as the convener, and the convener of the audit committee is an accounting professional. The Board of Directors is responsible for formulating the working rules of the special committees and standardizing the operation of the special committees.</p>	<p>Article 110 The Board of Directors of the Company shall establish an Audit Committee, and set up relevant special committees such as the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee as needed. The special committee is responsible to the Board of Directors and performs its duties in accordance with this Charter and the authorization of the Board of Directors, and the proposal shall be submitted to the Board of Directors for deliberation and decision. The members of the special committee are all composed of directors, of which independent directors are the majority of the audit committee, nomination committee and remuneration and appraisal committee, and serve as the convener, and the convener of the audit committee is an accounting professional. The Board of Directors is responsible for formulating the working rules of the special committees and standardizing the operation of the special committees.</p>
<p>Article 110 The board of directors shall have the right to dispose of, guarantee, make external investment, financing, related party transactions, external donations, etc., of the company's assets within a certain limit. The board of directors shall follow the principles of</p>	<p>Article 113 The board of directors shall have the right to dispose of, guarantee, make external investment, financing, related party transactions, external donations, etc., of the company's assets within a certain limit. The board of directors shall follow the principles of lawfulness,</p>

Before revision	After revision
<p>lawfulness, compliance, prudence and safety when exercising the above rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to review major investment projects and report them to the general meeting of shareholders for approval. The specific approval authority of the Board of Directors is as follows:</p> <p>(1) The disposal of assets other than those provided for in Article 40 of the Articles of Association shall be deliberated and approved by the general meeting of shareholders, which refers to the purchase, sale, and reorganization of creditor's rights and debts;</p> <p>(2) Foreign investment in a complete fiscal year with a total amount not exceeding 30% of the company's latest audited total assets, including equity investment, bond investment, entrusted wealth 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, which refers to the company's debt financing (but excluding the issuance of bonds) to financial institutions and other enterprises.</p> <p>(4) External guarantees (including but not</p>	<p>compliance, prudence and safety when exercising the above rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to review major investment projects and report them to the general meeting of shareholders for approval. The specific approval authority of the Board of Directors is as follows:</p> <p>(1) The disposal of assets other than those provided for in Article 43 of the Articles of Association shall be deliberated and approved by the general meeting of shareholders, which refers to the purchase, sale, and reorganization of creditor's rights and debts;</p> <p>(2) Foreign investment in a complete fiscal year with a total amount not exceeding 30% of the company's latest audited total assets, including equity investment, bond investment, entrusted wealth 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, which refers to the company's debt financing (but excluding the issuance of bonds) to financial institutions and other enterprises.</p> <p>(4) External guarantees (including but not</p>

Before revision	After revision
<p>limited to asset mortgages, pledges, guarantees, etc.) other than those listed in Article 41 of the Articles of Association;</p> <p>(5) Related-party transactions with a transaction amount of more than 300,000 yuan between the company and related natural persons (except for external guarantees) and related party transactions with affiliated legal persons with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute value of the company's latest audited net assets (except for external guarantees) within a complete fiscal year.</p> <p>When exercising the above functions and powers, the board of directors shall comply with relevant laws, regulations, rules and the Rules for the Listing of Stocks on the Shanghai Stock Exchange.</p> <p>The Board of Directors may authorize the Chairman of the Board, the CEO or relevant internal bodies to make decisions on matters stipulated in the Articles of Association, and exercise the above-mentioned duties and powers of the Board of Directors when the Board of Directors is not in session. The specific decision-making authority shall be clarified by the resolution of the board of</p>	<p>limited to asset mortgages, pledges, guarantees, etc.) other than those listed in Article 44 of the Articles of Association;</p> <p>(5) Related-party transactions with a transaction amount of more than 300,000 yuan between the company and related natural persons (except for external guarantees) and related party transactions with affiliated legal persons with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute value of the company's latest audited net assets (except for external guarantees) within a complete fiscal year.</p> <p>When exercising the above functions and powers, the board of directors shall comply with relevant laws, regulations, rules and the Rules for the Listing of Stocks on the Shanghai Stock Exchange.</p> <p>The Board of Directors may authorize the Chairman of the Board, the CEO or relevant internal bodies to make decisions on matters stipulated in the Articles of Association, and exercise the above-mentioned duties and powers of the Board of Directors when the Board of Directors is not in session. The specific decision-making authority shall be clarified by the resolution of the board of directors or the corresponding rules and regulations of the</p>

Before revision	After revision
<p>directors or the corresponding rules and regulations of the the company</p>	<p>company.</p>
<p>Article 111: The board of directors shall have one chairman, and a vice chairman may be appointed as needed for work. The Chairman and Vice Chairman of the Board of Directors are elected by the Board of Directors by a majority of all directors.</p>	<p>Article 114: The board of directors shall have one chairman, and may appoint a co-chairman and vice chairman as needed for work. The chairman of the board of directors, the co-chairman and the vice chairman of the board of directors, with a term of 3 years, shall be elected and removed by a majority of all directors, and may be re-elected.</p>
<p>Article 113 If the vice chairman of the board of directors of the company assists the chairman of the board of directors in his work, and if the chairman of the board of directors 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 shall be jointly elected by more than half of the directors to perform his duties); if the vice chairman is unable to or fails to perform his duties, one director shall be jointly selected by a majority of the directors to perform his duties.</p>	<p>Article 116 The co-chairman and vice chairman of the board of directors of the company shall assist the chairman of the board of directors in his work, and if the chairman of the board of directors is unable to perform his duties or does not perform his duties, the co-chairman shall perform his duties (if the company has two or more co-chairmen, the co-chairman shall be jointly elected by more than half of the directors to perform his duties);If the co-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 shall be jointly elected by more than half of the directors); if the vice chairman is unable to or fails to perform his duties, one director shall be</p>

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	jointly selected by a majority of the directors to perform his duties.
<p>Article 116 The method of notification of the convening of an extraordinary meeting of the board of directors shall be: written notice (including personal delivery or fax), telephone notification, e-mail notification or SMS notification, and the time limit for notification shall be 2 days before the meeting. However, if the situation is urgent and it is necessary to convene an interim meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall make an explanation at the meeting.</p>	<p>Article 119 The method of notification of the convening of an extraordinary meeting of the board of directors shall be: written notice (including personal delivery or fax), telephone notification, e-mail notification or text message notification, and the time limit for notification shall be 2 days before the meeting. However, if the situation is urgent and it is necessary to convene an interim meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, and an interim meeting of board of directors may be convened at any time on the premise of notifying all directors, but the convener shall make an explanation at the meeting.</p>
<p>Article 124 The company shall have one manager, who shall be appointed or dismissed by the board of directors.</p> <p>The company has a number of deputy managers, who are appointed or dismissed by the board of directors.¹</p> <p>The company's manager, chief financial officer, secretary of the board of directors and</p>	<p>Article 127 The company shall have one CEO, who shall be appointed or dismissed by the board of directors.</p> <p>The company has several vice presidents, who are appointed or dismissed by the board of directors.</p> <p>The CEO, vice president, chief financial officer, secretary of the board of directors and</p>

Before revision	After revision
<p>other persons determined by the board of directors are senior management personnel of the company.</p>	<p>other persons determined by the board of directors of the company are senior management of the company.</p>
<p>Article 125 Article 95 of the Articles of Association on circumstances of not serving as a director shall also apply to senior management personnel.</p> <p>Article 97 of the Articles of Association on the duty of loyalty of directors and Article 98 (4) ~ (6) on the duty of diligence shall also apply to the senior management personnel.</p>	<p>Article 128 The provisions of Article 99 of the Articles of Association on the duty of loyalty of directors and Article 100 (4) ~ (6) on the duty of diligence shall also apply to the senior management personnel.</p>
<p>Article 127: The term of office of the manager is 3 years, and his/her appointment may be renewed.</p>	<p>Article 130 The term of office of the CEO is 3 years, and his/her appointments may be renewed.</p>
<p>Article 128 The manager shall be responsible to the board of directors and exercise the following functions and powers:</p> <p>(1) Preside over the production and operation management of the company, organize the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>(2) Organize and implement the company's annual business plan and investment plan;</p> <p>(3) Formulate a plan for the establishment of the company's internal management organization;</p>	<p>Article 131 The CEO shall be responsible to the board of directors and exercise the following functions and powers:</p> <p>(1) Preside over the production and operation management of the company, organize the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>(2) Organize and implement the company's annual business plan and investment plan;</p> <p>(3) Formulate a plan for the establishment of the company's internal management organization;</p> <p>(4) Formulate the company's basic management system;</p>

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<p>(4) Formulate the basic management system of the company, formulate the system of the wages, benefits, rewards and punishments of the company's employees, and decide on the employment and dismissal of the company's employees;</p> <p>(5) Formulate specific rules and regulations of the company;</p> <p>(6) Propose to the board of directors to appoint or dismiss the company's deputy manager and chief financial officer;</p> <p>(7) To decide on the appointment or dismissal of management personnel other than those who shall be appointed or dismissed by the board of directors;</p> <p>(8) Other functions and powers granted by the Articles of Association or the Board of Directors.</p> <p>The manager shall attend board meetings as a nonvoting participant.</p>	<p>(5) Formulate the system of the wages, benefits, rewards and punishments of the company's employees, and decide on the employment and dismissal of the company's employees;</p> <p>(6) Formulate specific rules and regulations of the company;</p> <p>(7) Propose to the board of directors to appoint or dismiss the vice president and chief financial officer of the company;</p> <p>(7) To decide on the appointment or dismissal of management personnel other than those who shall be appointed or dismissed by the board of directors;</p> <p>(8) Other functions and powers granted by the Articles of Association or the Board of Directors.</p> <p>The CEO shall attend Board meetings as a nonvoting participant.</p>
<p>Article 129: The manager shall formulate detailed rules for the work of the manager, which shall be implemented after approval by the Board of Directors.</p>	<p>Article 132 The CEO shall formulate detailed rules for the work of the CEO, which shall be implemented after approval by the board of directors.</p>
<p>Article 130 The detailed rules for the work of the manager shall include the following:</p> <p>(A) the conditions, procedures and participants</p>	<p>Article 133 The detailed rules for the work of the CEO shall include the following:</p> <p>(1) The conditions, procedures and participants</p>

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<p>of the manager's meeting;</p> <p>(2) The specific responsibilities of the manager and other senior management personnel and their division of labor;</p> <p>(3) The 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>of the CEO's meeting;</p> <p>(2) The specific responsibilities of the CEO and other senior management personnel and their division of labor;</p> <p>(3) The 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>Article 131: The manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the manager shall be stipulated in the labor contract between the manager and the company.</p>	<p>Article 134 The CEO may resign before the expiration of his or her term of office. The specific procedures and methods for the resignation of the CEO shall be stipulated in the labor contract between the CEO and the company.</p>
<p>Article 132: The appointment and removal of deputy managers shall be nominated by the manager and approved by the board of directors, and the deputy manager shall assist the manager in his work and exercise his authority in accordance with the division of labor.</p>	<p>Article 135 The appointment and dismissal of the vice president shall be nominated by the CEO and approved by the board of directors, and the vice president shall assist the CEO in his/her work and exercise his/her powers according to the division of labor.</p>
<p>Article 135 Article 95 on not serving as directors of the Articles of Association shall also apply to supervisors.</p> <p>Directors, the manager and other senior</p>	<p>Article 138 Directors, the CEO and other senior management personnel shall not concurrently serve as supervisors.</p>

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<p>management personnel shall not concurrently serve as supervisors.</p>	
<p>Article 143 The company shall establish a board of supervisors. The board of supervisors is composed of 3 supervisors, and the board of supervisors shall have 1 chairman, and may appoint vice chairmen according to the needs of work. The chairman and vice-chairman of the board of supervisors are elected by a majority of all supervisors. The chairman of the board of supervisors convenes and presides over a meeting of the board of supervisors, and if the chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, the vice chairman of the board of supervisors shall convene and preside over the meeting of the board of supervisors, and if the vice chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, more than half of the supervisors shall jointly nominate one of the supervisors to convene and preside over the meeting of the board of supervisors.</p> <p>The board of supervisors shall include shareholder representatives and an appropriate proportion of employee representatives of the company, of which the proportion of employee representatives shall not be less than 1/3. The</p>	<p>Article 146 The company shall establish a board of supervisors. The board of supervisors is composed of 3 supervisors, and the board of supervisors shall have 1 chairman, and may appoint vice chairmen according to the needs of work. The chairman and vice-chairman of the board of supervisors are elected by a majority of all supervisors. The chairman of the board of supervisors convenes and presides over a meeting of the board of supervisors, and if the chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, the vice chairman of the board of supervisors shall convene and preside over the meeting of the board of supervisors, and if the vice chairman of the board of supervisors is unable to perform his duties or fails to perform his duties, one of the supervisors shall jointly nominate one of the supervisors to convene and preside over the meeting of the board of supervisors.</p> <p>The board of supervisors shall include shareholder representatives and an appropriate proportion of employee representatives of the company, of which the proportion of employee representatives shall not be less than 1/3. The employee representatives on the board of</p>

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<p>employee representatives on the board of supervisors shall be democratically elected by the employees of the company through the employee representative assembly, the employee assembly or other forms.</p>	<p>supervisors shall be democratically elected and removed by the employees of the company through the employee representative assembly, the employee aseembly or other forms; the shareholder representatives shall be elected and removed by the general meeting of shareholders.</p>
<p>Article 144 The board of supervisors shall exercise the following functions and powers:</p> <p>(1) Review the periodic report of the company prepared by the board of directors and give written opinions;</p> <p>(2) Inspect the company's finances;</p> <p>(3) Supervise the performance of the duties of the directors and senior management personnel of the company, and propose the removal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association or the resolutions of the general meeting of shareholders;</p> <p>(4) Require the directors and senior management personnel to make corrections when the behavior of directors and senior management personnel harms the interests of the company,;</p> <p>(5) Propose the convening of an extraordinary general meeting of shareholders and convene and preside over the general meeting of</p>	<p>Article 147 The board of supervisors shall be responsible to the general meeting of shareholders and exercise the following functions and powers in accordance with law:</p> <p>(1) Review the company's securities issuance documents and periodic reports prepared by the board of directors and give written review opinions;</p> <p>(2) Inspect the company's finances;</p> <p>(3) Supervise the performance of the duties of the directors and senior management personnel of the company, and propose the removal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association or the resolutions of the general meeting of shareholders;</p> <p>(4) Require the directors and senior management personnel to make corrections when the behavior of directors and senior management personnel harms the interests of the company,;</p> <p>(5) To propose the convening of an</p>

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<p>shareholders when the board of directors fails to perform its duties of convening and presiding over a general meeting of shareholders as stipulated in the Company Law;</p> <p>(6) Make proposals to the general meeting of shareholders;</p> <p>(7) Initiate litigation against directors and senior managers in accordance with the provisions of Article 151 of the Company Law;</p> <p>(8) Carry out investigations into abnormal operation conditions of the company; when necessary, hire an accounting firm, a law firm and other professional institutions to assist it in its work with relevant costs borne by the company.</p>	<p>extraordinary general meeting of shareholders and convene and preside over a general meeting of shareholders when the board of directors fails to perform its duties of convening and presiding over a general meeting of shareholders as stipulated in the Company Law;</p> <p>(6) Make proposals to the general meeting of shareholders;</p> <p>(7) Represent the company in negotiations with or initiate litigation against directors and senior management in accordance with the provisions of Article 151 of the Company Law;</p> <p>(8) Carry out investigations into abnormal operation conditions of the company; when necessary, hire an accounting firm, a law firm and other professional institutions to assist it in its work with relevant costs borne by the company;</p> <p>(9) Check the financial reports, business reports and profit distribution plans and other financial information to be submitted to the general meeting of shareholders by the board of directors, and if any doubts are found, a certified public accountant or a practicing auditor may be entrusted in the name of the company to review such documents;</p> <p>(10) Other functions and powers granted by</p>

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	<p>laws, administrative regulations, departmental rules or the Articles of Association, as well as those granted by the general meeting of shareholders.</p> <p>Supervisors may attend meetings of the board of directors as non-voting delegates and raise questions or make suggestions on matters resolved by the board of directors.</p>
<p>Article 145 The board of supervisors shall convene a meeting at least once every six months. The board of supervisors may propose to convene an extraordinary meeting.</p> <p>The resolution of the board of supervisors shall be adopted by more than half of the supervisors.</p>	<p>Article 148 The Board of Supervisors shall convene a meeting at least once every 6 months, The meeting of the board of supervisors shall be convened by the Chairman of the Supervisory Board. The board of supervisors may propose to convene an extraordinary meeting.</p> <p>The resolution of the board of supervisors shall be adopted by more than half of the supervisors.</p>
<p>Article 163 The notice of the company shall be issued in the following forms:</p> <p>(1) Sent by a specially assigned person;</p> <p>(2) Sent by mail;</p> <p>(3) Conducted by way of public announcement;</p> <p>(4) Other forms provided for in the articles of association.</p>	<p>Article 166 The notice of the company shall be issued in the following forms:</p> <p>(1) Sent by a specially assigned person;</p> <p>(2) Sent by mail;</p> <p>(3) Sent by way of public announcement;</p> <p>(4) Other forms provided for in the articles of association.</p>
<p>Article 174 When a company is divided, its</p>	<p>Article 177 When a company is divided, its</p>

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<p>property shall be divided accordingly.</p> <p>When a company is divided, a balance sheet and a list of assets shall be prepared. The company shall notify creditors within 10 days from the date of making the resolution on the division, and make an announcement in the designated media within 30 days.</p>	<p>property shall be divided accordingly.</p> <p>In the case of a division of a company, the parties to the division shall sign a division agreement and prepare a balance sheet and a list of assets. The company shall notify creditors within 10 days from the date of making the resolution on the division, and make an announcement in the designated media within 30 days.</p>
<p>Article 178 The company can be dissolved for the following reasons:</p> <p>(1) The cause of dissolution provided for in the articles of association arises;</p> <p>(2) A resolution is made by the general meeting of shareholders to dissolve the company;</p> <p>(3) It is necessary to dissolve the company due to the merger or division of the company;</p> <p>(4) Where business licenses have been revoked or removed or the company is ordered to be closed in accordance with laws;</p> <p>(5) If serious difficulties arise 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 resolved by other means, shareholders holding more than 10% of the voting rights of all shareholders of</p>	<p>Article 181 The company can be dissolved for the following reasons:</p> <p>(1) The expiration of the business period specified in this Articles of Association or the occurrence of other reasons for dissolution as provided for in this Articles of Association;</p> <p>(2) A resolution is made by the general meeting of shareholders to dissolve the company;</p> <p>(3) It is necessary to dissolve the company due to the merger or division of the company;</p> <p>(4) The company is declared bankrupt in accordance with the law due to its inability to pay off its debts due;</p> <p>(5) The company's business license is revoked or removed or the company is ordered to close down due to its violation of laws and administrative regulations;</p> <p>(6) If serious difficulties arise in the operation and management of the company, and the</p>

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<p>the company may request the people's court to dissolve the company.</p>	<p>continued existence will cause significant losses to the interests of shareholders, which cannot be resolved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the company may request the people's court to dissolve the company.</p>
<p>Article 179 If a company falls under the circumstances set forth in Paragraph (1) of Article 178 of the Articles of Association, it may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>	<p>Article 182 If a company falls under the circumstances set forth in Paragraph (1) of Article 181 of the Articles of Association, it may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>
<p>Article 180 If the company is dissolved due to the provisions of Paragraphs (1), (2), (4) and (5) of Article 178 of the Articles of Association, a liquidation team shall be established within 15 days from the date of occurrence of the cause of dissolution and the liquidation shall begin. The liquidation group shall be composed of persons determined by the board of directors or the general meeting of shareholders. If a liquidation team is not</p>	<p>Article 183 If the company is dissolved due to the provisions of Paragraphs (1), (2), (5) and (6) of Article 181 of the Articles of Association, a liquidation team shall be established within 15 days from the date of occurrence of the cause of dissolution and the liquidation shall begin. The liquidation group shall be composed of persons determined by the board of directors or the general meeting of shareholders. If a liquidation team is not established for liquidation within the</p>

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established for liquidation within the time limit, the creditor may apply to the people's court to appoint relevant personnel to form a liquidation group for liquidation.	time limit, the creditor may apply to the people's court to appoint relevant personnel to form a liquidation group for liquidation.
Newly added article. The serial number is extended accordingly.	Article 191 The company may amend the articles of association in accordance with the provisions of laws, administrative regulations and the Articles of Association.
Newly added article	Article 202 This Articles of Association shall come into force after being deliberated and adopted by the General Meeting of Shareholders. From the effective date of this Articles of Association, the former Articles of Association of the Company shall automatically become invalid.

2. Amendments to the Rules of Procedure of the General Meeting of Shareholders

Before revision	After Revision
Article 1 Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company") formulated these rules of procedure in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law"), the "Securities Law of the People's Republic of	Article 1 Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company") formulated these rules of procedure in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law"), the "Securities Law of the People's Republic of China" (hereinafter

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<p>China" (hereinafter referred to as the "Securities Law"), the "Code of Governance of Listed Companies", the "Rules of the General Meeting of Shareholders of Listed Companies", the "Shanghai Stock Exchange Stock Listing Rules" (hereinafter referred to as the "Listing Rules") and other relevant laws, and the provisions of the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Articles of Association") in order to standardize the company's behavior and ensure that the company's shareholders' meeting can exercise its functions and powers.</p>	<p>referred to as the "Securities Law"), the "Code of Governance of Listed Companies", the "Rules of the General Meeting of Shareholders of Listed Companies", the "Shanghai Stock Exchange Stock Listing Rules" (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, department rules and normative documents, and the provisions of the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Articles of Association") in order to standardize the company's behavior and ensure that the company's shareholders' meeting can exercise its functions and powers.</p>
<p>Article 4 The general meeting of shareholders shall exercise its functions and powers within the scope stipulated in the Company Law, and shall not interfere with the disposition of shareholders' own rights. The matters to be discussed and decided by the general meeting of shareholders shall be determined in accordance with the provisions of the Company Law and the articles of association, and the annual meeting of shareholders may discuss any matters stipulated in the articles of association.</p>	<p>Article 4 The general meeting of shareholders shall exercise its functions and powers within the scope stipulated in the Company Law, and shall not interfere with the disposition of shareholders' own rights. The matters to be discussed and decided by the general meeting of shareholders shall be determined in accordance with the provisions of the Company Law and the articles of association, and the annual general meeting of shareholders may discuss any matters stipulated in the articles of association.</p>
<p>Article 8 The general meeting of shareholders shall exercise the following functions and</p>	<p>Article 8 The general meeting of shareholders shall exercise the following functions and</p>

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<p>powers in accordance with the law:</p> <p>(1) Decide on the company's business policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) Review and approve the work report of the Board of Directors;</p> <p>(4) Review and approve the work report of the board of supervisors;</p> <p>(5) Review and approve the company's annual financial budget plan and final account plan;</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 amendment to the company's profit distribution policy;</p> <p>(8) Make a resolution on the increase or decrease of the company's registered capital;</p> <p>(9) Make a resolution 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 company's employment and dismissal of accounting</p>	<p>powers in accordance with the law:</p> <p>(1) Decide on the company's business policy and investment plan;</p> <p>(2) Elect and replace directors and supervisors who are not employee representatives, and decide on matters related to the remuneration of directors and supervisors;</p> <p>(3) Review and approve the work report of the Board of Directors;</p> <p>(4) Review and approve the work report of the board of supervisors;</p> <p>(5) Review and approve the company's annual financial budget plan and final account plan;</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 amendment to the company's profit distribution policy;</p> <p>(8) Make a resolution on the increase or decrease of the company's registered capital;</p> <p>(9) Make a resolution 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 company's employment and dismissal or non-extension of</p>

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<p>firms;</p> <p>(13) Deliberate and approve matters on guarantee provided for in Article 9 of these Rules of Procedure;</p> <p>(14) Review the company's purchase and sale of major assets within one year that exceed 30% of the company's latest audited total assets;</p> <p>(15) Review and approve the change of the use of raised funds;</p> <p>(16) Review the equity incentive plan and the employee stock ownership plan;</p> <p>(17) Review transactions between the company and related persons (except for guarantees provided by the company, receipt of donated cash assets, and reduction and exemption of the obligations of the listed company) 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>(18) Deliberate on other matters that shall be decided by the general meeting of shareholders as stipulated by laws, administrative regulations, departmental rules or the articles of association of the company.</p>	<p>the contract for the employment of the accounting firm;</p> <p>(13) To deliberate and approve the security matters provided for in Article 9 of these Rules of Procedure;</p> <p>(14) To review the company's purchase and sale of major assets within one year that exceed 30% of the company's latest audited total assets;</p> <p>(15) To review and approve the change of the use of raised funds;</p> <p>(16) Review the equity incentive plan and the employee stock ownership plan;</p> <p>(17) Review transactions between the company and related persons (except for guarantees provided by the company, receipt of donated cash assets, and reduction and exemption of the obligations of the listed company) 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>(18) Deliberate on the proposals put forward by shareholders who individually or collectively hold 3% (including 3%) of the company's voting shares;</p> <p>(19) Deliberate on other matters that shall be decided by the general meeting of shareholders as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>

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	<p>The functions and powers of the general meeting of shareholders mentioned above shall not be exercised by the board of directors or other institutions or individuals in the form of authorization.</p>
<p>Article 9 The following external guarantees of the company shall be deliberated and approved by the general meeting of shareholders:</p> <p>(1) Any guarantee 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 guarantee provided by the company after the total amount of external guarantees exceeds 30% of the latest total audited assets in accordance with the principle of cumulative calculation of the guarantee amount within 12 consecutive months;</p> <p>(3) The guarantee amount of the company within one year exceeds 30% of the company's latest audited total assets;</p> <p>(4) Guarantees provided to a debtor with an asset-liability ratio of more than 70%;</p> <p>(5) The amount of a single guarantee exceeds 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 the China</p>	<p>Article 9 The following external guarantees of the company shall be deliberated and approved by the general meeting of shareholders:</p> <p>(1) The guarantee amount of a single guarantee exceeds 10% of the company's latest audited net assets;</p> <p>(2) Any guarantee after the total amount of external guarantees provided by the company and its holding subsidiaries exceeds 50% of the company's latest audited net assets;</p> <p>(3) Any guarantee after the total amount of external guarantees provided by the company and its holding subsidiaries within one year exceeds 30% of the company's latest audited total assets;</p> <p>(4) Any guarantee exceeding 30% of the company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount within 12 consecutive months,</p> <p>(5) Guarantee provided to a debtor whose asset-liability ratio exceeds 70% according to the data of the latest financial statement;</p>

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<p>Securities Regulatory Commission, the Shanghai Stock Exchange or the articles of association of the company.</p>	<p>(6) Guarantees provided to shareholders, actual controllers and their related parties;</p> <p>(7) Other guarantees stipulated by the China Securities Regulatory Commission, the Shanghai Stock Exchange or the Articles of Association.</p> <p>In addition to the approval of more than half of all directors, the guarantee within the scope of the authority of the board of directors shall also be approved by more than two-thirds of the directors present at the meeting of the board of directors. When it comes to the guarantees mentioned in sub-clause (4) of this article, 2/3 of the voting rights held the shareholders present at the general meeting of shareholders of the company shall vote in favour of it before it can be approved.</p>
<p>Article 11 In any of the following circumstances, the company shall convene an extraordinary general meeting of shareholders within 2 months from the date of occurrence of the fact:</p> <p>(1) The actual number of directors is less than the number specified in the Company Law, or less than 2/3 of the number specified in the articles of association;</p> <p>(2) The company's uncovered losses reach 1/3 of the total paid-in share capital;</p> <p>(3) Shareholders holding more than 10% of the</p>	<p>Article 11 In any of the following circumstances, the company should convene an extraordinary general meeting of shareholders within 2 months from the date of occurrence of the fact:</p> <p>(1) The actual number of directors is less than the number specified in the Company Law, or less than 2/3 of the number specified in the Articles of Association;</p> <p>(2) The company's uncovered losses reach 1/3 of the total paid-in share capital;</p> <p>(3) A written request is made by shareholders who individually or collectively hold more than</p>

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<p>total number of voting shares of the company individually or jointly make a request;</p> <p>(4) Where the Board of Directors deems it necessary;</p> <p>(5) The board of supervisors proposes to convene the meeting;</p> <p>(6) Other circumstances provided for by laws, administrative regulations, departmental rules, or the articles of association.</p> <p>The calculation of the shareholding ratio specified in sub-clause (3) above shall be based on the date on which the shareholders submit a written request.</p>	<p>10% (including 10%) of the company's shares;</p> <p>(4) Where the Board of Directors deems it necessary;</p> <p>(5) The board of supervisors proposes to convene the meeting;</p> <p>(6) Two or more independent directors propose to convene the meeting;</p> <p>(7) Other circumstances provided for by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The calculation of the shareholding ratio specified in sub-clause (3) above shall be based on the date on which the shareholders submit a written request.</p>
<p>Article 21 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the board of directors to convene an extraordinary general meeting of shareholders, and shall submit such request 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 of the company, submit written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting of shareholders within 10 days after</p>	<p>Article 21 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the board of directors to convene an extraordinary general meeting of shareholders, and shall submit it to the board of directors in writing and elaborate the topics of the meeting. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting of shareholders within 10 days after</p>

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<p>receiving the request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days after the resolution of the board of directors is made, and the consent of the relevant shareholders shall be obtained for any changes to the original request in the notice.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting of shareholders, or fails to give feedback within 10 days after receiving the request, shareholders holding more than 10% of the company's shares individually or collectively have the right to propose to the board of supervisors to convene an extraordinary general meeting of shareholders, and shall submit a request to the board of supervisors in writing.</p> <p>If the board of supervisors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days of receiving the request, and the consent of the relevant shareholders shall be obtained for any changes to the original proposal in the notice.</p>	<p>receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days after the resolution of the board of directors is made, and the consent of the relevant shareholders shall be obtained for any changes to the original request in the notice.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting of shareholders, or fails to give feedback within 10 days after receiving the request, shareholders holding more than 10% of the company's shares individually or collectively have the right to propose to the board of supervisors to convene an extraordinary general meeting of shareholders, and shall submit a request to the board of supervisors in writing.</p> <p>If the board of supervisors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening a general meeting of shareholders within 5 days of receiving the request, and the consent of the relevant shareholders shall be obtained for any changes to the original proposal in the notice.</p> <p>If the board of supervisors fails to issue a notice of the general meeting of shareholders within the</p>

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<p>If the board of supervisors fails to issue a notice of the general meeting of shareholders within the prescribed time limit, it shall be deemed that the board of supervisors does not convene and preside over the general meeting of shareholders, and shareholders who hold more than 10% of the company's shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p>	<p>prescribed time limit, it shall be deemed that the board of supervisors does not convene and preside over the general meeting of shareholders, and shareholders who hold more than 10% of the company's shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting on their own.</p>
<p>Article 22 If the board of supervisors or shareholders decide to convene a general meeting of shareholders on their own, they shall notify the board of directors in writing and at the same time file with the local agency of the China Securities Regulatory Commission and the stock exchange where the company is located.</p> <p>Before the announcement of the resolution of the general meeting of shareholders, 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 general meeting of shareholders and the announcement of the resolution of the general meeting of shareholders, submit relevant supporting materials to the local agency of the</p>	<p>Article 22 If the board of supervisors or shareholders decide to convene a general meeting of shareholders on their own, they shall notify the board of directors in writing and file with the stock exchange at the same time.</p> <p>Before the announcement of the resolution of the general meeting of shareholders, 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 general meeting of shareholders and the announcement of the resolution of the general meeting of shareholders, submit relevant supporting materials to the local agency of the China Securities Regulatory Commission and the stock exchange where the company is located.</p>

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<p>China Securities Regulatory Commission and the stock exchange where the company is located.</p>	
<p>Article 26 When the company convenes a general meeting of shareholders, 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. Shareholders who individually or collectively hold more than 3% of the company's shares may submit a provisional proposal to the convener in writing 10 days before the general meeting of shareholders. The convener shall, within 2 days after receiving the proposal, issue a supplementary notice to the general meeting of shareholders to announce the content of the temporary proposal. If the convener decides not to include the provisional proposal in the agenda of the meeting, he shall issue a notice of not including the provisional proposal in the agenda of the meeting within 2 days after receiving the proposal, and explain the specific reasons;</p> <p>Except for the circumstances provided for in the preceding paragraph, the convener shall not modify the proposals already listed in the</p>	<p>Article 26 When the company convenes a general meeting of shareholders, 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. Shareholders who individually or collectively hold more than 3% of the company's shares may submit a provisional proposal to the convener in writing 10 days before the general meeting of shareholders. If the proposal complies with the provisions of Article 25 of these Rules of Procedure, the convener shall issue a supplementary notice to the general meeting of shareholders within 2 days after receiving the proposal, announcing the content of the provisional proposal. If the convener decides not to include the provisional proposal in the agenda of the meeting, he shall issue a notice of not including the provisional proposal in the agenda of the meeting within 2 days after receiving the proposal, and explain the specific reasons;</p> <p>Except for the circumstances provided for in the preceding paragraph, the convener shall not modify the proposals already listed in the notice</p>

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<p>notice of the general meeting of shareholders or add new proposals after issuing the notice of the general meeting of shareholders.</p> <p>The general meeting of shareholders shall not vote and make resolutions on proposals that are not specified in the notice of the general meeting of shareholders or do not comply with the provisions of Article 25 of these rules of procedure.</p>	<p>of the general meeting of shareholders or add new proposals after issuing the notice of the general meeting of shareholders.</p> <p>The general meeting of shareholders shall not vote and make resolutions on proposals that are not specified in the notice of the general meeting of shareholders or do not comply with the provisions of Article 25 of these rules of procedure.</p>
<p>Article 27 The convener will notify the shareholders through public announcement 20 days before the annual general meeting of shareholders, and notify the shareholders through public announcement 15 days before the extraordinary general meeting of shareholders.</p>	<p>Article 27 The convener will notify the shareholders through public announcement 20 days before the annual general meeting of shareholders, and notify the shareholders through public announcement 15 days before the extraordinary general meeting of shareholders.</p> <p>When calculating the interval between the notice of the general meeting of shareholders and the date of the meeting, it shall not include the day of the meeting, but the day on which the notice is issued.</p>
<p>Article 36 All shareholders or their proxies registered on the share registration date shall have the right to attend the general meeting of shareholders and exercise their voting rights in accordance with the relevant laws, regulations and the articles of association.</p>	<p>Article 36 All shareholders or their agents registered on the share registration date shall have the right to attend the general meeting of shareholders and exercise their voting rights in accordance with the relevant laws, regulations and the articles of association.</p> <p>Shareholders may attend the shareholders' meeting in person or entrust a proxy to attend</p>

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<p>Article 39 The power of attorney shall indicate whether the shareholder's proxy can vote according to his or her own will if the shareholder does not give specific instructions.</p>	<p>and vote on their behalf.</p> <p>Article 39 The format of any power of attorney issued by the board of directors of the company to shareholders for the appointment of shareholders' proxies shall enable the shareholders to easily instruct shareholders' proxies to vote for or against any item, and give instructions on each of the matters to be voted on on the agenda of the meeting. The power of attorney shall indicate whether the shareholder's proxy can vote according to his or her own will if the shareholder does not give specific instructions.</p>
<p>Article 40: Where the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney for signing or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, as well as the power of attorney for proxy voting, must be placed at the company's domicile or such other place as may be specified in the notice of convening the meeting.</p> <p>If the principal is a legal person, its legal representative or a person authorized by the resolution of the board of directors or other decision-making bodies shall attend the</p>	<p>Article 40: Where the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney for signing or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, as well as the power of attorney for proxy voting, must be placed at the company's domicile or such other place as may be specified in the notice of convening the meeting.</p> <p>If the principal is a legal person, its legal representative or a person authorized by the resolution of the board of directors or other decision-making bodies shall attend the general meeting of shareholders of the company as a</p>

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<p>general meeting of shareholders of the company as a representative.</p>	<p>representative.</p> <p>If the principal has died, become incapacitated, withdrawn the appointment, withdrawn the authorization to sign the appointment, or the relevant shares have been transferred, the vote made by the shareholder's proxy in accordance with the proxy shall remain valid as long as the company does not receive written notice of such matters before the commencement of the relevant meeting.</p>
<p>Article 43 When the general meeting of shareholders is convened, 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 non-voting delegates.</p>	<p>Article 43 When the general meeting of shareholders is convened, all directors, supervisors and secretary of the board of directors of the company shall attend the meeting, and the CEO (manager) and other senior management personnel shall attend the meeting as non-voting delegates.</p>
<p>Article 44 The general meeting of shareholders shall be presided over by the chairman of the board. If the chairman of the board of directors is unable to perform his duties or fails to perform his duties, the vice chairman shall preside over (if the company has two or more vice chairmen, the vice chairman jointly elected by more than half of the directors shall preside over the meeting), and if the vice chairman of the board of</p>	<p>Article 44 The general meeting of shareholders shall be convened by the board of directors in accordance with law, and the general meeting of shareholders convened by the board of directors shall be presided over by the chairman of the board. If the chairman of the board of directors is unable to perform his duties or fails to perform his duties, the co-chairman shall perform his duties (if the company has two or more co-chairmen, the</p>

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<p>directors is unable to perform his duties or fails to perform his duties, one director shall be jointly elected by more than half of the directors to preside.</p> <p>The chairman of the board of supervisors shall preside over the general meeting of shareholders if it is convened by the board of supervisors on its own. In the event that the chairman of the board of supervisors is unable to perform his or her duties or fails to perform his or her duties, one of the supervisors shall be jointly elected by more than half of the supervisors to preside.</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by a representative nominated by the convener.</p> <p>When convening a general meeting of shareholders, if the presiding officer of the meeting violates the rules of procedure and makes it impossible for the general meeting of shareholders to continue, the general meeting of shareholders may elect a person to serve as the presiding officer of the meeting and continue the meeting with the consent of more than half of the shareholders with voting rights present at the general meeting.</p>	<p>co-chairmen jointly elected by more than half of the directors shall perform his duties); if the co-chairman is unable to or fails to perform his duties, it shall be presided over by the vice chairman of the board of directors (if the company has two or more vice chairmen, it shall be presided over by the vice chairman jointly elected by more than half of the directors), and if the vice chairman is unable to perform his duties or fails to perform his duties, one director shall be jointly elected by more than half of the directors to preside.</p> <p>The chairman of the board of supervisors shall preside over the general meeting of shareholders convened by the board of supervisors on its own.</p> <p>In the event that the chairman of the board of supervisors is unable to perform his or her duties or fails to perform his or her duties, one of the supervisors jointly elected by more than half of the supervisors shall preside.</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by a representative nominated by the convener. If, for any reason, the convener is unable to nominate a representative to preside over the meeting, the shareholder (including the shareholder's proxy) holding the largest number of voting shares among the convener</p>

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	<p>shall preside.</p> <p>When convening a general meeting of shareholders, if the presiding officer of the meeting violates the rules of procedure and makes it impossible for the general meeting of shareholders to continue, the general meeting of shareholders may elect a person to serve as the presiding officer of the meeting and continue the meeting with the consent of more than half of the shareholders with voting rights present at the general meeting.</p>
<p>Article 50 The following matters shall be adopted through an ordinary resolution of the general meeting of shareholders:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) The profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) Related party transactions that should be deliberated by the general meeting of shareholders;</p> <p>(4) The election and replacement of members of the board of directors and their remuneration and payment methods;</p> <p>(5) The election and replacement of the members of the board of supervisors who are shareholder representatives at the same time,</p>	<p>Article 50 The following matters shall be adopted through an ordinary resolution of the general meeting of shareholders:</p> <p>(1) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) The profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) Related party transactions that should be deliberated by the general meeting of shareholders;</p> <p>(4) The appointment and removal of members of the board of directors and the board of supervisors, and their remuneration and payment methods;</p> <p>(5) The election and replacement of the members of the board of supervisors who are shareholder representatives at the same time, and the</p>

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<p>and the remuneration and payment methods of the members of the board of supervisors;</p> <p>(6) The company's annual budget plan and final account plan;</p> <p>(7) Hiring and dismissing accounting firms;</p> <p>(8) The company's annual report;</p> <p>(9) Other matters other than those provided by laws, administrative regulations or the articles of association of the company that shall be adopted through special resolutions.</p>	<p>remuneration and payment methods of the members of the board of supervisors;</p> <p>(6) The company's annual budget plan and final account plan;</p> <p>(7) Hiring and dismissing accounting firms;</p> <p>(8) The company's annual report;</p> <p>(9) Other matters other than those provided by laws, administrative regulations or the articles of association of the company that shall be adopted through special resolutions.</p>
<p>Article 51 The following matters shall be adopted through a special resolution of the general meeting of shareholders:</p> <p>(1) The company increases or decreases the 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) The company's purchase or sale of major assets within one year or the guarantee amount exceeds 30% of the company's latest audited total assets;</p> <p>(5) Amendments to the articles of association;</p> <p>(6) Adjustment or change of profit distribution policy;</p> <p>(7) Repurchase of shares of the Company;</p> <p>(8) Equity incentive plan;</p>	<p>Article 51 The following matters shall be adopted through a special resolution of the general meeting of shareholders:</p> <p>(1) The company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities;</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) The company's purchase or sale of major assets within one year or the guarantee amount exceeds 30% of the company's latest audited total assets;</p> <p>(5) Amendments to the Articles of Association;</p> <p>(6) Adjustment or change of profit distribution policy;</p> <p>(7) Repurchase of shares of the company;</p> <p>(8) Equity incentive plan;</p>

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<p>(9) Other matters required to be passed by special resolution as stipulated in the Company's Articles of Association and as determined by an ordinary resolution of the general meeting to have a significant impact on the Company.</p>	<p>(9) Other matters required to be passed by special resolution as stipulated in the Company's Articles of Association and as determined by an ordinary resolution of the general meeting to have a significant impact on the Company.</p>
<p>Article 52 Shareholders (including shareholders' proxies) exercise their voting rights by the number of shares with voting rights they represent, and each share shall enjoy one vote.</p> <p>The shares of the Company held by the Company do not have voting rights, and such shares are not included in the total number of shares with voting rights present at the general meeting.</p> <p>If a shareholder's purchase of the company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights present at the general meeting of shareholders.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection</p>	<p>Article 52 When voting at the general meeting of shareholders, shareholders (including shareholders' proxies) shall exercise their voting rights by the number of shares with voting rights they represent, and each share shall have one vote.</p> <p>When the general meeting of shareholders deliberates on major matters 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 promptly and publicly disclosed.</p> <p>The shares of the Company held by the Company do not have voting rights, and such shares are not included in the total number of shares with voting rights present at the general meeting.</p> <p>If a shareholder's purchase of the company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed</p>

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<p>institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit shareholder voting rights. When soliciting shareholders' voting rights, they shall fully disclose the specific voting intention and other information to the person being solicited. It is forbidden to solicit shareholders' voting rights by means of compensation or disguised compensation. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.</p>	<p>proportion shall not exercise voting rights within 36 months after the purchase, and shall not be included in the total number of shares with voting rights present at the general meeting of shareholders.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit shareholder voting rights.</p> <p>When soliciting shareholders' voting rights, they shall fully disclose the specific voting intention and other information to the person being solicited. It is forbidden to solicit shareholders' voting rights by means of compensation or disguised compensation. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights..</p>
<p>Article 54 When the general meeting of shareholders deliberates on major matters 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 promptly and publicly</p>	<p>Article 54 When the general meeting of shareholders deliberates on major matters 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 promptly and publicly disclosed. Except in special</p>

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<p>disclosed. Except in special circumstances such as when the company is in crisis, the company shall not enter into a contract with a person other than the director, general manager and other senior management personnel to entrust the management of all or important business of the company to that person without the approval of a special resolution of the general meeting of shareholders.</p>	<p>circumstances such as when the company is in crisis, the company shall not enter into a contract with a person other than the director, CEO and other senior management to entrust the management of all or important business of the company to that person without the approval of a special resolution of the general meeting of shareholders.</p>
<p>Article 63 If the presiding officer of the meeting has any doubts about the results of the resolution submitted for voting, he may organize the counting of votes; if the presiding officer of the meeting does not count the votes, and the shareholders or shareholders' proxies present at the meeting have any objection to the announcement of the results by the presiding officer of the meeting, they have the right to request the counting of votes immediately after the announcement of the voting results, and the presiding officer of the meeting shall immediately organize the counting of votes.</p>	<p>Article 66 If the presiding officer of the meeting has any doubts about the results of the resolution submitted for voting, he may organize the counting of votes; if the presiding officer of the meeting does not count the votes, and the shareholders or shareholders' proxies present at the meeting have any objection to the announcement of the results by the presiding officer of the meeting, they have the right to request the counting of votes immediately after the announcement of the voting results, and the presiding officer of the meeting shall immediately organize the counting of votes..</p> <p>If the general meeting of shareholders counts the votes, the results of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting, together with the signature book of the shareholders present</p>

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	<p>and the power of attorney to attend the meeting, shall be kept at the domicile of the company.</p>
<p>Article 69 The secretary of the board of directors shall be responsible for the minutes of the general meeting of shareholders. The minutes of the meeting shall record the following:</p> <p>(1) The time, place, agenda, and name of the convener of the meeting;</p> <p>(2) The name of the presiding officer of the meeting and the directors, supervisors, general managers and other senior management personnel who attend the meeting or are present at the meeting as non-voting delegates;</p> <p>(3) The number of shareholders and proxies attending the meeting, the total number of shares with voting rights held and its proportion to the total number of shares of the company;</p> <p>(4) the deliberation process, main points of the speech, and the voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) The name of the lawyer, teller, and scrutineer;</p> <p>(7) Other contents that shall be included in the</p>	<p>Article 69 The secretary of the board of directors shall be responsible for the minutes of the general meeting of shareholders. The minutes of the meeting shall record the following:</p> <p>(1) The time, place, agenda, and name of the convener of the meeting;</p> <p>(2) The name of the presiding officer of the meeting and the directors, supervisors, CEO and other senior management personnel who attend the meeting or are present at the meeting as non-voting delegates;</p> <p>(3) The number of shareholders and proxies attending the meeting, the total number of shares with voting rights held and its proportion to the total number of shares of the company;</p> <p>(4) the deliberation process, main points of the speech, and the voting results of each proposal;</p> <p>(5) Shareholders' inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) The name of the lawyer, teller, and scrutineer;</p> <p>(7) Other contents that shall be included in the minutes of the meeting as stipulated in the articles of association of the company.</p>

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minutes of the meeting as stipulated in the articles of association of the company.	
<p>Article 70: The convener shall ensure that the content of the meeting minutes is true, accurate, and complete. Directors, supervisors, secretary of the board of directors, convener or his proxy and the presiding officer shall sign on the minutes of the meeting. The minutes of the meeting shall be handed over to the secretary of the board of directors, together with the signature book of the shareholders present in the meeting, the power of attorney to authorize the proxy to attend, and the valid information on online voting and voting by other means, for permanent record keeping..</p>	<p>Article 70: The convener shall ensure that the content of the meeting minutes is true, accurate, and complete. Directors, supervisors, secretary of the board of directors, convener or his proxy and the presiding officer shall sign on the minutes of the meeting. The minutes of the meeting shall be handed over to the secretary of the board of directors for record keeping for at least 10 years, together with the signature book of the shareholders present in the meeting, the power of attorney to authorize the proxy to attend, and the valid information on online voting and voting by other means.</p>
<p>Newly added article, and the serial number is extended accordingly.</p>	<p>Article 73 In the event of any contradiction between these Rules of Procedure and the Company Law, the Securities Law, the Rules of the General Meeting of Shareholders of Listed Companies, the Code of Governance for Listed Companies, the regulations of the securities regulatory authorities, the stock exchange and other laws and regulations and the Articles of Association, these Rules of Procedure shall be amended in accordance with the above laws and regulations in a timely manner.</p>
<p>Article 73 These Rules of Procedure shall</p>	<p>Article 74 These rules of procedure are</p>

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<p>come into force after approval by the General Meeting of Shareholders.</p> <p>Article 74 The Board of Directors shall propose a draft amendment to these Rules of Procedure and submit it to the General Meeting of Shareholders for deliberation and approval.</p>	<p>annexed to the Articles of Association, which shall be formulated and revised by the board of directors of the company and shall come into force on the date of deliberation and approval by the general meeting of shareholders of the company. From the effective date of these rules of procedure, the company's original "Rules of Procedure of the General Meeting of Shareholders" will automatically become invalid.</p>

3. Amendments to the Rules of Procedure of the Board of Directors

Before revision	After Revision
<p>Article 1 In order to improve the corporate governance structure, standardize the deliberations 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 Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Code of Governance for Listed Companies, the Rules for the Listing of Stocks on the Shanghai Stock Exchange and the Articles of Association of Chifeng Jilong Gold</p>	<p>Article 1 In order to improve the corporate governance structure, standardize the deliberations 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 Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Code of Governance for Listed Companies, the Rules for the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws, administrative regulations, departmental rules,</p>

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<p>Mining Co., Ltd. (hereinafter referred to as the "Articles of Association") in combination with the actual conditions of the company.</p>	<p>the relevant provisions of the normative documents and the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Articles of Association") in combination with the actual conditions of the company.</p>
<p>Article 3 The board of directors of the company is composed of 14 directors, including 5 independent directors and 9 non-independent directors.</p>	<p>Article 3 The board of directors of the company shall be composed of 10 directors, and independent directors shall account for no less than one-third of the total directors.</p>
<p>Article 4 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) Responsible for convening the general meeting of shareholders and reporting to the general meeting of shareholders;</p> <p>(2) Implement the resolutions of the general meeting of shareholders;</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 final account plan;</p> <p>(5) Formulate the company's profit distribution plan and loss recovery plan;</p> <p>(6) Formulate plans for increasing or decreasing the company's registered capital and issuing corporate bonds;</p> <p>(7) Formulate plans for major acquisitions, repurchase of the company's shares, or merger,</p>	<p>Article 4 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) Responsible for convening the general meeting of shareholders and reporting to the general meeting of shareholders;</p> <p>(2) Implement the resolutions of the general meeting of shareholders;</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 final account plan;</p> <p>(5) Formulate the company's profit distribution plan and loss recovery plan;</p> <p>(6) Formulate plans for increasing or decreasing the company's registered capital, issuing bonds or other securities, and listing plan;</p> <p>(7) Formulating plans for major acquisitions, acquisitions of company shares, or mergers,</p>

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<p>division, dissolution and change of the company's form;</p> <p>(8) Within the scope of the authorization of the general meeting of shareholders, decide on the company's foreign investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, related party transactions and other matters;</p> <p>(9) Decide on the establishment of the company's internal management structure;</p> <p>(10) Appoint or dismiss the general manager and secretary of the board of directors of the company, and decide on the appointment or dismissal of the deputy general manager, the CFO and other senior management personnel of the company according to the nomination of the general manager, and decide on their remuneration, rewards and punishments;</p> <p>(11) Formulate the company's basic management system;</p> <p>(12) Formulate a plan for amending the Articles of Association;</p> <p>(13) Manage the company's information disclosure;</p> <p>(14) Propose to the general meeting of shareholders the appointment or replacement of the accounting firm for the company's audit;</p>	<p>divisions, dissolutions and changes in the form of the company;</p> <p>(8) Within the scope of the authorization of the general meeting of shareholders, decide on the company's foreign investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, related party transactions, external donations, etc.;</p> <p>(9) Decide on the establishment of the company's internal management structure;</p> <p>(10) Appoint or dismiss the CEO (manager) and secretary of the board of directors of the company, and decide on the appointment or dismissal of the vice president (deputy manager), the CFO and other senior management personnel of the company according to the nomination of the CEO, and decide on their remuneration, rewards and punishments;</p> <p>(11) Formulate the company's basic management system;</p> <p>(12) Formulate a plan for amending the Articles of Association;</p> <p>(13) Manage the company's information disclosure;</p> <p>(14) To propose to the general meeting of shareholders the appointment or replacement of the accounting firm for the company's audit;</p> <p>(15) Listen to the work report of the CEO of the</p>

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<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 functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>company and inspect the work of the CEO;</p> <p>(16) Other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>
<p>Article 5 The board of directors has the right to dispose of company’s assets and use such assets for guarantee, investment and financing within a certain limit. The board of directors shall follow the principles of lawfulness, compliance, prudence and safety when exercising the above rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to conduct effective evaluations and prepare feasibility reports for major investment projects. The specific approval authority of the Board of Directors is:</p> <p>(1) Dispose of the company's assets within the limit of 30% of the company's latest audited total assets, and such disposal refers to the purchase, sale, and reorganization of creditor's rights and debts;</p> <p>(2) Foreign investment in a complete fiscal year with a total amount not exceeding 30% of the company's latest audited total assets, including equity investment, bond investment, entrusted wealth management, entrusted loans and other</p>	<p>Article 5 For matters mentioned in the preceding paragraph, on which the Board of Directors has made resolutions, except for items (6), (7) and (12), which must be agreed upon by more than two-thirds of the directors present at a meeting of the Board of Directors, the remaining matters may be agreed upon by a vote of a majority of the directors present at a meeting of the Board of Directors. Matters exceeding the scope of authorization by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.</p> <p>The board of directors has the right to dispose of company’s assets and use such assets for guarantee, investment and financing within a certain limit. The board of directors shall follow the principles of lawfulness, compliance, prudence and safety when exercising the above rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to conduct effective evaluations and prepare feasibility reports for major investment</p>

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<p>enterprise investments 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, which refers to the Company's debt financing (but excluding the issuance of bonds) to financial institutions and other enterprises.</p> <p>(4) External guarantees (including but not limited to asset mortgages, pledges, guarantees, etc.) other than those listed in Article 41 of the Articles of Association;</p> <p>(5) Related-party transactions with a transaction amount of more than 300,000 yuan between the company and related natural persons (except for external guarantees) and related party transactions with affiliated legal persons with a transaction amount of more than 3 million yuan that accounts for more than 0.5% of the absolute value of the company's latest audited net assets (except for external guarantees) within a complete fiscal year.</p> <p>When exercising the above functions and powers, the board of directors shall comply with relevant laws, regulations, rules and the Rules for the Listing of Stocks on the Shanghai Stock Exchange.</p> <p>The Board of Directors may make a resolution</p>	<p>projects. The specific approval authority of the Board of Directors is:</p> <p>(1) Dispose of the company's assets within the limit of 30% of the company's latest audited total assets, and such disposal refers to the purchase, sale, and reorganization of creditor's rights and debts;</p> <p>(2) Foreign investment in a complete fiscal year with a total amount not exceeding 30% of the company's latest audited total assets, including equity investment, bond investment, entrusted wealth management, entrusted loans and other enterprise investments 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, which refers to the Company's debt financing (but excluding the issuance of bonds) to financial institutions and other enterprises.</p> <p>(4) External guarantees (including but not limited to asset mortgages, pledges, guarantees, etc.) other than those listed in Article 44 of the Articles of Association;</p> <p>(5) Related-party transactions with a transaction amount of more than 300,000 yuan between the company and related natural persons (except for external guarantees) and related party transactions</p>

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<p>to authorize the Executive Directors and the General Manager within the scope of the above-mentioned authority to exercise the above-mentioned duties and powers of the Board of Directors provided for in Article 4 and Article 5 during the intersessional period of the Board of Directors.</p>	<p>with affiliated legal persons with a transaction amount of more than 3 million yuan that accounts for more than 0.5% of the absolute value of the company's latest audited net assets (except for external guarantees) within a complete fiscal year. When exercising the above functions and powers, the board of directors shall comply with relevant laws, regulations, rules and the Rules for the Listing of Stocks on the Shanghai Stock Exchange.</p> <p>The Board of Directors may make a resolution to authorize the Board Chairman, the CEO and relevant internal organizations within the scope of the above-mentioned authority to exercise the above-mentioned duties and powers of the Board of Directors provided for in Article 4 and Article 5 during the intersessional period of the Board of Directors.</p>
<p>Article 9 The board of directors shall have one chairman, and a vice chairman may be appointed according to the needs of work. The Chairman and Vice Chairman of the Board of Directors are elected by a vote of a majority of board directors.</p>	<p>Article 9 The board of directors shall have one chairman, and may appoint co-chairman and vice chairman according to the needs of work. The chairman of the board of directors, the co-chairman and the vice chairman of the board of directors shall be elected and removed by a vote of a majority of all directors for a term of three years, which can be renewed upon being reelected.</p>
<p>Article 10 The chairman of the board of directors shall exercise the following functions</p>	<p>Article 10 The chairman of the board of directors shall exercise the following functions and powers:</p>

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<p>and powers:</p> <p>(1) To preside over the general meeting of shareholders and convene and preside over the meetings of the board of directors;</p> <p>(2) To supervise and inspect the implementation of the resolutions of the board of directors;</p> <p>(3) To sign the company's stocks, bonds or other negotiable securities;</p> <p>(4) To sign important documents approved by the board of directors or other documents that should be signed by the company's legal representative;</p> <p>(5) To exercise the functions and powers of the legal representative;</p> <p>(6) In the event of a force majeure emergency such as a catastrophic natural disaster, to exercise the special right to handle the company's affairs in accordance with the provisions of laws, regulations for the interests of the company, and report to the board of directors and the general meeting of shareholders of the company afterwards;</p> <p>(7) Other functions and powers granted by the Board of Directors.</p>	<p>(1) To preside over the general meeting of shareholders and convene and preside over the meetings of the board of directors;</p> <p>(2) To supervise and inspect the implementation of the resolutions of the board of directors;</p> <p>(3) To sign the company's stocks, company bonds or other negotiable securities;</p> <p>(4) To sign important documents approved by the board of directors or other documents that should be signed by the company's legal representative;</p> <p>(5) To exercise the functions and powers of the legal representative;</p> <p>(6) In the event of a force majeure emergency such as a catastrophic natural disaster, to exercise the special right to handle the company's affairs in accordance with the provisions of laws, regulations for the interests of the company, and report to the board of directors and the general meeting of shareholders of the company afterwards;</p> <p>(7) Other functions and powers granted by the Board of Directors.</p>
<p>Article 11 The vice chairman of the board of directors of the company shall assist the chairman of the board of directors in his work, and if the chairman of the board of directors is</p>	<p>Article 11 The co-chairman and vice chairman of the board of directors of the company shall assist the chairman of the board of directors in his work. If the chairman of the</p>

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<p>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 shall be jointly elected by more than half of the directors to perform his duties); if the vice chairman of the board of directors is unable to perform his duties or fails to perform his duties, one director shall be jointly nominated by more than half of the directors to perform his duties</p>	<p>board of directors is unable to perform his duties or fails to perform his duties, the co-chairman shall perform his duties in place of him (if the company has two or more co-chairmen, the co-chairman shall be jointly elected by more than half of the directors); if the co-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 shall be jointly elected by more than half of the directors to perform his duties); if the vice chairman of the board of directors is unable to perform his duties or fails to perform his duties, one director shall be jointly nominated by more than half of the directors to perform his duties.</p>
<p>Article 12 The Board of Directors shall set up four special committees in accordance with relevant regulations, including the Strategy Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Assessment Committee.</p> <p>The members of the special committee shall be composed of directors, and more than half of the members of the audit committee, the nomination committee and the remuneration and assessment committee shall be independent directors who should serve as the convener, and at least one</p>	<p>Article 12 The Board of Directors shall set up four special committees in accordance with relevant regulations, including the Strategy and Sustainable Development Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Assessment Committee.</p> <p>The members of the special committee shall be composed of directors, and more than half of the members of the audit committee, the nomination committee and the remuneration and assessment committee shall be independent directors who should serve as the convener, and at least one</p>

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<p>independent director of the audit committee shall be an accounting professional.</p>	<p>independent director of the audit committee shall be an accounting professional.</p>
<p>Article 13 The main responsibilities of the Strategy Committee are as follows:</p> <p>(1) To study and formulate the company's medium and long-term development strategy and development plan;</p> <p>(2) To study and make recommendations on major investment, financing, capital operation, asset management or disposal projects involving the company's medium and long-term development strategies and annual development plans;</p> <p>(4) To study and make suggestions on other major matters affecting the development of the company;</p> <p>(5) Other work authorized by the Board of Directors.</p>	<p>Article 8 The main responsibilities of the Strategy and Sustainable Development Committee are as follows:</p> <p>(1) To study and make recommendations on the company's long-term development strategic planning, including improving the company's sustainable development capacity from the aspects of environmental, social and governance (ESG);</p> <p>(2) To study and make recommendations on major investment and financing plans that are subject to the approval of the board of directors as stipulated in the Articles of Association;</p> <p>(3) To study and make recommendations on major capital operation and asset management projects that are subject to the approval of the board of directors as stipulated in the Articles of Association;</p> <p>(4) To study, evaluate and make recommendations on the main ESG trends and the relevant risks and opportunities faced by the company;</p> <p>(5) To Supervise the formulation and implementation of the company's ESG goals, including: formulating the company's ESG</p>

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	<p>management performance targets, following up on the progress of achieving the goals, and providing recommendations on the actions needed to achieve the goals;</p> <p>(6) To study and make suggestions on other major matters affecting the development of the company;</p> <p>(7) To inspect the implementation of the above matters;</p> <p>(8) Other matters authorized by laws and regulations, the Articles of Association and the Board of Directors.</p>
<p>Article 14 The main responsibilities of the Audit Committee are as follows:</p> <p>(1) To supervise and evaluate the work of external audit institutions;</p> <p>(2) To guide the internal audit work;</p> <p>(3) To review the financial reports of the listed company and express opinions on them;</p> <p>(4) To assess the effectiveness of internal controls;</p> <p>(5) To coordinate the communication between the management, internal audit department and relevant departments and external audit institutions;</p> <p>(6) Other matters authorized by the board of directors of the company and other matters as stipulated in relevant laws and regulations.</p>	<p>Article 14 The main responsibilities of the Audit Committee are as follows:</p> <p>(1) To supervise and evaluate the external audit work, and propose the hiring or replacement of external audit institutions;</p> <p>(2) To supervise and evaluate the internal audit work, and be responsible for the coordination between the internal audit and the external audit;</p> <p>(4) To review the company's financial information and its disclosure;</p> <p>(5) To supervise and evaluate the Company's internal controls;</p> <p>(6) To review the company's major related party transactions and major asset acquisition, sale and other trading activities;</p>

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	<p>(7) To guide, supervise and evaluate the risk control and management of the company's major decisions, major events and important business processes, assess the potential risk status of the company, provide early warning of the company's potential risks, and put forward suggestions for improving the company's risk management;</p> <p>(8) Other matters authorized by laws and regulations, the Articles of Association and the Board of Directors.</p>
<p>Article 15 The main responsibilities of the Nomination Committee are as follows:</p> <p>(1) To formulate the selection criteria and procedures for the company's directors, supervisors, general managers and other senior management personnel, and review and make recommendations on the qualifications of the above-mentioned candidates;</p> <p>(2) To formulate the selection criteria and procedures for senior management personnel of subsidiaries (including branches), and review and make recommendations on the qualifications of senior management candidates;</p> <p>(3) To formulate the selection criteria and procedures for directors, supervisors or other senior management personnel of wholly-owned subsidiaries, holding subsidiaries and</p>	<p>Article 15 The main responsibilities of the Nomination Committee are as follows:</p> <p>(1) To make recommendations to the board of directors on the personnel and composition of the board of directors according to the company's strategic planning, business activities, asset scale and equity structure;</p> <p>(2) To study the selection criteria and procedures for directors and senior managers, and to make recommendations to the board of directors;</p> <p>(3) To select qualified candidates for directors and senior management;</p> <p>(4) To review and make recommendations on candidates for directors and senior management;</p> <p>(5) Other matters authorized by laws and</p>

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<p>shareholding companies that should be recommended or appointed by the Company, and review and make recommendations on the qualifications of the above-mentioned candidates;</p> <p>(4) According to the needs of the company's operation and management, extensively search for qualified directors, supervisors and senior management candidates;</p> <p>(5) Other work authorized by the Board of Directors.</p>	<p>regulations, the Articles of Association and the Board of Directors.</p>
<p>Article 16 The main responsibilities of the Remuneration and Assessment Committee are as follows:</p> <p>(1) To study and review the remuneration policies and plans for the company's directors, supervisors, presidents and other senior management personnel, and to make recommendations;</p> <p>(2) To study and formulate the evaluation standards for the company's directors, supervisors, presidents and other senior management personnel, and to make recommendations;</p> <p>(3) To study and formulate medium and long-term incentive plans for the company's directors, supervisors, CEO and other senior management personnel and employees of the company;</p>	<p>Article 16 The main responsibilities of the Remuneration and Assessment Committee are as follows:</p> <p>(1) To study the standards for the evaluation of directors and senior managers, conduct evaluations and make recommendations;</p> <p>(2) To study and review the remuneration policies and plans of directors and senior management;</p> <p>(3), To refine the salary policies and salary system according to the development of the market and the company;</p> <p>(4) Other matters authorized by laws and regulations, the Articles of Association and the Board of Directors.</p>

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<p>(4) To review the formulation and implementation of the company's annual remuneration plan, and report to the board of directors;</p> <p>(5) To assess and evaluate the performance of the company's directors, supervisors, CEO and other senior management personnel, and to make recommendations to the board of directors;</p> <p>(6) Other matters authorized by the Board of Directors.</p>	
<p>Article 30 The board of directors shall hold at least two meetings every year, which shall be convened by the chairman of the board of directors and shall notify all directors and supervisors in writing 10 days before the meeting.</p> <p>The notice of the extraordinary meeting of the board of directors shall be delivered through written letters (including in-person delivery or fax), telephone calls, e-mails or SMS text messages, and the time limit for notification shall be 2 days before the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall make</p>	<p>Article 30 The board of directors shall hold at least two meetings every year, which shall be convened by the chairman of the board of directors and shall notify all directors and supervisors in writing 10 days before the meeting.</p> <p>The notice of the extraordinary meeting of the board of directors shall be delivered through written letters (including in-person delivery or fax), telephone calls, e-mails or SMS text messages, and the time limit for notification shall be 2 days before the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, and the extraordinary meeting of board of directors can be held at any time after due</p>

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<p>an explanation at the meeting. Where the notice is not directly delivered, confirmation of notice delivery shall also be made by telephone.</p>	<p>notice has been given to all the directors, but the convener shall make an explanation at the meeting. Where the notice is not directly delivered, confirmation of notice delivery shall also be made by telephone.</p>
<p>Article 31 The notice of the meeting of the board of directors shall include at least the following contents:</p> <ol style="list-style-type: none"> (1) the time and place of the meeting; (2) how the meeting is to be held; (3) Matters to be deliberated on (meeting proposals); (4) The convener and presiding officer of the meeting, the proposer of the extraordinary meeting and their written proposals; (5) Meeting materials necessary for the voting of directors; (6) The directors shall attend the meeting in person or entrust other directors to attend the meeting on their behalf; (7) The contact person and contact information of the meeting; (8) The date on which the notice was issued. <p>An oral meeting notice shall include at least items (1) and (2) above, as well as an explanation on why an extraordinary meeting of the Board of Directors needs to be convened as soon as possible.</p>	<p>Article 31 The notice of the meeting of the board of directors shall include at least the following contents:</p> <ol style="list-style-type: none"> (1) the date and place of the meeting; (2) how the meeting is to be held; (3) the duration of the meeting; (4) Matters to be deliberated on (meeting proposals); (5) The convener and presiding officer of the meeting, the proposer of the extraordinary meeting and their written proposals; (6) Meeting materials necessary for the voting of directors; (7) The directors shall attend the meeting in person or entrust other directors to attend the meeting on their behalf; (8) The contact person and contact information of the meeting; (9) The date on which the notice was issued. <p>An oral meeting notice shall include at least items (1) and (2) above, as well as an explanation on why an extraordinary meeting of the Board of Directors needs to be convened as soon as</p>

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	possible.
Newly added article, and the serial number is extended accordingly.	<p>Article 49 The resolution of the board of directors must be passed by more than half of all directors.</p> <p>The voting on the resolution of the board of directors shall be one director, one vote.</p>
Article 78 These rules are annexed to the Articles of Association, which shall be formulated by the board of directors of the company and deliberated and approved by the general meeting of shareholders of the company.	<p>Article 79 These rules are annexed to the Articles of Association, which shall be formulated and amended by the board of directors of the company, and shall take effect from the date of deliberation and approval by the general meeting of shareholders of the company. From the effective date of these rules, the original Rules of Procedure of the Board of Directors of the Company shall automatically become invalid.</p>
Other Amendments	<p>According to the setup of the company's internal management positions, "general manager" is amended to the "CEO".</p>

4. Amendments to the Rules of Procedure of the Board of Supervisors

Before revision	After Revision
Article 1 Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company"), in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law"), the "Code of Governance of Listed Companies" and the	Article 1 Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company"), in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law"), the "Code of Governance of Listed Companies" and the

Before revision	After Revision
<p>"Shanghai Stock Exchange Stock Listing Rules" (hereinafter referred to as the "Listing Rules") and other relevant provisions and the "Articles of Association of Chifeng Jilong Gold Mining Co., Ltd." (hereinafter referred to as the "Articles of Association"), formulated these Rules of Procedure 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.</p>	<p>"Shanghai Stock Exchange Stock Listing Rules" (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, departmental rules, normative documents and the "Articles of Association of Chifeng Jilong Gold Mining Co., Ltd." (hereinafter referred to as the "Articles of Association"), formulated these Rules of Procedure 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.</p>
<p>Article 8 The members of the board of supervisors shall be composed of two shareholder representatives and one employee representative of the company. Supervisors of shareholder representatives shall be elected and removed by the general meeting of shareholders, and supervisors of employee representatives shall be democratically elected and removed by the employees of the company through the employee representative congress, employee congress or other forms. The term of office of a supervisor elected by the general meeting of shareholders or by the employees of the company shall be from the effective date of the election to the date of expiration of the term of office of the board of supervisors. The</p>	<p>Article 8 The members of the board of supervisors shall be composed of two shareholder representatives and one employee representative of the company. Supervisors of shareholder representatives shall be elected and removed by the general meeting of shareholders, supervisor of employee representatives shall be democratically elected and removed by the employees of the company through the employee representative congress, employee congress or other forms, and shareholder representatives shall be elected and removed by the general meeting of shareholders. The term of office of a supervisor elected by the general meeting of shareholders or by the employees of the company shall be from the effective date of the election to the date of</p>

Before revision	After Revision
<p>proportion of employee representatives on the board of supervisors shall not be less than one-third.</p>	<p>expiration of the term of office of the board of supervisors. The proportion of employee representatives on the board of supervisors shall not be less than one-third.</p>
<p>Article 12 The board of supervisors shall be responsible to the general meeting of shareholders and exercise the following functions and powers in accordance with the law:</p> <p>(1) To inspect the company's finances, and if necessary, to entrust an accounting firm to independently audit the company's finances in the name of the company;</p> <p>(2) To supervise the conduct of the company's directors and other senior management personnel in the performance of the company's duties, and to make recommendations for removal of those who violate laws, administrative regulations or the company's articles of association;</p> <p>(3) When the conduct of the company's directors and other senior management personnel harms the interests of the company, require the aforesaid personnel to make corrections, and report to the general meeting of shareholders or the relevant competent state authorities if necessary;</p> <p>(4) To check the financial information such as</p>	<p>Article 12 The board of supervisors shall be responsible to the general meeting of shareholders and exercise the following functions and powers in accordance with the law:</p> <p>(1) To review the company's securities issuance documents and periodic reports prepared by the board of directors and give written review comments;</p> <p>(2) To inspect the company's finances;</p> <p>(3) To supervise the performance of the duties of the directors and senior management personnel of the company, and to propose the removal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association or the resolutions of the general meeting of shareholders;</p> <p>(4) When the conduct of directors and senior management personnel harms the interests of the company, to require the directors and senior management personnel to make corrections;</p> <p>(5) To propose the convening of an extraordinary general meeting of shareholders,</p>

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<p>the financial report, business report and profit distribution plan to be submitted by the board of directors to the general meeting of shareholders, and if there is any doubt, a certified public accountant may be entrusted to help review it in the name of the company;</p> <p>(5) To make suggestions on the company's engagement of accounting firms;</p> <p>(6) To propose the convening of an extraordinary general meeting of shareholders, and to convene and preside over the general meeting of shareholders when the board of directors fails to perform its duties of convening and presiding over the general meeting of shareholders as stipulated in the articles of association;</p> <p>(7) To submit a provisional proposal to the general meeting of shareholders;</p> <p>(8) To lodge litigation against directors and other senior management personnel in accordance with Article 152 of the Company Law;</p> <p>(9) Other functions and powers stipulated in the articles of association.</p> <p>Supervisors may attend meetings of the board of directors as non-voting delegates and make questions or suggestions on matters resolved by the board of directors.</p>	<p>and to convene and preside over a general meeting of shareholders when the board of directors fails to perform its duties of convening and presiding over a general meeting of shareholders as stipulated in the Company Law;</p> <p>(6) To make proposals to the general meeting of shareholders;</p> <p>(7) To represent the company in negotiations with directors and senior management or to initiate litigations against directors and senior management in accordance with the provisions of Article 151 of the Company Law;</p> <p>(8) To conduct an investigation if it is found that the company's business situation is abnormal; if necessary, it may hire accounting firms, law firms and other professional institutions to assist it in its work, and the expenses shall be borne by the company;</p> <p>(9) To check the financial reports, business reports and profit distribution plans and other financial information to be submitted to the general meeting of shareholders by the board of directors, and if any doubts are found, a certified public accountant or a practicing auditor may be entrusted in the name of the company to help review;</p> <p>(10) Other functions and powers granted by</p>

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	<p>laws, administrative regulations, departmental rules or the Articles of Association, as well as those granted by the general meeting of shareholders.</p> <p>Supervisors may attend meetings of the board of directors as non-voting delegates and make questions or suggestions on matters resolved by the board of directors.</p>
<p>Article 24 All supervisors shall be notified in writing 10 days before the convening of a regular meeting of the board of supervisors, and all supervisors shall be notified five days before the convening of an extraordinary meeting in writing, by post or e-mail.</p>	<p>Article 24 All supervisors shall be notified in writing 10 days before the convening of a regular meeting of the board of supervisors, and all supervisors shall be notified five days before the convening of an extraordinary meeting in writing, by post or e-mail. If the situation is urgent and it is necessary to convene an extraordinary meeting of the board of supervisors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall make an explanation at the meeting. Where the notice is not directly delivered, confirmation of notice delivery shall be made by telephone.</p>
<p>Article 40 If the resolution made by the board of supervisors involves the proposal to convene an extraordinary meeting of board of directors, an extraordinary general meeting of shareholders or a provisional proposal to the annual meeting of shareholders, it shall submit a proposal to the</p>	<p>Article 40 If the resolution made by the board of supervisors involves the proposal to convene an extraordinary meeting of board of directors, an extraordinary general meeting of shareholders or a provisional proposal to the annual general meeting of shareholders, it shall submit a</p>

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board of directors in writing within the specified time on the topics and complete content of the meeting, and ensure that the content of the proposal complies with the relevant laws and regulations and the articles of association of the company.	proposal to the board of directors in writing within the prescribed time on the topics and complete content of the meeting, and ensure that the content of the proposal complies with the relevant laws and regulations and the articles of association of the company.
<p>Article 43 These Rules shall come into force on the date of approval by the General Meeting of Shareholders.</p> <p>Article 44 Draft amendments to these Rules shall be proposed by the Board of Supervisors and be submitted to the General Meeting of Shareholders for deliberation and approval.</p>	<p>Article 43 These rules are annexed to the Articles of Association, which shall be formulated by the board of supervisors of the company and shall come into force on the date of deliberation and approval by the general meeting of shareholders of the company. From the effective date of these rules, the original Rules of Procedure of the Board of Supervisors of the Company shall automatically become invalid.</p>
Other Amendments	<p>According to the setup of the company's internal management positions, "general manager" is amended to the "CEO".</p>

Expect for the above amendments, the Articles of Association, the Rules of Procedure of the General Meeting of Shareholders, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors remain unchanged, and the above amendments need to be submitted to the general meeting of shareholders of the Company for deliberation.

This is hereby announced.

Board of Directors

Chifeng Jilong Gold Mining Co., Ltd.

14th December 2023