

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

### **Announcement on the Amendment of the Articles of Association and Other Corporate Rules of Procedures**

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.

On August 7, 2024, the 29th meeting of the 8th Board of Directors and the 20th meeting of the 7th Supervisory Board of Chifeng Jilong Gold Mining Industry Co., Ltd. (hereinafter referred to as "**the Company**") discussed and adopted the resolutions on "the Proposal on Amending the Articles of Association and Related Rules of Chifeng Jilong Gold Mining Industry Co. Ltd. to be Effective after the H Share Issuance and Listing" and "the Proposal on Amending the Rules of Procedure for the Supervisory Board of Chifeng Jilong Gold Mining Industry Co. Ltd. to be Effective after the H Share Issuance and Listing" respectively.

Considering that the Company intends to issue and list H share ("**the overseas listed shares**") on the main board of Hongkong Stock Exchange Ltd (hereinafter referred to as "**The Hongkong Stock Exchange** or **HKEX** ") (the "**IPO**"), and in accordance with the provision of the "Corporate Law of the People's Republic of China" (hereinafter referred to as "**the Corporate Law**"), "Guidelines for the Articles of Association of the Listed Companies", and "The Rules Governing the Listing of Securities on The Hong Kong Stock Exchange Limited" (hereinafter referred to as "**the Hong Kong Listing Rules**") and with reference to the requirements of IPO in combination with the status of the Company, the existing Articles of Association and related corporate rules of procedures as attached were amended and articulated as the "Draft Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. ("**the Draft Articles**")" and the "Draft Rules of Procedures on the Shareholders' Meetings of Chifeng Jilong Gold Mining Co., Ltd." ("**the Draft Rules of procedures on the Shareholders' Meetings**"), "Draft Rules of the procedures on the Board of Directors of Chifeng Jilong Gold Mining Co., Ltd." ("**the Draft rules of the procedures on the Board of Directors**), and "the Draft Rules of procedures on Board of Supervisors of Chifeng Jilong Gold Mining Co. Ltd." ("**the Draft Board of Supervisors Rules**"). The details of the revision are summarized as follow

#### **I. The Revision of the Articles of Association**

<b>Existing</b>	<b>Amended</b>
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Existing	Amended
<p><b>Article 1.</b> This Articles of Association is formulated to safeguard the legitimate interests of the Company, its shareholders and investors, regulate the organizing and the conducts of the Company pursuant to provisions of the Corporate Law of the People's Republic of China (hereinafter referred to as " the Corporate Law"), the Securities Law of the People's Republic of China (hereinafter referred to as " the Securities Law") and other relevant regulations</p>	<p><b>Article 1.</b> This Articles of Association is formulated to safeguard the legitimate interests of the Company, its shareholders and investors, regulate the organizing and the conducts of the Company pursuant to provisions of the Corporate Law of the People's Republic of China (hereinafter referred to as " the Corporate Law"),the Securities Law of the People's Republic of China (hereinafter referred to as " the Securities Law"),<b>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Interim Rules on the Overseas Issuance and Listing of Securities by the Domestic Company, The Rules Governing the Listing of Securities by Hong Kong Stock Exchange (the "Hong Kong Listing" Rules ), Guidelines on the Articles of Association of Listed Companies</b> and other relevant regulations</p>
<p><b>Article 3.</b> On February 27,2004, 25 million RMB denominated ordinary shares were initially issued to the public by the Company with the approval of China Securities Regulatory Commission (hereinafter referred to as "CSRC") ( File reference: No. 23-2004) and were listed and traded in Shanghai Stock Exchange on April 14, 2004.</p>	<p><b>Article 3.</b> On February 27,2004, 25 million RMB denominated ordinary shares were initially issued to the public by the Company with the approval of China Securities Regulatory Commission (hereinafter referred to as "CSRC") ( File reference: No. 23-2004) and were listed and traded in Shanghai Stock Exchange on April 14, 2004.</p> <p><b>On [ ] y [ ] m [ ] d, upon the approval of CSRC and the listing committee of the Hong Kong Stock Exchange Ltd (hereinafter referred to as "HKEX", collectively referred to as "Stock Exchanges" together with "the Shanghai Stock Exchange") for initial public offering of [ ] overseas listed foreign capital shares (hereinafter referred to as "H shares"), the aforementioned H shares were listed on the main board of the HKEX on [ ] y[ ]m [ ]d.</b></p>
<p><b>Article 6.</b> The register capital of the Company is RMB 1,663,911,378 (Only One Billion Six Hundred Sixty-three Million Nine Hundred and Eleven Thousand Three Hundred and Seventy-eight).</p>	<p>Article 6. The register capital of the Company is RMB 【 】</p>

Existing	Amended
<p><b>Article 17.</b> All shares issued by the Company shall be the share with the par value of 1 RMB each.</p>	<p><b>Article 17.</b> All shares issued by the Company shall be the share with the par value of 1 RMB each. <b>The shares issued by the Company and being listed on the SSE is hereinafter referred to as "A Shares" while the shares issued by the Company and being listed on the HKEX is hereinafter referred to as "H Shares"</b></p>
<p><b>Article 18.</b> The shares issued by the Company shall be under the central custody by CSDC (China Securities Depository and Clearing Co. Ltd) Shanghai.</p>	<p><b>Article 18.</b> The A Shares issued by the Company shall be under the central custody by CSDC (China Securities Depository and Clearing Co. Ltd) Shanghai. <b>The H shares issued by the Company may be either kept by a custody agency under Hong Kong Central Clearing Co. Ltd or held under the name of the shareholder pursuant to the laws of the listed place and the practices of the securities registration and depository.</b></p>
<p><b>Article 20.</b> All the shares issued by the Company are ordinary shares at the total number of 1,663,911,378 with a par value of RMB1 per share.</p>	<p><b>Article 20. Provided that the over-allotment option is not exercised, the total shares of the Company, upon the completion of IPO (initial public offering) of H Shares, will be [ ] ordinary shares, among which, [ ] are A Shares, representing [ ] % of the total share capital of the Company, while [ ] are H shares, representing [ ] % of the totals.</b></p>
<p><b>Article 21.</b> The register capital could be increased by the Company in the way as prescribed below to cope with the operation and development requirements by complying to the provision of relevant laws and regulation and after the approval by the general meeting of shareholders</p> <ol style="list-style-type: none"> <li>(1) The issuance of shares to the public after approval by the CSRC</li> <li>(2) Private placement of shares</li> <li>(3) Distribution of dividends to the existing shareholders</li> <li>(4) Conversion of reserve fund into share capital</li> <li>(5) Issuance of new shares to the existing shareholders</li> <li>(6) Other ways as prescribed by laws and</li> </ol>	<p><b>Article 21.</b> The register capital could be increased by the Company in the way as prescribed below to cope with the operation and development requirements by complying to the provision of relevant laws and regulation and after the approval by the general meeting of shareholders</p> <ol style="list-style-type: none"> <li>(1) The issuance of shares to the public after approval by <b>the securities regulation authority of the listed place</b></li> <li>(2) Private placement of shares</li> <li>(3) Distribution of dividends to the existing shareholders</li> <li>(4) Conversion of reserve fund into share capital</li> <li>(5) Issuance of new shares to the existing shareholders</li> <li>(6) Other ways as prescribed by laws and</li> </ol>

Existing	Amended
<p>regulations and approved by CSRC</p> <p>The application of Company's capital increase by issuing of new shares shall be proceeded in accordance with procedures as stipulated by relevant laws and regulations after the prior approval based on the Articles of Association</p>	<p>regulations and approved by <b>the securities regulation authority of the listed place</b></p> <p>The application of Company's capital increase by issuing of new shares shall be proceeded in accordance with procedures as stipulated by relevant laws and regulations after the prior approval based on the Articles of Association</p>
<p><b>Article 23.</b> The Company may repurchase its shares in accordance with provisions of relevant laws, regulations, industrial practice, and the articles of association under the following circumstances.</p> <p>(1) Reducing the register capital of the Company</p> <p>(2) Merging with the companies holding the shares of the Company</p> <p>(3) Using the shares for employee incentive scheme</p> <p>(4) A shareholder requests the Company to repurchase its shares due to his objection to the resolution on merger or division made by the general meeting of shareholders</p> <p>(5) The shares are used to convert into the corporate bonds issued by the listed company</p> <p>(6) Whenever necessary to safeguard the value of the Company and the interests of shareholders</p> <p>(7) Other circumstances permitted by laws and regulations</p> <p>Except in the abovementioned circumstance, the Company shall not engage in the acquisition of the Company shares</p>	<p><b>Article 23.</b> The Company may purchase its shares in accordance with provisions of relevant laws, regulations, industrial practice, and the articles of association under <b>any of</b> the following circumstance.</p> <p>(1) Reducing the register capital of the Company</p> <p>(2) Merging with the companies holding the shares of the Company</p> <p>(3) Using the shares for employee incentive scheme</p> <p>(4) A shareholder requests the Company to purchase its shares due to his objection to the resolution on merger or division made by the general meeting of shareholders</p> <p>(5) The shares are used to convert into the corporate bonds issued by the listed company</p> <p>(6) Whenever necessary to safeguard the value of the Company and the interests of shareholders</p> <p>(7) Other circumstances permitted by laws and regulations.</p> <p>Except in the abovementioned circumstance, the Company shall not engage in the acquisition of the Company shares</p>
<p><b>Article 24 .</b>The Company may repurchase its own shares through open centralized bidding mechanism or other mechanism as recognized by relevant laws and regulations and CSRC</p>	<p><b>Article 24.</b> The Company may repurchase its own shares through open centralized bidding mechanism or other mechanism as recognized by relevant laws and regulations, CSRC <b>and the stock exchanges and regulatory authorities in the place where the Company's stocks are listed and comply with the applicable laws, regulations, rules and regulatory requirements in the place where the Company's stocks are listed</b></p>
<p><b>Article 25.</b> Before the Company repurchases</p>	<p><b>Article 25.</b> Before the Company repurchases</p>

Existing	Amended
<p>shares of the Company under the circumstance as specified in items (1) and (2) of Paragraph 1 of Article 23 of the Articles of Association, it needs the approval of the shareholders' general meeting; Before the Company repurchases its shares under the circumstance as specified in items (3), (5) and (6) of Paragraph 1 of Article 23 of the Articles of Association, a resolution adopted by the Board meeting attended by more than two-thirds of the Board directors is required.</p> <p>After the Company repurchases the shares in accordance with of Paragraph 1 of Article 23, the shares in question shall be deregistered within 10 days from the date of repurchase if it falls under the circumstance as specified in item (1), the shares in question shall be transferred or deregistered within 6 months if it fall under the circumstance as specified in item (2) and (4), In the circumstance of items (3), (5) and (6) and the total number of shares held by the Company not exceeding 10% of the total number of shares issued by the Company, and the shares in question shall be transferred or deregistered within 3 years</p>	<p>shares of the Company under the circumstance as specified in items (1) and (2) of Paragraph 1 of Article 23 of the Articles of Association, it needs the approval of the shareholders' general meeting; Before the Company repurchases its shares under the circumstance as specified in items (3), (5) and (6) of Paragraph 1 of Article 23 of the Articles of Association, a resolution adopted by the Board meeting attended by more than two-thirds of the Board directors is required <b>under the precondition that the such attempt is found in compliance with regulatory rules of the place where the Company's stocks are listed.</b></p> <p><b>The Company is required to disclose the information in this regard upon the completion of the repurchase in accordance with the Securities Law, the rules of the stock exchanges and the regulatory requirements of the place where the Company's stock are listed.</b></p> <p><b>Unless otherwise specified by the relevant laws, regulation, the listing rules of the place where the Company's stock are listed,</b> after the Company repurchases the shares in accordance with of Paragraph 1 of Article 23, the shares in question shall be deregistered within 10 days from the date of repurchase if it falls under the circumstance as specified in item (1), the shares in question shall be transferred or deregistered within 6 months if it falls under the circumstance as specified in item (2) and (4), In the circumstance of items (3), (5) and (6) and the total number of shares held by the Company not exceeding 10% of the total number of shares issued by the company , and the shares in question shall be transferred or deregistered within 3 years</p>
<p><b>Article 26.</b> Shares of the Company may be transferred according to law and regulation</p>	<p><b>Article 26.</b> Shares of the Company may be transferred according to law and regulations. <b>The stock status changes in relation to the sales restriction, reduction of stocks held by the shareholders, the board directors, the supervisors and the executives of the Company shall comply with relevant provision of the</b></p>

Existing	Amended
	<p><b>Corporate Law, the Securities Law, the Listing rules of Shanghai Stock Exchange, the Listing rules of Hong Kong Stock Exchange , as well as the relevant provision of CSRC , the stock exchanges and the regulatory authority in the place where the Company's stocks are listed. All transfers of H shares shall be effected by written assignment documents in the general or ordinary form or any other form acceptable to the Board, including the standard transfer form or transfer form prescribed by the Hong Kong Stock Exchange occasionally , and such assignment documents shall be executed in handwriting signature form or by affixing the company's seal in case the transferor or transferee is the corporate investors. If the transferor or transferee are the qualified clearing house (hereinafter referred to as " qualified clearing house") or its agent as defined by the relevant laws in force in Hong Kong from time to time, the assignment documents may be executed either in handwritten or in print form. All assignment documents shall be archived at the Company's registered office or at such other address as the Board may occasionally designate.</b></p>
<p><b>Article 28.</b> The shares of the Company held by the founder shall not be transferred within 1 year from the date of establishment of the Company while the shares issued by the Company prior to IPO shall not be transferred within one year from the date when the Company's shares are listed and traded on the stock exchange.</p> <p>The board directors, supervisors and the executives of the Company shall report to the Company the shares held by themselves and the changes thereof. The shares transferred each year during their tenure shall not exceed 25% of the total shares held by them and shall not be transferred within one year from the date when the shares of the Company are listed and traded. The above-mentioned personnel shall not transfer</p>	<p><b>Article 28.</b> The shares of the Company held by the founder shall not be transferred within 1 year from the date of establishment of the Company while the shares issued by the Company prior to IPO shall not be transferred within one year from the date when the Company's shares are listed and traded on the stock exchange.</p> <p>The board directors, supervisors and the executives of the Company shall report to the Company the shares held by themselves and the changes thereof. The shares transferred each year during their tenure shall not exceed 25% of the total shares held by them and shall not be transferred within one year from the date when the shares of the Company are listed and traded. The above-mentioned personnel shall not transfer</p>

Existing	Amended
<p>the shares of the Company held by them within half a year after leaving office.</p>	<p>the shares of the Company held by them within half a year after leaving office.</p> <p><b>If the listing rules of the place where the Company's shares are listed have otherwise provisions on restrictions on the transfer of the Company's shares, such provisions shall prevail.</b></p>
<p><b>Article 33.</b> The Company shall establish the register of shareholders based on the certificates provided by the securities registration authority as the valid evidence of shareholding. The shareholders shall own rights and assume obligations in line to the category of shares they hold and those in the same category shall enjoy the same rights and assume the same obligations.</p>	<p><b>Article 33.</b> The Company shall establish the register of shareholders based on the certificates provided by the securities registration authority as the valid evidence of shareholding. <b>The original copy register of H-share shareholders shall be kept in Hong Kong for the reference by the shareholders and the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.</b></p> <p>The shareholders shall own rights and assume obligations in line to the category of share they hold and those in the same category shall own the same rights and assume the same obligations.</p>
<p><b>Article 35.</b> The shareholders of the Company shall own the following rights:</p> <p>(1) To get dividends and other forms of benefit in proportion to the shares held by him/her</p> <p>(2) To summon, convene, preside, attend or delegate the agent to attend shareholders' general meetings and exercise the voting rights according to the laws and regulation</p> <p>(3) To supervise the business operation of the Company and make suggestions or inquiries</p> <p>(4) To transfer, donate or mortgage its shares in accordance with relevant laws, regulation, and the provision of the Articles of Association</p> <p>(5) To check the Articles of Association, register of shareholders, corporate bond record, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Supervisory committee, financial and accounting reports</p>	<p><b>Article 35.</b> The shareholders of the Company shall own the following rights:</p> <p>(1) To get dividends and other forms of benefit in proportion to the shares held by him/her</p> <p>(2) To summon, convene, preside, attend or delegate the agent to attend shareholders' general meetings and exercise the voting rights according to the laws and regulation. <b>Unless otherwise specified on the abstaining by the listing rule of stock exchanges or applicable laws and regulation, the shareholder shall air his/her views and vote on the general meeting</b></p> <p>(3) To supervise the business operation of the Company and make suggestions or inquiries</p> <p>(4) To transfer, donate or mortgage its shares in accordance with relevant laws, regulation, and the provision of the Articles of Association</p> <p>(5) To check the Articles of Association, register of shareholders, corporate bond record, minutes of</p>

Existing	Amended
<p>(6) To partake in the distribution of the left-over property of the Company proportion to the shares held by it in the event of liquidation of the Company</p> <p>(7) To request the Company to repurchase its shares due to his objection to the resolution on merger or division made by the general meeting of shareholders</p> <p>(8) Other rights stipulated by law and regulation, industry policy or the Articles of Association</p>	<p>shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Supervisory committee, financial and accounting reports</p> <p>(6) To partake in the distribution of the left-over property of the Company proportion to the shares held by it in the event of liquidation of the Company</p> <p>(7) To request the Company to repurchase its shares due to his objection to the resolution on merger or division made by the general meeting of shareholders</p> <p>(8) Other rights stipulated by law and regulation, industry policy, <b>the rules of the stock exchanges where the Company' stocks are listed</b>, the Articles of Association</p>
<p><b>Article 42.</b> The controlling shareholder or the actual controller of the Company may not use its connected relation to harm the interests of the company and will be held accountable for any loss or damage resulting from the violations of such provision.</p> <p>The controlling shareholder and the actual controller of the Company shall be faithful to the Company and other shareholders by properly exercising the rights of the investor in accordance with the laws, not harming the legitimate interests of the Company and other shareholders by means of profit redistribution, asset restructure, foreign investment, appropriation of funds, loan guarantee, etc., and shall not manipulate the controlling position to hurt the interests of the Company and other shareholders.</p> <p>It is the duty of the Board directors, supervisors and senior managers of the Company to safeguard the Company's funds and take active measure in line with laws to prevent the shareholders or the actual controllers from the embezzlement of the Company's assets. Specific measures in this regard include but not limited to suggesting the Board of Directors, the Board of</p>	<p><b>Article 42.</b> The controlling shareholder or the actual controller of the Company may not use its connected relation to harm the interests of the company and will be held accountable for any loss or damage resulting from the violations of such provision.</p> <p>The controlling shareholder and the actual controller of the Company shall be faithful to the Company and other shareholders by properly exercising the rights of the investor in accordance with the laws, not harming the legitimate interests of the Company and other shareholders by means of profit redistribution, asset restructure, foreign investment, appropriation of funds, loan guarantee, etc., and shall not manipulate the controlling position to hurt the interests of the Company and other shareholders.</p> <p>It is the duty of the Board directors, supervisors and senior managers of the Company to safeguard the Company's funds and take active measure in line with laws to prevent the shareholders or the actual controllers from the embezzlement of the Company's assets. Specific measures in this regard include but not limited to suggesting the Board of Directors, the Board of Supervisors and the general meeting of</p>



Existing	Amended
<p>Supervisors and the general meeting of shareholders to halt the repayment of the due debt of the equivalent amount of the shareholders embezzling the Company's funds or assets, directly deduct the attributable dividends , apply for freezing the shares, filing lawsuits, etc.</p> <p>Where a Board director or the senior management of the Company assists or conspires the embezzlement of company assets by the controlling shareholder and its connected affiliation , the Board of directors of the Company shall convene a meeting to discipline the responsible person based on the seriousness of the misconduct within 10 working days from the date on which the facts are ascertained or confirmed. A general meeting of shareholders shall be promptly convened to remove the Board director who was found seriously violating the rules in this regard.</p> <p>The Company establishes a mechanism of "seizing and freezing" the shares held by the major shareholders, that is, if the controlling shareholder is found to have misappropriately seize the Company's assets, the Board of Directors of the Company shall immediately apply the court for freezing the Company's shares held by the controlling shareholder. If the misappropriation cannot be compensated in cash, the Company shall request the court to liquidate the shares held by the controlling shareholder to repay the misappropriated assets.</p>	<p>shareholders to halt the repayment of the due debt of the equivalent amount of the shareholders embezzling the Company's funds or assets, directly deduct the attributable dividends , apply for freezing the shares, filing lawsuits, etc.</p> <p>Where a Board director or the senior management of the Company assists or conspires the embezzlement of company assets by the controlling shareholder and its connected affiliation , the Board of directors of the Company shall convene a meeting to discipline the responsible person based on the seriousness of the misconduct within 10 working days from the date on which the facts are ascertained or confirmed. A general meeting of shareholders shall be promptly convened to remove the Board director who was found seriously violating the rules in this regard.</p> <p>The Company establishes a mechanism of "seizing and freezing "the shares held by the <b>controlling</b> shareholder, that is, if the controlling shareholder is found to have misappropriately seized the Company's assets, the Board of Directors of the Company shall immediately apply the court for freezing the Company's shares held by the controlling shareholder. If the misappropriation cannot be compensated in cash, the Company shall request the court to liquidate the shares held by the controlling shareholder to repay the misappropriated assets.</p>
<p><b>Article 43.</b> The shareholders' general meeting is the authority of the Company and shall exercise the following powers according to the laws</p> <p>(1) To decide on the Company's business strategy and investment plans.</p> <p>(2) To elect and replace the no- employee Board directors and Supervisors, and to decide on matters relating to the remunerations of such directors and supervisors</p> <p>(3) To review and approve the work reports of the Board of directors</p>	<p><b>Article 43.</b> The shareholders' general meeting is the authority of the Company and shall exercise the following powers according to the laws</p> <p>(1) To decide on the Company's business strategy and investment plans.</p> <p>(2) To elect and replace Board director and <b>the no- employee</b> Supervisor, and to decide on matters relating to the remunerations of such directors and supervisors</p> <p>(3) To review and approve the work reports of the Board of directors</p>

Existing	Amended
<p>(4) To review and approve the work reports of the Board of Supervisors</p> <p>(5) To review and approve the Company's annual budget and final financial plans</p> <p>(6) To review and approve the Company's profit distribution and loss mitigation plan</p> <p>(7) To review and approve plans for adjustment or change of the Company's profit distribution policy</p> <p>(8) To adopt resolutions on the increase or reduction of the register capital of the Company</p> <p>(9) To adopt resolutions on the issuance of corporate bonds</p> <p>(10) To adopt resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company</p> <p>(11) To amend the Articles of Association</p> <p>(12) To adopt resolution on the hiring, dismissal or non-renewal of the accounting firm by the Company</p> <p>(13) To review and approve the loan guarantees as stipulated in Article 44 of the Articles of Association</p> <p>(14) To review and approve the purchase or sale of major assets by the Company that within one year exceed 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(15) To review and approve changes in the usage of the raised funds</p> <p>(16) To review equity incentive scheme and employee stock option plans</p> <p>(17) To review the connected transaction between the Company and its subsidiary (except for the transactions that involves the loan guarantee , donating cash, and the debts waived from the obligations of the listed company) with the value of more than RMB 30 million and accounting for more than 5% of the absolute audited net assets of the Company in the latest fiscal period</p> <p>(18) To deliberate the proposals made by the shareholders who individually or collectively</p>	<p>(4) To review and approve the work reports of the Board of Supervisors</p> <p>(5) To review and approve the Company's annual budget and final financial plans</p> <p>(6) To review and approve the Company's profit distribution and loss mitigation plan</p> <p>(7) To review and approve plans for adjustment or change of the Company's profit distribution policy</p> <p>(8) To adopt resolutions on the increase or reduction of the register capital of the Company</p> <p>(9) To adopt resolutions on the issuance of corporate bonds</p> <p>(10) To adopt resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company</p> <p>(11) To amend the Articles of Association</p> <p>(12) To adopt resolution on the hiring, dismissal or non-renewal of the accounting firm by the Company</p> <p>(13) To review and approve the loan guarantees as stipulated in Article 44 of the Articles of Association</p> <p>(14) To review and approve the purchase or sale of major assets by the Company that within one year exceed 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(15) To review and approve changes in the usage of the raised funds</p> <p>(16) To review equity incentive scheme and employee stock option plans</p> <p>(17) To review the connected transactions between the Company and its subsidiary (except for the transactions that involves the loan guarantee , donating cash, and the debts waived from the obligations of the listed company) with the value of more than RMB 30 million and accounting for more than 5% of the absolute audited net assets of the Company in the latest fiscal period, <b>or other connected transaction as defined by the regulatory authority where the stocks are listed and traded.</b></p> <p>(18) To deliberate the proposals made by the</p>

Existing	Amended
<p>hold more than 3% (inclusive) of the voting shares of the Company</p> <p>(19) To review other matters that should be decided by the shareholders' general meeting as stipulated by the laws, regulations, industry rules and the Articles of Association.</p> <p>The above-mentioned powers of the shareholders' general meeting may not be exercised by the Board of directors or other institutions and individuals in the form of authorization.</p>	<p>shareholders who individually or collectively hold more than 3% (inclusive) of the voting shares of the Company</p> <p>(19) To review other matters that should be decided by the shareholders' general meeting as stipulated by the laws, regulations, industry rules, <b>the regulatory rules in the place where the stocks are listed and traded</b> and the Articles of Association.</p> <p>The above-mentioned powers of the shareholders' general meeting may not be exercised by the Board of directors or other institutions and individuals in the form of authorization.</p>
<p><b>Article 44.</b> The following external loan guarantee by the Company shall be reviewed and approved by the shareholders' general meeting:</p> <p>(1) A single guarantee deal exceeding 10% of the audited net assets of the Company in the latest fiscal period</p> <p>(2) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 50% of the audited net assets of the Company in the latest fiscal period</p> <p>(3) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(4) The guarantee after the accumulative guarantees provided by the Company and its subsidiaries in the last 12 months exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) The guarantee to the client whose asset-liability ratio exceeds 70% as indicated in its latest financial statement</p> <p>(6) The guarantee to shareholders, the actual controllers and their connected parties</p> <p>(7) Other guarantees as stipulated by the Shanghai Stock Exchange or the Articles of Association.</p>	<p><b>Article 44.</b> The following external loan guarantee by the Company shall be reviewed and approved by the shareholders' general meeting:</p> <p>(1) A single guarantee deal exceeding 10% of the audited net assets of the Company in the latest fiscal period</p> <p>(2) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 50% of the audited net assets of the Company in the latest fiscal period</p> <p>(3) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(4) The guarantee after the accumulative guarantees provided by the Company and its subsidiaries in the last 12 months exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) The guarantee to the client whose asset-liability ratio exceeds 70% as indicated in its latest financial statement</p> <p>(6) The guarantee to shareholders, the actual controllers and their connected parties</p> <p>(7) Other guarantees as stipulated by <b>the law, regulation, the regulatory rules of the stock exchange where the Company's stocks are listed</b>, or the Articles of Association.</p>

Existing	Amended
<p>For the guarantee within the authority scope of the Board of directors, approval shall be obtained from more than two-thirds of the Board directors present at the Board meeting instead of the consent of more than half of all the directors in normal case. The guarantee prescribed in item (4) shall be approved by more than two-thirds of the voting rights of the shareholders attending the meeting.</p>	<p>For the guarantee within the authority scope of the Board of directors, approval shall be obtained from more than two-thirds of the Board directors present at the Board meeting instead of the consent of more than half of all the directors in normal case. The guarantee prescribed in item (4) shall be approved by more than two-thirds of the voting rights of the shareholders attending the meeting.</p>
<p><b>Article 45.</b> The Shareholders' general meeting is categorized into the annual shareholders' meeting and the extraordinary shareholders' meeting. The annual general meeting of shareholders shall be held once a year within 6 months after the close of the previous fiscal year while the Company may convene an extraordinary general meeting within 2 months from the date of occurrence of the following circumstance</p> <p>(1) The number of Board director is less than 2/3 of the number as required by the Corporate Law or the Articles of Association</p> <p>(2) The uncovered losses of the Company amount to 1/3 of the total paid capital</p> <p>(3) Under the request of the shareholder who individually or collectively hold no less than 10% of the Company's total stocks</p> <p>(4) Whenever deemed necessary by the Board of directors</p> <p>(5) When suggested by the Board of Supervisors</p> <p>(6) When suggested by no less than two independent Board directors</p> <p>(7) Other circumstance as stipulated by law and regulations, the industry rules or the Articles of Association</p>	<p><b>Article 45.</b> The Shareholders' general meeting is categorized into the annual shareholders' meeting and the extraordinary shareholders' meeting. The annual general meeting of shareholders shall be held once a year within 6 months after the close of the previous fiscal year while the Company may convene an extraordinary general meeting within 2 months from the date of occurrence of the following circumstance</p> <p>(1) The number of Board director is less than 2/3 of the number as required by the Corporate Law or the Articles of Association</p> <p>(2) The uncovered losses of the Company amount to 1/3 of the total paid capital</p> <p>(3) Under the request of the shareholder who individually or collectively hold no less than 10% of the Company's total stocks</p> <p>(4) Whenever deemed necessary by the Board of directors</p> <p>(5) When suggested by the Board of Supervisors</p> <p>(6) When suggested by no less than two independent Board directors</p> <p>(7) Other circumstances as stipulated by law and regulations, the industry rules, <b>the regulatory rules of the Stock Exchanges where the Company's stocks are listed or the Articles of Association</b></p> <p style="text-align: center;"><b>If the extraordinary general meeting is convened in accordance with the requirements of the regulatory rules governing the listing of the Company's shares, the actual date of the meeting may be adjusted accordingly</b></p>
<p><b>Article 51.</b> If the Board of Supervisors or the</p>	<p><b>Article 51.</b> If the Board of Supervisors or</p>

Existing	Amended
<p>shareholders decide to summon a shareholders' general meeting on their discretion , they shall notify the Board of directors in writing and file with the Stock Exchange at the same time.</p> <p>Prior to the announcement on the resolution of the shareholders' meeting, the proportion of the convened shareholders shall not be less than 10% of shareholding.</p> <p>The board of Supervisors or the shareholders shall submit relevant certificate to the CSRC regional office where the Company is located and the Stock Exchange before issuing the notice and the announcement on the resolutions of the shareholders' general meeting.</p>	<p>shareholders decide to summon a shareholders' general meeting on their discretion , they shall notify the Board of directors in writing and file with <b>Shanghai</b> Stock Exchange at the same time.</p> <p>Prior to the announcement on the resolution of the shareholders' meeting, the proportion of the convened shareholders shall not be less than 10% of shareholding.</p> <p>The board of Supervisors or the shareholders shall submit relevant certificate to the CSRC regional office where the Company is located and <b>Shanghai</b> Stock Exchange before issuing the notice and the announcement on the resolutions of the shareholders' general meeting.</p>
<p><b>Article 54.</b> The proposal of agenda to be discussed shall fall within the power and authority of the shareholders' general meeting, having clear topic and specific resolution and in line with the relevant provisions of laws, regulations and the Articles of Association</p>	<p><b>Article 54.</b> The proposal of agenda to be discussed shall fall within the power and authority of the shareholders' general meeting, having clear topic and specific resolution and in line with the relevant provisions of laws, regulations, <b>the regulatory rules of the place where the Company's Stocks are listed</b>, the Articles of Association</p>
<p><b>Article 55.</b> The board of directors, the Board of supervisors and the shareholders individually or collectively holding more than 3% of the shares of the Company have the right to make the proposal of agenda to the Company before the general meeting of the shareholders.</p> <p>The shareholder individually or in aggregate holding more than 3% of the shares of the Company may put forward his proposals and submit them in writing to the convener 10 days before the date of shareholders' general meeting. If the proposal complies with the provisions of Article 54 of the Articles of Association, the convenor shall, within 2 days after the receipt of the proposal, publish a supplementary notice on the shareholders' meeting to disclose the agenda of the proposal.</p> <p>Except for the abovementioned circumstance, the convenor shall not add new proposals or alter the proposals already set out in the notice of</p>	<p><b>Article 55.</b> The board of directors, the Board of supervisors and the shareholders individually or collectively holding more than 3% of the shares of the Company have the right to make the proposal of agenda to the Company before the general meeting of the shareholders.</p> <p>The shareholder individually or in aggregate holding more than 3% of the shares of the Company may put forward his proposals and submit them in writing to the convener 10 days before the date of shareholders' general meeting. If the proposal complies with the provisions of Article 54 of the Articles of Association, the convenor shall, within 2 days after the receipt of the proposal, publish a supplementary notice on the shareholders' meeting to disclose the agenda of the proposal.</p> <p><b>If the general meeting of shareholders must be postponed because of issuing supplementary notice in accordance with the regulatory rules</b></p>

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<p>shareholders' general meeting.</p> <p>Any proposal not listed in the notice of the shareholders' meeting or not in compliance with the provision of Article 54 of the Articles of Association shall not be deliberated and voted on at the meeting</p>	<p><b>of the place where the Company's stocks are listed, the general meeting of shareholders shall be postponed accordingly.</b></p> <p>Except for the abovementioned circumstance, the convenor shall not add new proposals or alter the proposals already set out in the notice of shareholders' general meeting.</p> <p>Any proposal not listed in the notice of the shareholders' meeting or not in compliance with the provision of Article 54 of the Articles of Association shall not be deliberated and voted on at the meeting.</p>
<p><b>Article 56.</b> The convenor shall notify the shareholders by public announcement 20 days prior to the date of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The date of the meeting shall not be counted for calculating the period between the notice of the meeting and the date of the meeting, whereas the date of the notice shall be included.</p>	<p><b>Article 56.</b> The convenor shall notify the shareholders <b>in written(including the public announcement) 21</b> days prior to the date of the annual general meeting and 15 days <b>in writing( including the public announcement)</b> prior to the convening of the extraordinary general meeting.</p> <p>The date of the meeting shall not be counted for calculating the days between the notice of the meeting and the date of the meeting, whereas the date of the notice shall be included.</p>
<p><b>Article 57.</b> The notice of the shareholders' general meeting shall specify the follows:</p> <ol style="list-style-type: none"> <li>(1) The date, place and duration of the meeting</li> <li>(2) The agendas and proposals submitted to the meeting for deliberation</li> <li>(3) Clearly stating that all shareholders are entitled to participate the shareholders' general meeting or may appoint a proxy in writing to attend and vote on the meeting, and such proxy need not be a shareholder of the Company</li> <li>(4) The share equity registration date for the shareholders attending the general meeting</li> <li>(5) The contact person and telephone number of the meeting</li> <li>(6) Time and procedures for voting through internet or other means</li> </ol> <p>All the proposals and agendas shall be fully and completely disclosed to the public in the</p>	<p><b>Article 57.</b> The notice of the shareholders' general meeting shall specify the follows:</p> <ol style="list-style-type: none"> <li>(1) The date, place and duration of the meeting</li> <li>(2) The agendas and proposals submitted to the meeting for deliberation</li> <li>(3) Clearly stating that all shareholders are entitled to participate the shareholders' general meeting or may appoint a proxy in writing to attend and vote on the meeting, and such proxy need not be a shareholder of the Company</li> <li>(4) The share equity registration date for the shareholders attending the general meeting</li> <li>(5) The contact person and telephone number of the meeting</li> <li>(6) Time and procedures for voting through internet or other means</li> <li><b>(7) other requirement in accordance with the law and regulation, the industry rules, the</b></li> </ol>

Existing	Amended
<p>notice and the supplementary notice of the shareholders' general meeting. If required, the opinion and explanation by the independent directors shall be disclosed together with the notice or supplementary notice of the shareholders' meeting.</p> <p>The commencement time of voting online or other means at a shareholders' general meeting shall not be earlier than 3:00pm of the previous day and not later than 9:30 am on the day of the on-site meeting, and the close time shall not be earlier than 3:00 pm on the day of the on-site shareholders' general meeting.</p> <p>The interval between the date of share equity registration and the date of the general meeting shall not be more than 7 working days. the registration date shall not be changed any more once being confirmed.</p>	<p><b>regulatory rules of the Stock Exchanges where the Company's stocks are listed, the Articles of Association</b></p> <p>All the proposals and agendas <b>shall include the content as required by the regulatory rules of the Stock Exchanges where the Company's stocks are listed and the Articles of Association</b> and shall be fully and completely disclosed to the public in the notice and the supplementary notice of the shareholders' general meeting. If required, the opinion and explanation by the independent directors shall be disclosed together with the notice or supplementary notice of the shareholders' meeting.</p> <p>The commencement time of voting online or other means at a shareholders' general meeting shall not be earlier than 3:00pm of the previous day and not later than 9:30 am on the day of the on-site meeting, and the close time shall not be earlier than 3:00 pm on the day of the on-site shareholders' general meeting.</p> <p>The interval between the date of share equity registration and the date of the general meeting shall not be more than 7 working days. the registration date shall not be changed any more once being confirmed.</p>
<p><b>Article 59.</b> The shareholders' meeting shall not be postponed or cancelled without proper justification once the notice of the meeting is disclosed and the proposals and agendas listed in the notice shall not be cancelled. In case of any postponement or cancellation, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting.</p>	<p><b>Article 59.</b> The shareholders' meeting shall not be postponed or cancelled without proper justification once the notice of the meeting is disclosed and the proposals and agendas listed in the notice shall not be cancelled. In case of any postponement or cancellation, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting.</p> <p><b>If the regulatory rules of the place where the Company's stocks are listed have special provisions on the procedures on postponing or canceling the shareholders' meeting, such provisions shall prevail if there is no contradiction with the domestic regulatory requirement.</b></p>

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<p><b>Article 61.</b> All shareholders (or their agents) as registered on the date of equity registration are eligible to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of association.</p> <p>The shareholders may attend the meeting in person or appoint a proxy to attend and vote on their behalf.</p>	<p><b>Article 61.</b> All shareholders (or their agents) as registered on the date of equity registration are eligible to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of association.</p> <p>The shareholders may attend the meeting in person or appoint a proxy <b>(not necessarily being a shareholder)</b> to attend and vote on their behalf.</p>
<p><b>Article 62.</b> If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates to prove his/her identity, the stock account card; If an agent is entrusted to attend the meeting, he/she shall present his/her valid ID card and the power of attorney signed by the shareholder.</p> <p>An institutional shareholder shall attend the meeting by its legal representative, or an agent entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and the valid certificate verifying his/her qualification as legal representative; If an agent is entrusted to attend the meeting, the agent shall present his/her ID card and a written power of attorney signed by the legal representative of the institutional shareholder according to the relevant law.</p>	<p><b>Article 62.</b> If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates to prove his/her identity, the stock account card; If an agent is entrusted to attend the meeting, he/she shall present his/her valid ID card and the power of attorney signed by the shareholder.</p> <p>An institutional shareholder shall attend <b>and vote on</b> the meeting by its legal representative, or an agent entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and the valid certificate verifying his/her qualification as legal representative; If an agent is entrusted to attend the meeting, the agent shall present his/her ID card and a written power of attorney signed by the legal representative of the institutional shareholder according to relevant law <b>except of the shareholders who are the qualified Clearing houses (or their agents) as defined by relevant ordinances in force from time to time under the laws of Hong Kong or the regulatory rules of the place where the Company's shares are listed</b></p>
<p><b>Article 63.</b> A power of attorney signed by a shareholder entrusting others to attend the shareholders' general meeting shall contain the following:</p> <ol style="list-style-type: none"> <li>(1) The name of the trustee</li> <li>(2) Whether they have the right to vote</li> <li>(3) Instruction to vote for, against or abstain from voting separately on each item under</li> </ol>	<p><b>Article 63.</b> A power of attorney signed by a shareholder entrusting others to attend the shareholders' general meeting shall contain the following:</p> <ol style="list-style-type: none"> <li>(1) The name of the trustee</li> <li>(2) Whether they have the right to vote</li> <li>(3) Instruction to vote for, against or abstain from voting separately on each item under</li> </ol>



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<p>consideration in the agendas of the shareholders' general meeting</p> <p>(4) Date and validity period of the power of attorney</p> <p>(5) Signature (or seal) of the client. If the client is an institutional shareholder, the seal of the institution shall be affixed</p>	<p>consideration in the agendas of the shareholders' general meeting</p> <p>(4) Date and validity period of the power of attorney</p> <p>(5) Signature (or seal) of the client. If the client is an institutional shareholder, the seal of the institution shall be affixed <b>or the signatory by the authorized representative.</b></p>
<p><b>Article 65.</b> If a power of attorney for proxy voting is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized and to be kept at the Company's residence or other place designated in the notice of the meeting.</p> <p>If the client is an institutional shareholder, the legal representative or a person authorized by its board of directors or other decision-making body shall attend the shareholders' meeting on behalf of the institution.</p> <p>If, prior to the voting, the principal has died, lost capacity, revoked the appointment and the authorization to sign the appointment, or the relevant shares have been transferred, the vote made by the proxy of such shareholders shall remain valid as long as the Company has not received written notice of such issue before the commencement of the meeting.</p>	<p><b>Article 65.</b> If a power of attorney for proxy voting is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized and to be kept at the Company's residence or other place designated in the notice of the meeting.</p> <p>If the client is an institutional shareholder, the legal representative or a person authorized by its board of directors or other decision-making body shall attend the shareholders' meeting on behalf of the institution.</p> <p><b>If a shareholder is a qualified Clearing house (or its agent), such shareholder may authorize one or more persons at his discretion to act as his representative at any general meeting of shareholder or the creditors' meeting; However, if more than one person is authorized, the power of attorney shall set out the number and type of shares to which each person is authorized and to be signed by an authorized representative of a qualified Clearing house. A person authorized in such way may exercise rights on behalf of a qualified Clearing house (or its agent) without necessarily presenting a certificate of shareholding or the notarized authorization and/or further evidence of official authorization and shall enjoy the same legal rights as other shareholders including the right to speak and vote as if the person were an individual shareholder of the Company.</b></p> <p>If, prior to the voting, the principal had died, lost capacity, revoked the appointment and the authorization to sign the appointment, or the</p>

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	<p>relevant shares have been transferred, the vote made by the proxy of such shareholders shall remain valid as long as the Company has not received written notice of such issue before the commencement of the meeting.</p>
<p><b>Article 68.</b> When a shareholders' general meeting is convened, all Board directors, supervisors and the company secretary shall attend the meeting, and the President and other senior management of the Company shall be at present of the meeting as non-voting delegate.</p>	<p><b>Article 68.</b> When a shareholders' general meeting is convened, all Board directors, supervisors and the company secretary shall attend the meeting, and the President and other senior management of the Company shall be at present of the meeting as non-voting delegate.</p> <p style="text-align: center;"><b>Subject to the compliance with the regulatory rules of the place where the Company's stocks are listed, the aforesaid person may attend or sit in on the meeting through the internet, video conference, teleconference or other means with the same effect.</b></p>
<p><b>Article 69.</b> The shareholders' general meeting shall be convened by the Board of directors and presided over by the Chairman. If the Chairman is unable to perform his duties or fails to perform the duties, the co-chairman shall preside over the meeting (if the Company has two or more co-chairman, the co-chairman elected by more than half of the directors shall preside). If the co-chairman is unable or fail to perform the duties, the vice Chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall preside), and if the vice Chairman is unable or fail to perform the duty, a Board director elected by more than half of the directors shall preside.</p> <p>The shareholders' general meeting convened by the Supervisory Board itself shall be presided over by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his duties, the vice chairman of the Supervisory Board shall preside, and if the vice chairman of the Supervisory Board is unable or fails to perform the duty, a supervisor elected by more than half of the</p>	<p><b>Article 69.</b> The shareholders' general meeting shall be convened by the Board of directors and presided over by the Chairman. If the Chairman (if <b>any</b>) is unable to perform his duties or fails to perform the duties, the co-chairman shall preside over the meeting (<b>if any</b> the Company has two or more co-chairman, the co-chairman elected by more than half of the directors shall preside). If the co-chairman is unable or fail to perform the duties, the vice Chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall preside), and if the vice Chairman is unable or fail to perform the duty, a Board director elected by more than half of the directors shall preside.</p> <p>The shareholders' general meeting convened by the Supervisory Board itself shall be presided over by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his duties, the vice chairman (<b>if any</b>) of the Supervisory Board shall preside, and if the vice chairman of the Supervisory Board is unable or fails to perform the duty, a supervisor elected by more than half of the supervisors shall</p>

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<p>supervisors shall preside.</p> <p>A general meeting of shareholders convened by the shareholders themselves shall be presided over by a representative elected by the shareholder. If for any reason the convenor is unable to elect a representative, the shareholder holding the largest number of voting shares (including the shareholder's agent) shall preside over the meeting.</p> <p>If the moderator of the shareholders' meeting violates the rules and procedures and the shareholders' meeting cannot continue, the shareholders may elect one person to act as the moderator and continue the meeting after obtaining the consent of more than half of the shareholders who has the voting right at presence of meeting.</p>	<p>preside.</p> <p>A general meeting of shareholders convened by the shareholders themselves shall be presided over by a representative elected by the shareholder. If for any reason the convenor is unable to elect a representative, the shareholder holding the largest number of voting shares (including the shareholder's agent) shall preside over the meeting.</p> <p>If the moderator of the shareholders' meeting violates the rules and procedures and the shareholders' meeting cannot continue, the shareholders may elect one person to act as the moderator and continue the meeting after obtaining the consent of more than half of the shareholders who has the voting right at presence of meeting.</p>
<p><b>Article 76.</b> The convenor shall ensure that the shareholders' general meeting is held until a final resolution is adopted. If the shareholders' general meeting is suspended or no resolution can be made due to Force majeure or other reasons, all necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or to cancel the shareholders' general meeting, and an announcement shall be made on time. Meanwhile, the convenor shall report the issue to the local office of CSRC and the stock exchange.</p>	<p><b>Article 76.</b> The convenor shall ensure that the shareholders' general meeting is held until a final resolution is adopted. If the shareholders' general meeting is suspended or no resolution can be made due to Force majeure or other reasons, all necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or to cancel the shareholders' general meeting, and an announcement shall be made on time. Meanwhile, the convenor shall report the issue to the local office of CSRC and the stock exchanges <b>where the Company's stocks are listed.</b></p>
<p><b>Article 77</b> Resolution of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be adopted by more than half of the voting rights held by the shareholders at the shareholders' meeting (including the shareholders' agent).</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the shareholders at the shareholders' meeting (including the shareholders' agent).</p>	<p><b>Article 77.</b> Resolution of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be adopted by more than half of the voting rights held by the <b>eligible</b> shareholders at the shareholders' meeting (including the shareholders' agent).</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the eligible shareholders at the shareholders' meeting (including the shareholders' agent).</p>
<p><b>Article 78.</b> The followings shall be adopted by</p>	<p><b>Article 78.</b> The followings shall be adopted by the</p>

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<p>the ordinary resolution of the shareholders' general meeting:</p> <p>(1) Work report of the Board of Directors and the Supervisory Board</p> <p>(2) Profit distribution plan and loss recovery plan prepared by the Board of Directors</p> <p>(3) Appointment or removal of member of the Board of Directors, the Supervisory Board and their compensation package and methods of payment</p> <p>(4) The Company's annual budget and financial report</p> <p>(5) The annual report of the Company</p> <p>(6) other matters except the special resolution as required by laws and regulations, regulatory rules of the place where the company's stocks are listed, or the articles of association.</p>	<p>ordinary resolution of the shareholders' general meeting:</p> <p>(1) Work report of the Board of Directors and the Supervisory Board</p> <p>(2) Profit distribution plan and loss recovery plan prepared by the Board of Directors</p> <p><b>(3) The connected transaction in need of the deliberation by the general meeting of shareholder</b></p> <p>(4) Appointment or removal of member of the Board of Directors, the Supervisory Board and their compensation package and methods of payment</p> <p>(5) The Company's annual budget and financial report</p> <p><b>(6) the hiring, dismiss and non-renewal of the accounting firm and the payment hereof</b></p> <p>(7) The annual report of the Company</p> <p>(8) Other matters except the special resolution as required by laws and regulations, regulatory rules of the place where the company's stocks are listed, or the articles of association.</p>
<p><b>Article 79.</b> The followings shall be adopted by special resolution of the shareholders' general meeting:</p> <p>(1) To increases or decreases of the Company's register capital and to issues stocks, warrants and other similar securities of the kind</p> <p>(2) To issue corporate bond</p> <p>(3) The division, merger, change of incorporation , dissolution and liquidation of the Company</p> <p>(4) Amendment to the Articles of Association</p> <p>(5) The purchase or sale of major assets or the amount of guarantee by the Company within one year exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(6) Option incentive scheme</p> <p>(7) Other matters stipulated by laws, regulations or the Articles of Association, as well as those determined by ordinary resolution of the Shareholders' meeting with significant impact on</p>	<p><b>Article 79.</b> The followings shall be adopted by special resolution of the shareholders' general meeting:</p> <p>(1) To increases or decreases of the Company's register capital and to issues stocks, warrants and other similar securities of the kind</p> <p>(2) To issue corporate bond</p> <p>(3) The division, merger, change of incorporation, dissolution and liquidation (<b>inclusive of volunteer liquidation</b>) of the Company</p> <p>(4) Amendment to the Articles of Association</p> <p>(5) The purchase or sale of major assets or the amount of guarantee by the Company within one year exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p><b>(6) The amendment of profit distribution plan</b></p> <p><b>(7) Stocks redemption scheme</b></p> <p>(8) Option incentive scheme</p> <p>(9) Other matters as stipulated by laws, regulations, <b>the regulatory rules of the place</b></p>

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<p>the Company and in need of special resolution</p>	<p><b>where the company's stocks are listed,</b> the Articles of Association, as well as those determined by ordinary resolution of the Shareholders' meeting with significant impact on the Company and in need of special resolution.</p>
<p><b>Article 80.</b> When voting at the shareholders' general meeting, a shareholder (including a shareholder's proxy) shall exercise his voting right with the number of voting shares he represents with each share equivalent to one vote.</p> <p>When major matters affecting the interests of small and medium investors are deliberated at the shareholders' general meeting, votes for small and medium investors shall be counted separately with the vote results be publicly disclosed in time.</p> <p>The shares of the Company held by the Company itself have no voting rights and are not included in the total number of voting at the shareholders' meeting.</p> <p>If a shareholder's purchasing of voting shares of the Company in breach of the provisions of paragraph 1, 2 of Article 63 of the Securities Law of the People's Republic of China, the port of shares in excess of the prescribed proportion is not eligible to the voting right within 36 months after the purchase and shall not be included in the total number of voting shares at shareholders' meeting.</p> <p>The company's Board of directors, the independent Board directors, any shareholder holding more than 1% of the voting shares, the investor protection agency established in accordance with laws, regulations or the provisions of the CSRC, may publicly solicit shareholders' voting rights. The solicitor shall fully disclose the voting intention and other information to the persons to whom the solicitation is made. It is prohibited to solicit shareholders' voting rights in the way of paying money or other disguised form. Unless otherwise specified, the company does not impose a</p>	<p><b>Article 80.</b> When voting at the shareholders' general meeting, a shareholder (including a shareholder's proxy) shall exercise his voting right with the number of voting shares he represents with each share equivalent to one vote.</p> <p>When major matters affecting the interests of small and medium investors are deliberated at the shareholders' general meeting, votes for small and medium investors shall be counted separately with the vote results be publicly disclosed in time.</p> <p>The shares of the Company held by the Company itself have no voting rights and are not included in the total number of voting at the shareholders' meeting.</p> <p>If a shareholder's purchasing of voting shares of the Company in breach of the provisions of paragraph 1, 2 of Article 63 of the Securities Law of the People's Republic of China, the port of shares in excess of the prescribed proportion is not eligible to the voting right within 36 months after the purchase and shall not be included in the total number of voting shares at shareholders' meeting.</p> <p><b>In accordance with applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder abstaining from voting on a particular resolution restrict any shareholder to voting only for (or against) the resolution, the number of votes cast by such shareholder or his representative in breach of the relevant provisions or restrictions shall not be counted</b></p> <p>The company's Board of directors, the independent Board directors, any shareholder holding more than 1% of the voting shares, the investor protection agency established in accordance with laws, regulations or the provisions of the CSRC, may publicly solicit</p>

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<p>threshold limit on the solicited voting rights.</p>	<p>shareholders' voting rights. The solicitor shall fully disclose the voting intention and other information to the persons to whom the solicitation is made. It is prohibited to solicit shareholders' voting rights in the way of paying money or other disguised form. Unless otherwise specified, the company does not impose a threshold limit on the solicited voting rights.</p>
<p><b>Article 81.</b> When the shareholders' meeting deliberates the connected transactions, the shareholders in question shall not participate in voting and their number of voting shares shall not be included in the total number of valid voting; The announcement on the resolution of the shareholders' general meeting shall fully disclose the voting results by the non-connected shareholders</p>	<p><b>Article 81.</b> When the shareholders' meeting deliberates the connected transactions, the shareholders in question shall not participate in voting and their number of voting shares shall not be included in the total number of valid voting; The announcement on the resolution of the shareholders' general meeting shall fully disclose the voting results by the non-connected shareholders</p> <p><b>The connected transactions shall be voted by the non-connected shareholders present at the meeting, and it shall only be approved when more than half of the valid voting rights; If the transaction requires a special resolution, it shall be approved by the votes representing more than two-thirds of the valid voting rights held by shareholders (including shareholders' proxies) at the general meeting.</b></p> <p><b>In accordance with applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder abstaining from voting on a particular resolution restrict any shareholder to voting only for (or against) the resolution, the number of votes cast by such shareholder or his representative in breach of the relevant provisions or restrictions shall not be counted</b></p>
<p><b>Article 84.</b> The list of candidates for Board directors and supervisors shall be submitted to the general meeting of shareholders as a proposal for vote.</p> <p>The Board of directors, the Board of supervisors, or any shareholder holding more than 3% of the issued stocks of the Company alone or collectively may nominate the candidate of the</p>	<p><b>Article 84.</b> The list of candidates for Board directors and supervisors shall be submitted to the general meeting of shareholders as a proposal for vote.</p> <p>The Board of directors, the Board of supervisors, or any shareholder holding more than 3% of the issued stocks of the Company alone or collectively may nominate the candidate of the</p>

Existing	Amended
<p>Board directors. The board of supervisors of the Company or any shareholder alone or collectively holding more than 3% of the issued stock of the Company may nominate candidates for the Board supervisor. The board of directors, the Board of supervisors, or any shareholder alone or collectively holding more than 1% of the issued stocks of the Company may nominate the candidates for independent directors. The Board of directors shall review the proposal of candidate list in accordance with the procedures prescribed by laws, regulations and the Articles of Association and submit it to the general meeting of shareholders for deliberation. The written notices of the candidates' willingness to accept the nominations shall be sent to the Company 10 days before the general meeting of shareholders.</p> <p>The election of Board directors (including independent directors) and supervisors (referring to supervisors who are non-employee representatives) shall be subject to a cumulative voting system, in which each share shall have the same voting rights as the number of Board directors or supervisors to be elected. And the voting rights of the shareholders may be used collectively. The Board of directors shall disclose the resume and profile of the candidate Board director and supervisor to the shareholders. When the general meeting of shareholders of the Company applies the cumulative voting system to elect the Board directors and supervisors, the following principles shall be observed:</p> <p>(1) The cumulative voting system shall be adopted when two or more Board directors or supervisors are elected at the Company's general meeting of shareholders</p> <p>(2) Under the cumulative voting system, the Board directors and supervisors shall be elected separately, and the independent directors and other member of the Board shall be elected separately as well</p>	<p>Board directors. The board of supervisors of the Company or any shareholder alone or collectively holding more than 3% of the issued stock of the Company may nominate candidates for the Board supervisor. The board of directors, the Board of supervisors, or any shareholder alone or collectively holding more than 1% of the issued stocks of the Company may nominate the candidates for independent directors. The Board of directors shall review the proposal of candidate list in accordance with the procedures prescribed by laws, regulations and the Articles of Association and submit it to the general meeting of shareholders for deliberation.</p> <p>The election of Board directors (including independent directors) and supervisors (referring to supervisors who are non-employee representatives) shall be subject to a cumulative voting system, in which each share shall have the same voting rights as the number of Board directors or supervisors to be elected. And the voting rights of the shareholders may be used collectively. The Board of directors shall disclose the resume and profile of the candidate Board director and supervisor to the shareholders. When the general meeting of shareholders of the Company applies the cumulative voting system to elect the Board directors and supervisors, the following principles shall be observed:</p> <p>(1) The cumulative voting system shall be adopted when two or more Board directors or supervisors are elected at the Company's general meeting of shareholders</p> <p>(2) Under the cumulative voting system, the Board directors and supervisors shall be elected separately, and the independent directors and other member of the Board shall be elected separately as well</p> <p>(3) Each voting share held by a shareholder at present shall have as many voting rights as the number of Board directors or supervisors to be elected, and a shareholder shall be free to either</p>

Existing	Amended
<p>(3) Each voting share held by a shareholder at present shall have as many voting rights as the number of Board directors or supervisors to be elected, and a shareholder shall be free to either share his/ her voting rights among the candidates for Board director or supervisor, or cast the entire voting rights for one candidate</p> <p>(4) In the implementation of the cumulative voting system, the voting shareholder must indicate on the ballot the directors and supervisors he elects and mark the number of votes allocated for each nominated Board directors and supervisor. If the total number of votes used by such shareholder on the ballot exceeds the number of voting rights held by such shareholder, the ballot is invalid, whereas the ballot is valid if the total number of votes allocated by such shareholder does not exceed the number of eligible votes held by such shareholder. When counting the votes, the total number of voting rights won by each candidate shall be calculated separately, and the elected Board director or supervisor shall be ranked and determined based on the aggregate number of votes obtained by the candidates</p> <p>(5) At the shareholders' meeting for the election of directors and supervisors, the Company secretary of the Board of Directors shall explain to the shareholders the details and voting rules of the cumulative voting system and notify them of the voting rights of each share using for the election of directors and supervisors</p>	<p>share his/ her voting rights among the candidates for Board director or supervisor, or cast the entire voting rights for one candidate</p> <p>(4) In the implementation of the cumulative voting system, the voting shareholder must indicate on the ballot the directors and supervisors he elects and mark the number of votes allocated for each nominated Board directors and supervisor. If the total number of votes used by such shareholder on the ballot exceeds the number of voting rights held by such shareholder, the ballot is invalid, whereas the ballot is valid if the total number of votes allocated by such shareholder does not exceed the number of eligible votes held by such shareholder. When counting the votes, the total number of voting rights won by each candidate shall be calculated separately, and the elected Board director or supervisor shall be ranked and determined based on the aggregate number of votes obtained by the candidates</p> <p>(5) At the shareholders' meeting for the election of directors and supervisors, the Company secretary of the Board of Directors shall explain to the shareholders the details and voting rules of the cumulative voting system and notify them of the voting rights of each share using for the election of directors and supervisors</p>
<p><b>Article 91.</b> The Shareholders at presence of the shareholders' meeting shall choose one of the following opinions on the proposals to be voted: for, against or abstention, except of the nominal holders of Shanghai-Hong Kong Stock Connect account as defined by the securities registration and clearing authority who shall otherwise indicate the comment and intention of the actual holders.</p> <p>Any uncompleted, incorrectly filled,</p>	<p><b>Article 91.</b> The Shareholders at presence of the shareholders' meeting shall choose one of the following opinions on the proposals to be voted: for, against or abstention, except of the nominal holders of <b>the stock account in the kind of connectivity between the stock exchanges in Mainland China and Hong Kong Stock Exchange</b>, as defined by the securities registration and clearing authority who shall otherwise indicate the comment and intention of</p>



Existing	Amended
<p>illegible voting ballot or voting ballot failing to cast properly shall be deemed as an abdication of the voting rights and the voting result of the number of shares to the effect shall be counted as "abstention" held by the voter.</p>	<p>the actual holders.</p> <p>Any uncompleted, incorrectly filled, illegible voting ballot or voting ballot failing to cast properly shall be deemed as an abdication of the voting rights and the voting result of the number of shares to the effect shall be counted as "abstention" held by the voter</p>
<p><b>Article 95 .</b> The newly elected Board directors or supervisors may assume office after the conclusion of the shareholders' general meeting if a proposal concerning the election of Board directors or supervisors is adopted</p>	<p><b>Article 95.</b> If a proposal concerning the election of Board directors or supervisors is adopted, <b>the term of office of the newly elected Board directors shall be the time as specified in the resolution of the shareholders' general meeting; If the resolution of the shareholders' meeting does not specify the time of taking office, the term of office shall be calculated from the date on which the resolution of the shareholders' meeting is adopted.</b></p>
<p><b>Article 96.</b> If a proposal concerning cash distribution, bonus issue, and capital reserve capitalization scheme has been adopted at the shareholders' general meeting, the Company shall implement the specific schemes within 2 months after the closing date of the general meeting of shareholders</p>	<p><b>Article 96.</b> If a proposal concerning cash distribution, bonus issue, and capital reserve capitalization scheme has been adopted at the shareholders' general meeting, the Company shall implement the specific scheme within 2 months after the closing date of the general meeting of shareholders. <b>If the specific scheme cannot be implemented within 2 months due to laws and regulations and the regulatory rules of the place where the Company's stocks are listed, the implementation date can be adjusted according to such provisions and the actual situation</b></p>
<p><b>Article 97.</b> An individual cannot be elected as the Board director of the Company under any of the following circumstance</p> <p>(1) Having no or limited civil dispositive capacity.</p> <p>(2) Having been sentenced for criminal cases on corruption, bribery, embezzlement or misappropriation of property, distorting of socialist economic order, and the expiration of punishment has not been more than five years, or having been deprived of political rights for</p>	<p><b>Article 97. The board of directors is made up of the executive director, non-executive director and independent director.</b> An individual cannot be elected as the Board director of the Company under any of the following circumstance</p> <p>(1) Having no or limited civil dispositive capacity.</p> <p>(2) Having been sentenced for criminal cases on corruption, bribery, embezzlement or misappropriation of property, distorting of</p>

Existing	Amended
<p>committing a crime and the expiration of punishment has not been more than five years</p> <p>(3) It has not been more than 3 years since the completion of the bankruptcy liquidation of the company where the candidate was a Board director or the president who was personally accountable for the bankruptcy</p> <p>(4) It has not been more than 3 years since the date of the revocation of the business license of the company where the candidate was the legal representative who was accountable for having its business license revoked or being ordered to close due to violations of the laws</p> <p>(5) A large amount of personal debts yet paid when due</p> <p>(6) A person who had been disciplined by the CSRC and banned to access the Securities market in the punishment period which yet expired</p> <p>(7) Other provisions as stipulated by laws, regulations or industry policies and rules</p> <p>If a Board director is elected or appointed in breach of such provisions of the Article of Association, the election or appointment shall be rescinded. If any of these circumstances occurs during the term of office, the company shall remove the Board director in question</p>	<p>socialist economic order, and the expiration of punishment has not been more than five years, or having been deprived of political rights for committing a crime and the expiration of punishment has not been more than five years</p> <p>(3) It has not been more than 3 years since the completion of the bankruptcy liquidation of the company where the candidate was a Board director or the president who was personally accountable for the bankruptcy</p> <p>(4) It has not been more than 3 years since the date of the revocation of the business license of the company where the candidate was the legal representative who was accountable for having its business license revoked or being ordered to close due to violations of the laws</p> <p>(5) A large amount of personal debts yet paid when due</p> <p>(6) A person who had been disciplined by the CSRC and banned to access the Securities market in the punishment period which yet expired</p> <p>(7) Other provisions as stipulated by laws, regulations, industry policies and <b>the listing rules of the place where the Company's stocks are listed</b></p> <p>If a Board director is elected or appointed in breach of such provisions of the Article of Association, the election or appointment shall be rescinded. If any of these circumstances occurs during the term of office, the company shall remove the Board director in question</p>
<p><b>Article 98.</b> The Board directors shall be elected or replaced by the shareholders' general meeting and may be removed by the shareholders' general meeting before the expiration of their term of office. The term of Board directors is 3 year, and they may be re-elected consecutively upon expiration of the term.</p> <p>The term of office of the Board director shall be calculated from the date of their taking office to the expiration of the term of current Board of directors. If a board director fails to be</p>	<p><b>Article 98.</b> The Board directors shall be elected or replaced by the shareholders' general meeting and may be removed by the shareholders' general meeting before the expiration of their term of office. The term of Board directors is 3 year, and they may be re-elected consecutively upon expiration of the term.</p> <p>The term of office of the Board director shall be calculated from the date of their taking office to the expiration of the term of current Board of directors. If a board director fails to be re-elected</p>

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<p>re-elected in time upon the expiration of his term, he/she shall perform the duties in accordance with laws, regulations, industry policy and the Articles of Association until the newly elected director is in place.</p> <p>A Board director may be concurrently held by the president or other senior management provided that the total number of Board directors concurrently held by the president, other senior management or the employees' representatives shall not exceed half of the total number of Board directors of the Company.</p> <p>The Board directors are not necessarily required to hold stocks of the Company.</p>	<p>in time upon the expiration of his term, he/she shall perform the duties in accordance with laws, regulations, industry policy and the Articles of Association until the newly elected director is in place.</p> <p>A Board director may be concurrently held by the president or other senior management provided that the total number of Board directors concurrently held by the president, other senior management shall not exceed half of the total number of Board directors of the Company.</p> <p>The Board directors are not necessarily required to hold stocks of the Company.</p>
<p><b>Article 99.</b> the Board directors shall abide by laws, regulations and the Articles of Association, and shall diligently bear the following obligations to the Company:</p> <p>(1) Not to take advantage of the power to accept bribes or other unlawful incomes and misappropriate the property of the Company</p> <p>(2) Not to embezzle the Company's funds</p> <p>(3) Not to deposit the Company's assets or funds in the account opened in his own name or in the name of any other person</p> <p>(4) not in breach of the provisions of the Articles of Association by lending the Company's funds to others or providing loan guarantees with the collaterals of Company's property without the written consent of the general meeting of shareholders or the board of directors</p> <p>(5) Not to enter into a contract or business transaction with the Company in breach of the provisions of the Articles of Association or without the prior consent of the shareholders' general meeting</p> <p>(6) Not to abuse the power to secure the business opportunity belonging to Company for himself or others, or to run the same kind of business as the Company by himself or with others without the consent of the shareholders' general meeting</p> <p>(7) Not to accept commissions arising from</p>	<p><b>Article 99.</b> the Board directors shall abide by laws, regulations and the Articles of Association, and shall diligently bear the following obligations to the Company:</p> <p>(1) Not to take advantage of the power to accept bribes or other unlawful incomes and misappropriate the property of the Company</p> <p>(2) Not to embezzle the Company's funds</p> <p>(3) Not to deposit the Company's assets or funds in the account opened in his own name or in the name of any other person</p> <p>(4) not in breach of the provisions of the Articles of Association by lending the Company's funds to others or providing loan guarantees with the collaterals of Company's property without the written consent of the general meeting of shareholders or the board of directors</p> <p>(5) Not to enter into a contract or business transaction with the Company in breach of the provisions of the Articles of Association or without the prior consent of the shareholders' general meeting</p> <p>(6) Not to abuse the power to secure the business opportunity belonging to Company for himself or others, or to run the same kind of business as the Company by himself or with others without the consent of the shareholders' general meeting</p> <p>(7) Not to accept commissions arising from</p>

Existing	Amended
<p>transactions with the Company as his own</p> <p>(8) Not to disclose the company secrets without appropriate authorization</p> <p>(9) Not to damage the interests of the Company in the connected transactions</p> <p>(10) Other obligations as stipulated by laws, regulations, industry policies and the Articles of Association.</p> <p>The unlawful incomes gained by a Board director in breach of the Article of association shall be seized by the Company and he shall be liable for the compensation to the loss caused to the Company</p>	<p>transactions with the Company as his own</p> <p>(8) Not to disclose the company secrets without appropriate authorization</p> <p>(9) Not to damage the interests of the Company in the connected transactions</p> <p>(10) Other obligations as stipulated by laws, regulations, industry policies, <b>the regulatory rules of the place where the Company's stock are listed</b> and the Articles of Association.</p> <p>The unlawful incomes gained by a Board director in breach of the Article of association shall be seized by the Company and he shall be liable for the compensation to the loss caused to the Company</p>
<p><b>Article 100.</b> Board directors shall abide by laws, regulations and the Articles of Association, and shall bear the duties of diligence to the Company as follow:</p> <p>(1) The Board director shall exercise their powers granted by the Company with caution, seriousness and diligence to ensure that the Company's business activities comply with the requirements of relevant laws and regulations and economic policies with its business activities in compliance with the business scope as stipulated in the business license</p> <p>(2) All shareholders shall be treated fairly</p> <p>(3) To be kept informed and updated with the business operation and management status of the Company</p> <p>(4) To sign off the periodic reports of the Company by ensuring that the information disclosed by the Company is true, accurate and complete</p> <p>(5) To provide the truthful information to the Board of Supervisors and shall not hinder the Board of supervisors or the supervisors from performing their functions and powers</p> <p>(6) Other duties as stipulated by laws and regulations, industry policy and the Articles of Association.</p>	<p><b>Article 100.</b> Board directors shall abide by laws, regulations and the Articles of Association, and shall bear the duties of diligence to the Company as follow:</p> <p>(1) The Board director shall exercise their powers granted by the Company with caution, seriousness and diligence to ensure that the Company's business activities comply with the requirements of relevant laws and regulations and economic policies with its business activities in compliance with the business scope as stipulated in the business license</p> <p>(2) All shareholders shall be treated fairly</p> <p>(3) To be kept informed and updated with the business operation and management status of the Company</p> <p>(4) To sign off the periodic reports of the Company by ensuring that the information disclosed by the Company is true, accurate and complete</p> <p>(5) To provide the truthful information to the Board of Supervisors and shall not hinder the Board of supervisors or the supervisors from performing their functions and powers</p> <p>(6) Other duties as stipulated by laws and regulations, industry policy, <b>the regulatory rules of the place where the Company's stocks are listed</b>, the Articles of Association</p>

Existing	Amended
<p><b>Article 101.</b> If a Board director is absent the board meeting in person or by proxy for two consecutive times, he shall be deemed unable to perform his duties and the Board of directors shall recommend the shareholders' general meeting to replace him.</p>	<p><b>Article 101.</b> If a Board director is absent the board meeting in person or by proxy for two consecutive times, he shall be deemed unable to perform his duties and the Board of directors shall recommend the shareholders' general meeting to replace him.</p> <p><b>In accordance with the regulatory rules of the places where the company's stocks are listed, the Board directors who attend board meetings online, by video, by telephone or by other means with the same effect shall also be deemed to attend in person.</b></p>
<p><b>Article 102.</b> A Board director may resign before the expiration of his term by submitting a written resignation letter to the Board of directors, which will disclose this information within 2 days.</p> <p>If the number of board directors is lower than the statutory requirement due to the resignation of the director, the board director in question shall continue to perform his duty in accordance with laws, regulations, industry policy and the Articles of Association until the newly elected Board director is in place.</p> <p>Except for the abovementioned circumstance, the resignation of a Board director shall take immediate effect upon delivery of the resignation letter to the board of directors.</p>	<p><b>Article 102.</b> A Board director may resign before the expiration of his term by submitting a written resignation letter to the Board of directors, which will disclose this information <b>in time in accordance with the regulatory rules of the place where the Company's stocks are listed.</b></p> <p>If the number of Board directors become lower than the statutory requirement due to the resignation of the director, <b>or the resignation of independent directors will result in the proportion of independent directors in the Board of directors or the special committee of the Board uncompliant with the provision of laws, regulations and the Articles of Association, lacking of accounting professionals among the independent directors,</b> the Board director in question shall continue to perform his duty in accordance with laws, regulations, industry policy and the Articles of Association until the newly elected Board director is in place.</p> <p>Except for the abovementioned circumstance, the resignation of a Board director shall take immediate effect upon delivery of the resignation letter to the board of directors.</p>
<p><b>Article 106.</b> The independent directors shall comply with the relevant provisions of laws, regulations and industry policy.</p>	<p><b>Article 106.</b> The independent directors shall comply with the relevant provisions of laws, regulations, the industry policy, <b>the regulatory rules of the places where the company's stocks are listed</b></p>

Existing	Amended
<p><b>Article 108.</b> The Board of directors of the Company consist of ten members, among which no less than one third of them shall be independent directors.</p>	<p><b>Article 108.</b> The Board of directors of the Company consist of <b>nine</b> members, among which no less than one third of them shall be independent directors.</p>
<p><b>Article 109.</b> The Board of directors shall exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To convene and report works to the general meeting of shareholders</li> <li>(2) To implement the resolutions of the general meeting of shareholders</li> <li>(3) To decide on the company's operation plan and investment plan</li> <li>(4) To prepare annual financial budget and annual financial report of the Company</li> <li>(5) To prepare profit distribution plans and the plan of loss recovery</li> <li>(6) To prepare plans for the Company to increase or decrease its register capital, issue bonds or other securities and to go public</li> <li>(7) To formulate plans for the Company's major acquisition, purchase of the Company stocks, consolidation, division, dissolution or change of incorporation form</li> <li>(8) To decide on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, donations and other matters within the scope of authorization by the general meeting of shareholders</li> <li>(9) To decide the organization structure of the Company</li> <li>(10) To appoint or remove the president of the Company and the secretary of the Board of directors. Approve or disapprove the vice president, chief financial officer and other senior management nominated by the president, and decide on their remuneration and benefit package and accountability</li> <li>(11) To formulate the basic management system of the Company</li> <li>(12) To formulate the amendment to the</li> </ol>	<p><b>Article 109.</b> The Board of directors shall exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To convene and report works to the general meeting of shareholders</li> <li>(2) To implement the resolutions of the general meeting of shareholders</li> <li>(3) To decide on the company's operation plan and investment plan</li> <li>(4) To prepare annual financial budget and annual financial report of the Company</li> <li>(5) To prepare profit distribution plans and the plan of loss recovery</li> <li>(6) To prepare plans for the Company to increase or decrease its register capital, issue bonds or other securities and to go public</li> <li>(7) To formulate plans for the Company's major acquisition, purchase of the Company stocks, consolidation, division, dissolution or change of incorporation form</li> <li>(8) To decide on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, donations and other matters within the scope of authorization by the general meeting of shareholders</li> <li>(9) To decide the organization structure of the Company</li> <li>(10) To appoint or remove the president of the Company and the secretary of the Board of directors. Approve or disapprove the vice president, chief financial officer and other senior management nominated by the president, and decide on their remuneration and benefit package and accountability</li> <li>(11) To formulate, <b>amend</b> the basic management system of the Company</li> <li>(12) To formulate the amendment to the</li> </ol>

Existing	Amended
<p>Articles of Association</p> <p>(13) To control the company's information disclosure</p> <p>(14) To submit a proposal to the general meeting of shareholders to appoint or replace the accounting firm as the Company's external auditor</p> <p>(15) To deliberate the work reports of the president of the Company and review the works of the president</p> <p>(16) Other rights and powers as authorized granted by laws, regulations, industry policy or the Articles of Association.</p> <p>With the exception of items (6), (7) and (12), which must be approved by more than two-thirds of the Board directors present at the board meeting, other matters must be approved by more than half of the board directors present at the board meeting. Any matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation</p>	<p>Articles of Association</p> <p>(13) To control the company's information disclosure</p> <p>(14) To submit a proposal to the general meeting of shareholders to appoint or replace the accounting firm as the Company's external auditor</p> <p>(15) To deliberate the work reports of the president of the Company and review the works of the president</p> <p>(16) Other rights and powers as authorized granted by laws, regulations, industry policy, <b>the regulatory rules of the places where the Company's Stocks are listed</b>, the Articles of Association.</p> <p>With the exception of items (6), (7) and (12), which must be approved by more than two-thirds of the Board directors present at the board meeting, other issues must be approved by more than half of the board directors present at the board meeting. Any matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.</p>
<p><b>Article 110.</b> The Board of directors of the Company shall establish an audit committee and, if necessary, a strategy committee, a nomination committee, a remuneration and appraisal committee and other relevant committees. The special committees shall report to the Board of directors and perform its duties in accordance with the Articles of Association and under the authorization of the Board of directors, and the proposals thereof shall be submitted to the Board of directors for deliberation and decision. All the members of the special committee are made up of Board directors, among which the audit committee, nomination committee and remuneration and appraisal committee are dominated and chaired by the independent directors. The chairman of the audit committee is a financial professional. The Board of directors shall be accountable for formulating the working</p>	<p><b>Article 110.</b> The Board of directors of the Company shall establish an audit committee, <b>a nomination committee, a remuneration and appraisal committee</b> and, if necessary, a strategy and <b>sustainability</b> committee, and other relevant committees. The special committees shall report to the Board of directors and perform its duties in accordance with the Articles of Association and under the authorization of the Board of directors, and the proposals thereof shall be submitted to the Board of directors for deliberation and decision. All the members of the special committee are made up of Board directors, among which</p> <p><b>(1) All members of the Audit Committee shall be non-executive directors, and there shall be at least three members, of whom at least one independent director shall have the suitable professional qualifications as per the regulatory requirements or possess adequate</b></p>

Existing	Amended
<p>rules to regulate the operation of the special committees.</p>	<p><b>financial or related financial management experience and expertise. More than half of the members of the audit committee shall be independent directors with one of them serving as the chairman (convenor) of the committee.</b></p> <p><b>(2) More than half of the members of the nomination committee shall be the independent directors with one of them serving as the chairman (convenor) of the committee.</b></p> <p><b>(3) More than half of the members of the remuneration and appraisal Committee shall be the independent directors with one of them serving as the chairman (convenor) of the committee.</b></p> <p>The Board of directors shall be accountable for formulating the working rules to regulate the operation of the special committees.</p>
<p><b>Article 113.</b> The Board of Directors shall, with certain limits, have the right of asset disposal, loan guarantee, external investment, fund raising, connected transactions, the donation of the Company's assets by exercising the above-mentioned rights in a legitimate, prudent and safe manner, establishing strict appraisal and decision-making procedures, and organizing relevant experts and professionals to review the major investment plan and report them to the shareholders' general meeting for approval. The authority of the board of directors is specified as follow:</p> <p>(1) Disposal of assets other than those subject to the deliberation and approval by the shareholders' general meeting as stipulated in Chapter 43 of the Articles of Association, including the purchase, sale and restructuring of credit and debts</p> <p>(2) External investments with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year, including equity investment, bond investment, entrusted financial wealth management, entrusted loans and other corporate</p>	<p><b>Article 113.</b> The Board of Directors shall, with certain limits <b>as prescribed by the regulatory rules of the places where the Company's stocks are listed</b>, have the right of asset disposal, loan guarantee, external investment, fund raising, connected transactions, the donation of the Company's assets by exercising the above-mentioned rights in a legitimate, prudent and safe manner, establishing strict appraisal and decision-making procedures, and organizing relevant experts and professionals to review the major investment plan and report them to the shareholders' general meeting for approval. The authority of the board of directors is specified as follow:</p> <p>(1) Disposal of assets other than those subject to the deliberation and approval by the shareholders' general meeting as stipulated in Chapter 43 of the Articles of Association, including the purchase, sale and restructuring of credit and debts</p> <p>(2) External investments with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year, including equity investment, bond</p>



Existing	Amended
<p>investments in compliance with laws and regulations</p> <p>(3) Fund raising with the total amount not in excess of 60% of the Company's total audited net assets of the previous year in a full fiscal year, which refers to debt financing (but excluding bond issuance) conducted by the Company to financial institutions and other company.</p> <p>(4) Guarantees including but not limited to the asset mortgage, pledges, guarantees, etc. other than the circumstances listed in Article 44 of the Articles of Association</p> <p>(5) The connected transactions between the Company and related individual with a transaction amount of more than 300,000 yuan (excluding external guarantee), and the connected transactions between the Company and related institution with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the company in the latest period (excluding external guarantees) within a full fiscal year</p> <p>When exercising the above functions and powers, the Board of directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange.</p> <p>The duties and powers of the Board of directors as stipulated in the Articles of Association may be either delegated by the Board of directors to the board chairman, president or relevant department of the Company to decide and exercise the aforesaid duties and powers of the board of directors or when the Board of directors in session. The specific decision-making authority under such circumstance shall be defined by the resolutions of the Board of directors or the corresponding rules and policy of the Company.</p>	<p>investment, entrusted financial wealth management, entrusted loans and other corporate investments in compliance with laws and regulations</p> <p>(3) Fund raising with the total amount not in excess of 60% of the Company's total audited net assets of the previous year in a full fiscal year, which refers to debt financing (but excluding bond issuance) conducted by the Company to financial institutions and other company.</p> <p>(4) Guarantees including but not limited to the asset mortgage, pledges, guarantees, etc. other than the circumstances listed in Article 44 of the Articles of Association</p> <p>(5) The connected transactions between the Company and related individual with a transaction amount of more than 300,000 yuan (excluding external guarantee), and the connected transactions between the Company and related institution with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the company in the latest period (excluding external guarantees) within a full fiscal year</p> <p>When exercising the above functions and powers, the Board of directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange <b>and Listing rules of Hong Kong Stock Exchange.</b></p> <p><b>In line with the relevant listing rules of the places where the Company's stocks are listed,</b> the duties and powers of the Board of directors as stipulated in the Articles of Association may be either delegated by the Board of directors to the board chairman, president or relevant department of the Company to decide and exercise the aforesaid duties and powers of the board of directors or when the Board of directors in session. The specific decision-making authority under such circumstance shall be defined by the resolutions of the Board of directors or the corresponding rules and policy of the Company.</p>

Existing	Amended
<p><b>Article 115.</b> The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) To preside over the shareholders' general meetings, and to convene and preside over meetings of the Board of directors</p> <p>(2) To oversee and inspect the execution of resolutions adopted by the Board of directors</p> <p>(3) To sign shares, bonds and other securities of the Company</p> <p>(4) To sign the major documents of the Board of directors or other documents need to be signed by the legal representative of the Company</p> <p>(5) To exercise the functions and powers of the legal representative of the Company</p> <p>(6) To exercise the special dispatch power in accordance with the legal provision and to the best interests of the Company and report to the Board of directors and the general meeting of the Company afterwards in the event of emergency or Force majeure such as a catastrophic natural disaster</p> <p>(7) Other functions and powers as authorized by the Board of directors</p>	<p><b>Article 115.</b> The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) To preside over the shareholders' general meetings, and to convene and preside over meetings of the Board of directors</p> <p>(2) To oversee and inspect the execution of resolutions adopted by the Board of directors</p> <p>(3) To sign shares, bonds and other securities of the Company</p> <p>(4) To sign the major documents of the Board of directors or other documents need to be signed by the legal representative of the Company</p> <p>(5) To exercise the functions and powers of the legal representative of the Company</p> <p>(6) To exercise the special dispatch power in accordance with the legal provision, <b>the regulatory rules of the places where the Company's stocks are listed</b> and to the best interests of the Company and report to the Board of directors and the general meeting of the Company afterwards in the event of emergency or Force majeure such as a catastrophic natural disaster</p> <p>(7) Other functions and powers as authorized by the Board of directors</p>
<p><b>Article 117.</b> The board of directors shall hold at least two meetings per year, which shall be convened by the chairman of the Board and a written notice shall be given to all the Board directors and supervisors 10 days in advance</p>	<p><b>Article 117.</b> The board of directors shall hold meeting at least <b>once in a quarter</b>, which shall be convened by the chairman of the Board and a written notice shall be given to all the Board directors and supervisors <b>14</b> days in advance. The regular meetings of the Board of Directors do not include the approvals of circulating written resolutions by the board of directors.</p>
<p><b>Article 118.</b> Either the shareholders representing more than 1/10 of the voting rights, or more than 1/3 members of the Board directors or the Board supervisors, may propose to convene an interim meeting of the Board of directors. The chairman shall convene and preside over a meeting of the Board of directors within 10 days upon the receipt of the proposal.</p>	<p><b>Article 118.</b> Either the shareholders representing more than 1/10 of the voting rights, or more than 1/3 members of the Board directors or the Board supervisors, may propose to convene an interim meeting of the Board of directors. The chairman shall convene and preside over a meeting of the Board of directors within 10 days upon the receipt of the proposal. <b>The chairman may also convene and preside over interim meetings of the board</b></p>

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	<b>of directors whenever he deems necessary.</b>
<p><b>Article 119.</b> Notification for convening an interim board meeting by the Board of Directors shall include the written notice (including delivery by courier or fax), telephone, e-mail or text message, with notice period of 2 days before the meeting. However, if the emergency necessitates an interim meeting of the board of directors as soon as practicable, the notice thereof may be given at any time by telephone or other oral means. As long as all the board directors are notified, an interim meeting of the board may be convened at any time and the convenor shall make an explanation on the meeting.</p>	<p><b>Article 119.</b> Notification for convening an interim board meeting by the Board of Directors shall include the written notice (including delivery by courier or fax), telephone, e-mail or text message, with notice period of <b>3</b> days before the meeting. However, if the emergency necessitates an interim meeting of the board of directors as soon as practicable, the notice thereof may be given at any time by telephone or other oral means. As long as all the board directors are notified, an interim meeting of the board may be convened at any time and the convenor shall make an explanation on the meeting</p>
<p><b>Article 120.</b> The notice of the board meeting shall include the following elements:</p> <ol style="list-style-type: none"> <li>(1) Date and venue of the meeting</li> <li>(2) Duration of the meeting</li> <li>(3) Agenda and topics</li> <li>(4) The date on which the notice is issued</li> </ol>	<p><b>Article 120.</b> The notice of the board meeting shall include the following elements:</p> <ol style="list-style-type: none"> <li>(1) Date and venue of the meeting</li> <li><b>(2) Options of the participation</b></li> <li>(3) Duration of the meeting</li> <li><b>(4) Agenda and proposals to be deliberated</b></li> <li><b>(5) The convener and chairperson of the meeting, the sponsor with the written proposal for the interim meeting</b></li> <li><b>(6) Document or material necessary for the perusal and voting by the Board directors</b></li> <li><b>(7) The Board director or its proxy are expected to attend the meeting</b></li> <li><b>(8) Contact person and contact option</b></li> <li>(9) The date on which the notice is issued</li> </ol>
<p><b>Article 122.</b> A Board director shall not exercise the right to vote on the resolution, nor shall he exercise the right to vote on behalf of any other Board director if he is connected with the company involving in the particular agenda and proposal as deliberated at the board meeting. The meeting and resolution on such agenda and proposal shall be attended and adopted by more than half of the unconnected directors. If the number of unconnected directors attending the board meeting is less than 3, the agenda and</p>	<p><b>Article 122.</b> A Board director shall not exercise the right to vote on the resolution, nor shall he exercise the right to vote on behalf of any other Board director, if he is connected with the company involving in the particular agenda and proposal as deliberated at the Board meeting. The meeting and resolution on such agenda and proposal shall be attended and adopted by more than half of the unconnected directors. If the number of unconnected directors attending the board meeting is less than 3, the agenda and</p>

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<p>proposal in question shall be submitted to the shareholders' general meeting for deliberation.</p>	<p>proposal in question shall be submitted to the shareholders' general meeting for deliberation.</p> <p><b>If a major shareholder or Board director has a conflict of interest in the proposal to be discussed by the Board of Directors, the proposal shall be deliberated and discussed by holding a meeting of the Board of directors rather than by the circulation of written resolution, and such meeting should be attended by the independent non-executive directors who themselves or their close associates have no material interest in the transaction. If laws and regulations and the regulatory rules of the place where the company's stocks are listed have any additional otherwise restrictions on Board directors' participation and voting in the board meetings, such provisions shall prevail.</b></p>
<p><b>Article 123.</b> The board of directors shall vote on resolutions either by a show of hands or in writing. Only one vote shall have each director.</p> <p>On the condition that the Board directors can fully express their opinions, an interim meeting of the Board of directors may be held and resolution may be adopted by fax or other means of communication after being signed by the directors attending the meeting</p>	<p><b>Article 123.</b> The board of directors shall vote on resolutions either by a show of hands or in writing. Only one vote shall have each director.</p> <p><b>Unless otherwise as stipulated by the regulatory rules of the places where the Company's stocks are listed,</b> on the condition that the Board directors can fully express their opinions, an interim meeting of the Board of directors may be held and resolution may be adopted by fax or other means of communication after being signed by the directors attending the meeting</p> <p><b>The company shall disclose the results of voting in accordance with the laws and regulations, industry policy, the regulatory rules of the places where the company's stocks are listed</b></p>
<p><b>Article 152.</b> The Company shall formulate its financial and accounting system in accordance with the laws, regulations and the provisions of the relevant authorities.</p>	<p><b>Article 152.</b> The Company shall formulate its financial and accounting system in accordance with the laws, regulations and the provisions of the relevant authorities. <b>The fiscal year of the Company is based on the Gregorian calendar, that is from January 1 to December 31.</b></p>

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<p><b>Article 153.</b> The Company shall submit and disclose an annual report to CSRC and the stock exchange within 4 months as of the end of each fiscal year, and the interim report to the regional offices of CSRC and the stock exchange within 2 months as of the end of the first half year of each fiscal year.</p> <p>The annual and interim reports hereof shall be compiled in accordance with relevant laws, regulations and industry rules</p>	<p><b>Article 153.</b> The Company shall submit and disclose an annual report to CSRC and the stock exchanges <b>where the Company's stocks are listed</b> within 4 months as of the end of each fiscal year, and the interim report to the regional offices of CSRC and the stock exchanges <b>where the Company's stocks are listed</b> within 2 months as of the end of the first half year of each fiscal year.</p> <p>The annual and interim reports hereof shall be compiled in accordance with relevant laws, regulations, industry rules and the listing rules of the stock exchanges where <b>the Company's stocks are listed</b></p>
<p><b>Article 155.</b> When distributing the current year's after-tax profits, the Company shall set aside 10% of the profits as the Company's statutory reserve. The practice shall continue until the cumulative amount of the Company's statutory reserve exceeds 50% of the company's register capital.</p> <p>If the statutory reserve insufficient to cover the losses of the previous year, the discretionary reserve fund may be withheld from the after-tax profits.</p> <p>Unless otherwise stipulated in the Articles of Association, the remained after-tax profits after the deduction of the loss recovery of previous year and the reserve withholdings shall be distributed in proportion to the shares held by shareholders</p> <p>If the shareholders' general meeting decides to distribute profits to the shareholders before the recovery of loss and withholding of statutory reserve despite of the provisions of the preceding paragraphs, the shareholders in question must refund the profits to the Company.</p> <p>The company's stock held by the Company shall not be eligible to participate in the distribution of profits.</p>	<p><b>Article 155.</b> When distributing the current year's after-tax profits, the Company shall set aside 10% of the profits as the Company's statutory reserve. The practice shall continue until the cumulative amount of the Company's statutory reserve exceeds 50% of the company's register capital.</p> <p>If the statutory reserve insufficient to cover the losses of the previous year, the discretionary reserve fund may be withheld from the after-tax profits.</p> <p>Unless otherwise stipulated in the Articles of Association, the remained after-tax profits after the deduction of the loss recovery of previous year and the reserve withholdings shall be distributed in proportion to the shares held by shareholders</p> <p>If the shareholders' general meeting decides to distribute profits to the shareholders before the recovery of loss and withholding of statutory reserve despite of the provisions of the preceding paragraphs, the shareholders in question must refund the profits to the Company.</p> <p>The company's stock held by the Company shall not be eligible to participate in the distribution of profits.</p> <p><b>The Company shall appoint one or more collection agents in Hong Kong for the shareholders of H Shares. The collection agent shall collect and keep the dividends and other</b></p>

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	<p><b>payables by the Company in respect of H Shares to such H Share shareholders. The collection agent appointed by the Company shall comply with the requirements of laws and regulations and the regulatory rules of the place where the company's stocks are listed.</b></p>
<p><b>Article 157.</b> After the resolution on the profit distribution plan is adopted by the shareholders' general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months thereof.</p>	<p><b>Article 157.</b> After the resolution on the profit distribution plan is adopted by the shareholders' general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months thereof.</p> <p><b>If profit distribution plan cannot be implemented within two months due to the provisions of laws, regulations and the regulatory rules of the place where the company's stocks are listed, the completion date of the plan can be adjusted as per such provisions and the actual situation.</b></p>
<p><b>Article 158.</b> The Company's profit distribution policy and approval procedures are as follows:</p> <p>I. Principles</p> <ol style="list-style-type: none"> <li>1. Sustain the continuity and stability of the profit distribution policy by taking into account of the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company</li> <li>2. Strive to enhance the returns to the investors by distributing the dividends to shareholders every year based on the proportion of available profits realized in the year</li> <li>3. Create the reasonable, stable returns to public investor by complying with the relevant provisions of laws and regulations.</li> </ol> <p>II. The mechanism of profit distribution</p> <p>The Company may distribute the dividends in the form of cash, stocks, and the combination of both with the preference of cash dividend.</p> <p>III. The requisite and ratio of cash dividends</p> <ol style="list-style-type: none"> <li>1. The profit distribution is generally carried out annually while a half year profit distribution plan can also be considered in line with the Company's actual profits and capital needs</li> </ol>	<p><b>Article 158.</b> The Company's profit distribution policy and approval procedures are as follows:</p> <p>I. Principles</p> <ol style="list-style-type: none"> <li>1. Sustain the continuity and stability of the profit distribution policy by taking into account of the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company</li> <li>2. Strive to enhance the returns to the investors by distributing the dividends to shareholders every year based on the proportion of available profits realized in the year</li> <li>3. Create the reasonable, stable returns to public investor by complying with the relevant provisions of laws and regulations.</li> </ol> <p>II. The mechanism of profit distribution</p> <p>The Company may distribute the dividends in the form of cash, stocks, and the combination of both with the preference of cash dividend.</p> <p>III. The requisite and ratio of cash dividends</p> <ol style="list-style-type: none"> <li>1. The profit distribution is generally carried out annually while a half year profit distribution plan can also be considered in line with the Company's actual profits and capital needs</li> </ol>

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<p>2. Except in special circumstances, the Company shall distribute dividends in cash if when the Company makes profit in the current year, the accumulated undistributed profit being positive in the parent company's consolidated balance statement, and the accumulated profits distributed in cash in the last three years not less than 30% of the average annual distributable profit realized in the last three years. The special circumstances include the negative net cashflow generated by the Company's operating activities in the current year as per the consolidated balance statement of the parent Company, the amount of a single investment such as internal and external investment or asset acquisition in the current year or in the next 12 months reaching or exceeding 10% of the Company's audited net assets in the latest period.</p> <p>3. The Board of directors shall meticulously consider the nature of the industry, development stage, the business model, profitability level, and whether there are major capital expenditure arrangements (except for fund raising initiative) and etc.to prepare a cash dividend policy in line with the actual situation of the Company and the procedures stipulated in the Articles of Association in combination with the following circumstances:</p> <p>(1) If the development stage of the Company is mature and there is no major capital expenditure arrangement, the proportion of cash dividends in the profit distribution should be at least 80%</p> <p>(2) If the Company is in a mature stage of development and has major capital expenditure arrangements, the proportion of cash dividends in the profit distribution should be at least 40%</p> <p>(3) If the company's development stage is a growth stage and there are major capital expenditure arrangements, the proportion of cash dividends in the profit distribution should be at least 20%.</p> <p>The development stage of the Company at the</p>	<p>2. Except in special circumstances, the Company shall distribute dividends in cash if when the Company makes profit in the current year, the accumulated undistributed profit being positive in the parent company's consolidated balance statement, and the accumulated profits distributed in cash in the last three years not less than 30% of the average annual distributable profit realized in the last three years. The special circumstances include the negative net cashflow generated by the Company's operating activities in the current year as per the consolidated balance statement of the parent Company, the amount of a single investment such as internal and external investment or asset acquisition in the current year or in the next 12 months reaching or exceeding 10% of the Company's audited net assets in the latest period.</p> <p>3. The Board of directors shall meticulously consider the nature of the industry, development stage, the business model, profitability level, and whether there are major capital expenditure arrangements (except for fund raising initiative) and etc.to prepare a cash dividend policy in line with the actual situation of the Company and the procedures stipulated in the Articles of Association in combination with the following circumstances:</p> <p>(1) If the development stage of the Company is mature and there is no major capital expenditure arrangement, the proportion of cash dividends in the profit distribution should be at least 80%</p> <p>(2) If the Company is in a mature stage of development and has major capital expenditure arrangements, the proportion of cash dividends in the profit distribution should be at least 40%</p> <p>(3) If the company's development stage is a growth stage and there are major capital expenditure arrangements, the proportion of cash dividends in the profit distribution should be at least 20%.</p> <p>The development stage of the Company at the</p>

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<p>time of dividend payment shall be assessed and determined by the Board of Directors of the Company according to actual circumstances.</p> <p>IV. The provision for the payment of stock dividend</p> <p>When the Company is in good business condition and the accumulated undistributed profit exceeds 150% of the total share capital of the company, or when the Board of directors believes that the stock price of the Company does not match the size of the share capitals of the company and the share dividends beneficial to the overall interests of all shareholders of the Company, the stock dividend can be considered after factoring into the reasonable cash dividend to shareholders and maintaining the appropriate size of share capital, the growth stage of the company, the dilution of net assets per share and etc.</p> <p>V. Deliberation of profit distribution plans</p> <p>1. The profit distribution plan of the Company shall be prepared by the Audit Committee of the Board of Directors of the Company and submitted to the Board of Directors for reviews. The Board of directors shall thoroughly discuss the rationality of the profit distribution plan and submit a special resolution to the general meeting of shareholders for approval.</p> <p>2. The profit distribution plan shall be deliberated prior to the approval by a vote of more than half of all Board directors. The independent Board directors shall express the independent opinions on the profit distribution plan. In the Board meeting minute, the details such as the suggestions of the management to the Board of directors, the viewpoints of the Board directors, the opinions of independent directors, the voting results and other contents shall be properly recorded and archived.</p> <p>3. Before reviewing the profit distribution plan at the general meeting of shareholders, the Company shall take efforts to communicate and engage with the shareholders, especially the</p>	<p>time of dividend payment shall be assessed and determined by the Board of Directors of the Company according to actual circumstances.</p> <p>IV. The provision for the payment of stock dividend</p> <p>When the Company is in good business condition and the accumulated undistributed profit exceeds 150% of the total share capital of the company, or when the Board of directors believes that the stock price of the Company does not match the size of the share capitals of the company and the share dividends beneficial to the overall interests of all shareholders of the Company, the stock dividend can be considered after factoring into the reasonable cash dividend to shareholders and maintaining the appropriate size of share capital, the growth stage of the company, the dilution of net assets per share and etc.</p> <p>V. Deliberation of profit distribution plans</p> <p>1. The profit distribution plan of the Company shall be prepared by the Audit Committee of the Board of Directors of the Company and submitted to the Board of Directors for reviews. The Board of directors shall thoroughly discuss the rationality of the profit distribution plan and submit a special resolution to the general meeting of shareholders for approval.</p> <p>2. The profit distribution plan shall be deliberated prior to the approval by a vote of more than half of all Board directors. The independent Board directors shall express the independent opinions on the profit distribution plan. In the Board meeting minute, the details such as the suggestions of the management to the Board of directors, the viewpoints of the Board directors, the opinions of independent directors, the voting results and other contents shall be properly recorded and archived.</p> <p>3. Before reviewing the profit distribution plan at the general meeting of shareholders, the Company shall take efforts to communicate and engage with the shareholders, especially the small shareholders</p>



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<p>small shareholders through various channels, listen to the opinions and expectation of small shareholders and promptly respond to their concerns. The profit distribution plan must be approved by more than one-half of the votes held by the shareholders (including the shareholders' proxy) present at the general meeting. The Company shall assure the public shareholders of their participation in the general meeting of shareholders. The Board of directors, the independent board directors and the qualified shareholders may solicit their voting rights from the Company's shareholders at the general meeting of shareholders.</p> <p>4. When the Company does not pay cash dividends under special circumstance, the Board of directors will make explanation on the reasons for not paying cash dividends, the actual purposes of the earnings reserved by the Company and the forecast of investment return, and submit it together with the opinions of the independent directors to the general meeting of shareholders for deliberation , disclosing the information in the designated medias of the Company</p> <p>VI. Execution of profit distribution plans After the shareholders' meeting adopts a resolution on the profit distribution plan, the Board of directors shall complete the distribution of dividends (or stocks) within 2 months after the shareholders' meeting.</p> <p>VII. the procedures on adjusting the profit distribution policy Though the Company's profit distribution policy shall be as consistent as possible, the Company shall adjust the profit distribution policy in case that the existing profit distribution policy hinders the Company's major investment or transactions or will have a material adverse impact on the Company's continued operation or profitability. If it is necessary to adjust the profit distribution policy, the protection of shareholders' rights and</p>	<p>through various channels, listen to the opinions and expectation of small shareholders and promptly respond to their concerns. The profit distribution plan must be approved by more than one-half of the votes held by the shareholders (including the shareholders' proxy) present at the general meeting. The Company shall assure the public shareholders of their participation in the general meeting of shareholders. The Board of directors, the independent board directors and the qualified shareholders may solicit their voting rights from the Company's shareholders at the general meeting of shareholders.</p> <p>4. When the Company does not pay cash dividends under special circumstance, the Board of directors will make explanation on the reasons for not paying cash dividends, the actual purposes of the earnings reserved by the Company and the forecast of investment return, and submit it together with the opinions of the independent directors to the general meeting of shareholders for deliberation , disclosing the information <b>as per the regulatory rules of the places where the Company's stocks are listed and</b> in the designated medias of the Company</p> <p>VI. Execution of profit distribution plans After the shareholders' meeting adopts a resolution on the profit distribution plan, the Board of directors shall complete the distribution of dividends (or stocks) within 2 months after the shareholders' meeting.</p> <p>VII. the procedures on adjusting the profit distribution policy Though the Company's profit distribution policy shall be as consistent as possible, the Company shall adjust the profit distribution policy in case that the existing profit distribution policy hinders the Company's major investment or transactions or will have a material adverse impact on the Company's continued operation or profitability. If it is necessary to adjust the profit distribution policy, the protection of shareholders' rights and</p>

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<p>interests is paramount. The Board of directors and the Board of supervisors of the Company shall conduct relevant research, explain the reasons and justifications in combination of the consideration of industrial competitiveness, the company's financial situation and capital expenditure planning etc. in the proposal to the general meeting of shareholders The proposal on the adjustment of the profit distribution policy shall be reviewed by the Board of directors and appraised by the Board of supervisors prior to the submission to the general meeting of shareholders for deliberation. Only can it be in effect for implementation after being approved by more than 2/3 of the voting rights held by the shareholders present at the general meeting. The independent directors shall give their independent opinions on this matter, and the adjusted profit distribution policy shall not violate the relevant provisions of CSRC and the stock exchange where the company is listed.</p>	<p>interests is paramount. The Board of directors and the Board of supervisors of the Company shall conduct relevant research, explain the reasons and justifications in combination of the consideration of industrial competitiveness, the company's financial situation and capital expenditure planning etc. in the proposal to the general meeting of shareholders The proposal on the adjustment of the profit distribution policy shall be reviewed by the Board of directors and appraised by the Board of supervisors prior to the submission to the general meeting of shareholders for deliberation. Only can it be in effect for implementation after being approved by more than 2/3 of the voting rights held by the shareholders present at the general meeting. The independent directors shall give their independent opinions on this matter, and the adjusted profit distribution policy shall not violate the relevant provisions of CSRC and the stock exchange where the company is listed.</p>
<p><b>Article 161</b> The Company shall engage an accounting firm as prescribed in the Securities Law to audit the finance statements, verify the net assets and provide other related consulting services for a period of one year, which may be renewed</p>	<p><b>Article 161</b> The Company shall engage an accounting firm as prescribed in the Securities Law and <b>the Listing Rules of Hong Kong Stock Exchange</b> to audit the finance statements, verify the net assets and provide other related consulting services for a period of one year, which may be renewed</p>
<p><b>Article 166</b> Notices of the Company are released in the following way:</p> <ol style="list-style-type: none"> <li>(1) by courier</li> <li>(2) by postal mail</li> <li>(3) by announcement</li> <li>(4) other ways as prescribed in the Articles of Association</li> </ol>	<p><b>Article 166</b> Notices of the Company are released in the following way:</p> <ol style="list-style-type: none"> <li>(1) by courier</li> <li>(2) by mail</li> <li>(3) <b>by publishing on the Company's website and the website designated by the Stock Exchange in accordance with the provisions of laws, regulations and the regulatory rules of the place where the Company's shares are listed</b></li> <li>(4) by announcement</li> <li>(5) other ways as agreed by the Company or the notified party beforehand or acknowledged by the notified party upon receipt of the notice</li> </ol>

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	(6) other ways as prescribed in the Articles of Association and <b>accepted by the regulatory authority of places where the Company's stocks are listed</b>
<p><b>Article 168.</b> The notice of the shareholders' general meeting of the Company shall be published in way of corporate announcement on the medias designated by the Board of directors in accordance with the provisions of laws and regulations and the Articles of Association</p>	<p><b>Article 168.</b> The notice of the shareholders' general meeting of the Company shall be <b>made by public announcement</b></p> <p><b>Unless otherwise specified, an announcements to A-Share shareholders or announcements within the territory of the People's Republic of China in accordance with relevant regulations and the Articles of Association means the publication of information on the website of the SSE and on the medias conforming to the requirements as prescribed by CSRC (hereinafter collectively referred to as "qualified media"); for an announcement to H-Share shareholders or an announcement required to be made in Hong Kong under the relevant regulations and these Articles, such announcement shall be published on the Company's website, the Stock Exchange's website and other websites as may be required from time to time in accordance with the relevant provisions of the Hong Kong Listing Rules.</b></p> <p><b>With respect to the way the Company provides and/or distributes corporate communications to H-share shareholders in accordance with the listing rules of the place where the Company's shares are listed, the Company may also send or provide corporate communications to H-share shareholders of the Company by electronic means or by publishing information on the Company's website or the website of the stock exchanges of the place where the Company's shares are listed in accordance with the relevant listing rules of the place where the Company's shares are listed ,rather than sending company communications to H-share shareholders by courier or by the paid postal mail.</b></p>

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<p><b>Article 169.</b> the notice of a Board meeting of the Company shall be given by telephone, written notice, facsimile notice, courier or postal mail.</p>	<p><b>Article 169.</b> the notice of a Board meeting of the Company shall be given by telephone, written notice, facsimile notice, courier, postal mail or <b>email</b>.</p>
<p><b>Article 170.</b> The notice of a meeting of the Board of supervisors of the company shall be given by telephone, written notice, fax notice, courier or postal mail.</p>	<p><b>Article 170.</b> The notice of a meeting of the Board of supervisors of the company shall be given by telephone, written notice, fax notice, courier, postal mail or email.</p>
<p><b>Article 171.</b> If the Company notice is sent by courier, it shall be signed (or sealed) upon the receipt by the person on whom it is addressed and the date on which the person on whom it is addressed signs for receipt shall be the deemed as the date of delivery. If the Company notice is sent by postal mail, the seventh working day from the date of sending to the post office shall be the deemed as the date of delivery; if the Company notice is sent by public announcement, the date on which the first public announcement is published shall be deemed as the date of delivery.</p>	<p><b>Article 171.</b> If the Company notice is sent by courier, it shall be signed (or sealed) upon the receipt by the person on whom it is addressed and the date on which the person on whom it is addressed signs for receipt shall be the deemed as the date of delivery. If the Company notice is sent by postal mail, the seventh working day from the date of sending to the post office shall be the deemed as the date of delivery</p> <p style="padding-left: 40px;"><b>If the Company notice is sent by E-mail, it shall be deemed to have been delivered if the e-mail enters the E-mail system designated by the recipient; If the notice of the Company is sent by fax, the date as recorded by the fax machine shall be the date of delivery.</b></p> <p style="padding-left: 40px;">If the Company notice is sent by public announcement, the date on which the first public announcement is published shall be deemed as the date of delivery</p>
<p><b>Article 173.</b> The Company designates the Shanghai Securities News, the website of the Shanghai Stock Exchange as the official media for publishing the Company's announcements and other required information.</p>	<p><b>Article 173.</b> The Company designates the Shanghai Securities News, the website of the Shanghai Stock Exchange, <b>the website of Hong Kong Stock Exchange, other qualified medias as prescribed by CSRC and the regulatory authority of the place where the Company's stocks are listed,</b> as the official media for publishing the Company's announcements and other required information.</p>
<p><b>Article 175.</b> In the event of the corporate M&amp;A, the parties to the M&amp;A deal shall enter and sign an agreement and prepare the balance sheet and the list of assets. The Company shall notify its creditors within 10 days from the date of</p>	<p><b>Article 175.</b> In the event of the corporate M&amp;A, the parties to the M&amp;A deal shall enter and sign an agreement and prepare the balance sheet and the list of assets. The Company shall notify its creditors within 10 days from the date of</p>

Existing	Amended
<p>resolution on the M&amp;A agreement and make an announcement on the newspapers as designated in the articles of association within 30 days. The creditors may, within 30 days as of the date of receipt of the notice, or within 45 days from the date of public announcement if they do not receive the notice, demand the company to pay back the debts or other guarantees.</p>	<p>resolution on the M&amp;A agreement and make an announcement on <b>the qualified media</b> within 30 days. The creditors may, within 30 days as of the date of receipt of the notice, or within 45 days from the date of public announcement if they do not receive the notice, demand the company to pay back the debts or other guarantees</p>
<p><b>Article 177.</b> When the Company is divided, its assets shall be divided accordingly.</p> <p>In case of division of the Company, the parties to the division deal shall sign an agreement and prepare the balance sheet and the list of assets. The company shall notify its creditors within 10 days from the date of the resolution and make an announcement on the designated media within 30 days.</p>	<p><b>Article 177.</b> When the Company is divided, its assets shall be divided accordingly.</p> <p>In case of division of the Company, the parties to the division deal shall sign an agreement and prepare the balance sheet and the list of assets. The company shall notify its creditors within 10 days from the date of the resolution and make an announcement on <b>the qualified medias</b> within 30 days</p>
<p><b>Article 179.</b> Where the Company needs to reduce its register capital, it must prepare the balance sheet and the list of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution on reducing its register capital and make an announcement on the designated media within 30 days. The creditors shall, within 30 days from the date of receipt of the notice or within 45 days from the date of public announcement if they do not receive the notice, demand the company pay off its debts or provide guarantees.</p> <p>The register capital of the Company after the capital reduction shall not be less than the statutory limits.</p>	<p><b>Article 179.</b> Where the Company needs to reduce its register capital, it must prepare the balance sheet and the list of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution on reducing its register capital and make an announcement on <b>the qualified media</b> within 30 days. The creditors shall, within 30 days from the date of receipt of the notice or within 45 days from the date of public announcement if they do not receive the notice, demand the company pay off its debts or provide guarantees.</p> <p>The register capital of the Company after the capital reduction shall not be less than the statutory limits</p>
<p><b>Article 185.</b> The liquidation group shall notify the creditors within 10 days of its establishment and make a public announcement on the designated media within 60 days. The creditors shall, within 30 days from the date of receipt of the notice, or within 45 days from the date of public announcement if they do not receive the notice, make their claims to the liquidation group.</p>	<p><b>Article 185.</b> The liquidation group shall notify the creditors within 10 days of its establishment and make a public announcement on <b>the qualified media</b> within 60 days. The creditors shall, within 30 days from the date of receipt of the notice, or within 45 days from the date of public announcement if they do not receive the notice, make their claims to the liquidation group.</p>

Existing	Amended
<p>When filing for the claim of creditorship, the creditor shall give details of the relevant matters and provide evidence for the liquidation group to register the creditor's rights.</p> <p>The liquidation group shall not pay off creditors during the period of claims filing.</p>	<p>When filing for the claim of creditorship, the creditor shall give details of the relevant matters and provide evidence for the liquidation group to register the creditor's rights.</p> <p>The liquidation group shall not pay off creditors during the period of claims filing</p>
<p><b>Article 192.</b> The Company shall amend the Articles of Association under any of the following circumstances:</p> <p>(1) The current provisions as stipulated in the Articles of Association conflict with the provisions of the newly amended laws and regulations</p> <p>(2) The realities are inconsistent with the provisions as stipulated in the Articles of Association due to the corporation change</p> <p>(3) The shareholders' general meeting decides to amend the Articles of Association.</p>	<p><b>Article 192.</b> The Company shall amend the Articles of Association under any of the following circumstances:</p> <p>(1) The current provisions as stipulated in the Articles of Association conflict with the provisions of the newly amended laws and regulation, <b>the regulatory rules of the places where the Company's stocks are listed.</b></p> <p>(2) The particulars are inconsistent with the provisions as stipulated in the Articles of Association due to the corporate change</p> <p>(3) The shareholders' general meeting decides to amend the Articles of Association.</p>
<p><b>Article 195.</b> The amendments to the Articles of Association shall be disclosed by the public announcement in accordance with the provisions if required by laws and regulations.</p>	<p><b>Article 195.</b> The amendments to the Articles of Association shall be disclosed by the public announcement in accordance with the provisions if required by laws and regulations, <b>the regulatory rules of the places where the Company's stocks are listed.</b></p>
<p><b>Article 196.</b> Terms interpretation</p> <p>(1) The controlling shareholder refers to the shareholder who holds more than 50% of the total share capital of the Company, or the shareholder whose shares is less than 50% of the total share capital, but the voting rights based on the shares held by him are sufficient enough to have a significant impact on the resolution of the shareholders' meeting.</p> <p>(2) The actual controller refers to a person who, although not a shareholder of the Company, is able to actually control the Company's business through the investment, agreement or other arrangements.</p> <p>(3) The connected relationship refers to the relationship between the controlling</p>	<p><b>Article 196.</b> Terms interpretation</p> <p>(1) The controlling shareholder refers <b>to the definition prescribed by applicable laws and regulations and the regulatory rules of the place where the company's stocks are listed</b></p> <p>(2) The actual controller refers to a person who, although not a shareholder of the Company, is able to actually control the Company's business through the investment, agreement or other arrangements.</p> <p>(3) The connected relationship refers to the relationship between the controlling shareholders, actual controllers, Board directors, Board supervisors, the senior managers of the Company and the entity directly or indirectly controlled by the Company, other relationships that may lead to</p>

Existing	Amended
shareholders, actual controllers, Board directors, Board supervisors, the senior managers of the Company and the entity directly or indirectly controlled by the Company, as well as other relationships that may lead to the transfer of the Company's interests.	the transfer of the Company's interests, or otherwise <b>as defined by the Listing Rules of Hong Kong Stock Exchange</b>
	Article 200. the provisions of laws, regulations, the regulatory documents issued from time to time and the Listing Rules of the place where the company's stock are listed shall prevail in case in conflict with the provision of Articles of Association.
<b>Article 202.</b> After the deliberation and approval by the shareholders' general meeting, the Articles of Association shall come into force and shall supersede the previous version.	<b>Article 203.</b> After the deliberation and approval by the shareholders' general meeting, the Articles of Association shall come into force and shall supersede the previous version <b>as of the date when the H shares of the Company are listed on the main board of Hong Kong Stock Exchange following the application approval with CSRC.</b>

## II. The Revision on Rules of Procedures of the General Meeting of Shareholder

Existing	Amended
<b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China (the "Corporate Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Code of Corporate Governance of Listed Companies, the Rules on Shareholder General Meetings of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange (the "Listing Rules") and other relevant laws, regulations, the compliance requirements and the Articles of Association the company(hereinafter referred to as " the Articles of Association"), these rules of procedures on the general meeting of shareholders is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") in a bid to better regulate the business conduct of the Company and assure that	<b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China (the "Corporate Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Code of Corporate Governance of Listed Companies, the Rules on Shareholder General Meetings of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange (the "Listing Rules"), <b>The Interim Measures on the Overseas Issuance and Listing of Securities by Domestic Company (the "Interim Measures ")</b> , <b>the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules")</b> and other relevant laws, regulations, the compliance requirements and the Articles of Association the company(hereinafter referred to as " the Articles of Association"), these rules of

<b>Existing</b>	<b>Amended</b>
<p>the general meeting of shareholders of the Company can exercise its functions and powers appropriately.</p>	<p>procedures on the general meeting of shareholders is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") in a bid to better regulate the business conduct of the Company and guarantee that the general meeting of shareholders of the Company can exercise its functions and powers properly.</p>
<p><b>Article 4.</b> The shareholders' general meeting shall exercise its functions and powers within the scope as prescribed by the Corporate Law and shall not interfere with the shareholders' disposition of their own rights. The subject to be discussed and decided at the shareholders' general meeting shall be determined with reference to the provisions of the Corporate Law and the Articles of Association, and the annual shareholders' general meeting may discuss any subject in relation to the Articles of Association.</p>	<p><b>Article 4.</b> The shareholders' general meeting shall exercise its functions and powers within the scope as prescribed by the Corporate Law <b>and other relevant laws and regulation, the Articles of Association</b> and shall not interfere with the shareholders' disposition of their own rights. The subject to be discussed and decided at the shareholders' general meeting shall be determined with reference to the provisions of the Corporate Law, <b>other relevant laws and regulation</b> and the Articles of Association, and the annual shareholders' general meeting may discuss any subject in relation to the Articles of Association</p>
<p><b>Article 8.</b> The shareholders' general meeting is the authority of the Company and shall exercise the following powers according to the laws</p> <ol style="list-style-type: none"> <li>(1) To decide on the Company's business strategy and investment plans.</li> <li>(2) To elect and replace the no- employee Board directors and Supervisors, and to decide on matters relating to the remunerations of such directors and supervisors</li> <li>(3) To review and approve the work reports of the Board of directors</li> <li>(4) To review and approve the work reports of the Board of Supervisors</li> <li>(5) To review and approve the Company's annual budget and final financial plans</li> <li>(6) To review and approve the Company's profit distribution and loss mitigation plan</li> <li>(7) To review and approve plans for adjustment or change of the Company's profit distribution policy</li> <li>(8) To adopt resolutions on the increase or reduction of the register capital of the Company</li> <li>(9) To adopt resolutions on the issuance of</li> </ol>	<p><b>Article 8.</b> The shareholders' general meeting is the authority of the Company and shall exercise the following powers according to the laws</p> <ol style="list-style-type: none"> <li>(1) To decide on the Company's business strategy and investment plans.</li> <li>(2) To elect and replace Board director and <b>the no-employee</b> Supervisor, and to decide on matters relating to the remunerations of such directors and supervisors</li> <li>(3) To review and approve the work reports of the Board of directors</li> <li>(4) To review and approve the work reports of the Board of Supervisors</li> <li>(5) To review and approve the Company's annual budget and final financial plans</li> <li>(6) To review and approve the Company's profit distribution and loss mitigation plan</li> <li>(7) To review and approve plans for adjustment or change of the Company's profit distribution policy</li> <li>(8) To adopt resolutions on the increase or reduction of the register capital of the Company</li> <li>(9) To adopt resolutions on the issuance of corporate bonds</li> </ol>



<b>Existing</b>	<b>Amended</b>
<p>corporate bonds</p> <p>(10) To adopt resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company</p> <p>(11) To amend the Articles of Association</p> <p>(12) To adopt resolution on the hiring, dismissal or non-renewal of the accounting firm by the Company</p> <p>(13) To review and approve the loan guarantees as stipulated in Article 44 of the Articles of Association</p> <p>(14) To review and approve the purchase or sale of major assets by the Company that within one year exceed 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(15) To review and approve changes in the usage of the raised funds</p> <p>(16) To review equity incentive scheme and employee stock option plans</p> <p>(17) To review the connected transaction between the Company and its subsidiary (except for the transactions that involves the loan guarantee, donating cash, and the debts waived from the obligations of the listed company) with the value of more than RMB 30 million and accounting for more than 5% of the absolute audited net assets of the Company in the latest fiscal period</p> <p>(18) To deliberate the proposals made by the shareholders who individually or collectively hold more than 3% (inclusive) of the voting shares of the Company</p> <p>(19) To review other matters that should be decided by the shareholders' general meeting as stipulated by the laws, regulations, industry rules and the Articles of Association.</p> <p>The above-mentioned power of the shareholders' general meeting may not be exercised by the Board of directors or other institutions and individuals in the form of authorization.</p>	<p>(10) To adopt resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company</p> <p>(11) To amend the Articles of Association</p> <p>(12) To adopt resolution on the hiring, dismissal or non-renewal of the accounting firm by the Company</p> <p>(13) To review and approve the loan guarantees as stipulated in Article 44 of the Articles of Association</p> <p>(14) To review and approve the purchase or sale of major assets by the Company that within one year exceed 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(15) To review and approve changes in the usage of the raised funds</p> <p>(16) To review equity incentive scheme and employee stock option plans</p> <p>(17) To review the connected transactions between the Company and its subsidiary (except for the transactions that involves the loan guarantee , donating cash, and the debts waived from the obligations of the listed company) with the value of more than RMB 30 million and accounting for more than 5% of the absolute audited net assets of the Company in the latest fiscal period, <b>or other connected transaction as defined by the regulatory authority where the stocks are listed and traded.</b></p> <p>(18) To deliberate the proposals made by the shareholders who individually or collectively hold more than 3% (inclusive) of the voting shares of the Company</p> <p>(19) To review other matters that should be decided by the shareholders' general meeting as stipulated by the laws, regulations, industry rules, <b>the regulatory rules in the place where the stocks are listed and traded</b> and the Articles of Association.</p> <p>The above-mentioned power of the shareholders' general meeting may not be exercised by the Board of directors or other institutions and individuals in the form of authorization.</p>

<b>Existing</b>	<b>Amended</b>
<p><b>Article 9.</b> The following external loan guarantee by the Company shall be reviewed and approved by the shareholders' general meeting:</p> <p>(1) A single guarantee deal exceeding 10% of the audited net assets of the Company in the latest fiscal period</p> <p>(2) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 50% of the audited net assets of the Company in the latest fiscal period</p> <p>(3) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(4) The guarantee after the accumulative guarantees provided by the Company and its subsidiaries in the last 12 months exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) The guarantee to the client whose asset-liability ratio exceeds 70% as indicated in its latest financial statement</p> <p>(6) The guarantee to shareholders, the actual controllers and their connected parties</p> <p>(7) Other guarantees as stipulated by the Shanghai Stock Exchange or the Articles of Association.</p> <p>For the guarantee within the authority scope of the Board of directors, approval shall be obtained from more than two-thirds of the Board directors present at the Board meeting instead of the consent of more than half of all the directors in normal case. The guarantee prescribed in item (4) shall be approved by more than two-thirds of the voting rights of the shareholders attending the meeting.</p>	<p><b>Article 9.</b> The following external loan guarantee by the Company shall be reviewed and approved by the shareholders' general meeting:</p> <p>(1) A single guarantee deal exceeding 10% of the audited net assets of the Company in the latest fiscal period</p> <p>(2) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 50% of the audited net assets of the Company in the latest fiscal period</p> <p>(3) Any guarantee after the accumulative guarantees provided by the Company and its subsidiaries exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(4) The guarantee after the accumulative guarantees provided by the Company and its subsidiaries in the last 12 months exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) The guarantee to the client whose asset-liability ratio exceeds 70% as indicated in its latest financial statement</p> <p>(6) The guarantee to shareholders, the actual controllers and their connected parties</p> <p>(7) Other guarantees as stipulated by <b>the law, regulation, the regulatory rules of the stock exchange where the Company's stocks are listed,</b> or the Articles of Association.</p> <p>For the guarantee within the authority scope of the Board of directors, approval shall be obtained from more than two-thirds of the Board directors present at the Board meeting instead of the consent of more than half of all the directors in normal case. The guarantee prescribed in item (4) shall be approved by more than two-thirds of the voting rights of the shareholders attending the meeting.</p>
<p><b>Article 11.</b> The Company may convene an extraordinary general meeting within 2 months from the date of occurrence of the following circumstance</p> <p>(1) The number of Board director is less than 2/3 of the number as required by the Corporate Law or the Articles of Association</p>	<p><b>Article 11.</b> the Company may convene an extraordinary general meeting within 2 months from the date of occurrence of the following circumstance</p> <p>(1) The number of Board director is less than 2/3 of the number as required by the Corporate Law or the Articles of Association</p>

<b>Existing</b>	<b>Amended</b>
<p>(2) The uncovered losses of the Company amount to 1/3 of the total paid capital</p> <p>(3) Under the request of the shareholder who individually or collectively hold no less than 10% of the Company's total stocks</p> <p>(4) Whenever deemed necessary by the Board of directors</p> <p>(5) When suggested by the Board of Supervisors</p> <p>(6) When suggested by no less than two independent Board directors</p> <p>(7) Other circumstance as stipulated by law and regulations, the industry rules or the Articles of Association</p> <p>For the calculation of the shareholding ratio as specified in item (3) above, the date on which the shareholder makes the written request shall be deemed as the benchmark date of calculation.</p>	<p>(2) The uncovered losses of the Company amount to 1/3 of the total paid capital</p> <p>(3) Under the request of the shareholder who individually or collectively hold no less than 10% of the Company's total stocks</p> <p>(4) Whenever deemed necessary by the Board of directors</p> <p>(5) When suggested by the Board of Supervisors</p> <p>(6) When suggested by no less than two independent Board directors</p> <p>(7) Other circumstances as stipulated by law and regulations, the industry rules, <b>the regulatory rules of the Stock Exchanges where the Company's stocks are listed or the Articles of Association</b></p> <p>For the calculation of the shareholding ratio as specified in item (3) above, the date on which the shareholder makes the written request shall be deemed as the benchmark date of calculation.</p> <p><b>If the extraordinary general meeting is convened in accordance with the requirements of the regulatory rules governing the listing of the Company's shares, the actual date of the meeting may be adjusted accordingly</b></p>
<p><b>Article 12.</b> The Company shall report to the regional office of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the Shanghai Stock Exchange (hereinafter referred to as the "Stock Exchange"), explaining the reasons and make an announcement if it is unable to hold an annual shareholders' general meeting or an extraordinary shareholders' general meeting for any reason within the aforesaid time limit</p>	<p><b>Article 12.</b> The Company shall report to the regional office of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the Shanghai Stock Exchange (hereinafter referred to as the "SHEX"), explaining the reasons and make an announcement if it is unable to hold an annual shareholders' general meeting or an extraordinary shareholders' general meeting for any reason within the aforesaid time limit</p>
<p><b>Article 16.</b> In order to ensure and improve the efficiency of the daily operation of the Company, the shareholders' general meeting has explicitly delegated some of its powers in relation to investments, asset disposal and external guarantee to the Board of Directors as follows:</p> <p>(1) Investments</p> <p>The general meeting of shareholders shall review and approve the medium and long term</p>	<p><b>Article 16.</b> In order to ensure and improve the efficiency of the daily operation of the Company, the shareholders' general meeting has explicitly delegated some of its powers in relation to investments, asset disposal and external guarantee to the Board of Directors as follows <b>unless otherwise specified by the regulatory rules of the place where the Company's stock are listed:</b></p> <p>(1) Investments</p> <p>The general meeting of shareholders shall</p>

<b>Existing</b>	<b>Amended</b>
<p>investment plan and annual investment plan of the Company, and will authorize the Board of directors to evaluate and approve the external investment plan with total amount within a full fiscal year not exceeding 30% of the total audited assets of the Company in the latest fiscal period, including the equity investment, the bond investment, the entrusted financial management, the entrusted loan and other corporate investment behaviors in accordance with laws and regulations.</p> <p>(2) Disposal of assets The board of directors shall be authorized to review and approve other disposals of assets excluding those must be reviewed and approved by the general meeting of shareholders, which refer to the purchase, sale and restructuring of credit and debts.</p> <p>(3) External guarantees a. If the Company provides guarantees for others, the guaranteed shall provide counter-guarantee or other necessary risk mitigation measures to the Company and authorize the Board of Directors to provide external guarantee including but not limited to asset mortgage, pledge, guarantee, etc. exclusive of the circumstances as listed in Article 9 of this Rules of Procedure. b. If the company provides guarantee for the controlling shareholder, a special resolution must be adopted by the shareholders' general meeting. The controlling shareholder shall not participate in the voting process on the provision of such guarantee, which requires more than half of the vote rights held by other shareholders present at the meeting.</p> <p>(4) If any of the investment plan, asset disposal, external guarantee and other matters above mentioned requiring the reviews and approvals by both the shareholders' meeting and the board of directors, it shall be submitted to the shareholders' meeting for approval.</p> <p>(5) If the investment plan, asset disposal</p>	<p>review and approve the medium and long term investment plan and annual investment plan of the Company, and will authorize the Board of directors to evaluate and approve the external investment plan with total amount within a full fiscal year not exceeding 30% of the total audited assets of the Company in the latest fiscal period, including the equity investment, the bond investment, the entrusted financial management, the entrusted loan and other corporate investment behaviors in accordance with laws and regulations.</p> <p>(2) Disposal of assets The board of directors shall be authorized to review and approve other disposals of assets excluding those must be reviewed and approved by the general meeting of shareholders, which refer to the purchase, sale and restructuring of credit and debts.</p> <p>(3) External guarantees a. If the Company provides guarantees for others, the guaranteed shall provide counter-guarantee or other necessary risk mitigation measures to the Company and authorize the Board of Directors to provide external guarantee including but not limited to asset mortgage, pledge, guarantee, etc. exclusive of the circumstances as listed in Article 9 of this Rules of Procedure. b. If the company provides guarantee for the controlling shareholder, a special resolution must be adopted by the shareholders' general meeting. The controlling shareholder shall not participate in the voting process on the provision of such guarantee, which requires more than half of the vote rights held by other shareholders present at the meeting.</p> <p>(4) If any of the investment plan, asset disposal, external guarantee and other matters above mentioned requiring the reviews and approvals by both the shareholders' meeting and the board of directors, it shall be submitted to the shareholders' meeting for approval.</p> <p>(5) If the investment plan, asset disposal and external guarantee above mentioned constitute a</p>

<b>Existing</b>	<b>Amended</b>
<p>and external guarantee above mentioned constitute a connected transactions, the general meeting of shareholders shall review and approve the connected transactions with a amount of more than 30 million yuan and more than 5% of the audited net asset value of the company in the latest period (except for the guarantee provided by the Company and the cash assets donation), The Board of Directors is authorized to review and decide on the connected transactions within the following scope (except for guarantee provided by the Company and the cash assets donation) :</p> <p>(1) the connected transactions with the amount less than 30 million yuan and less than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p>(2) the connected transactions with the amount less than 30 million yuan but higher than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p>(3) the connected transactions with the amount greater than 30 million yuan but less than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p>Other matters authorized by the shareholders' general meeting to be decided by the board of directors shall be specified by the resolution of the shareholders' general meeting or the rules adopted by the shareholders' general meeting</p>	<p>connected transactions, the general meeting of shareholders shall review and approve the connected transactions with a amount of more than 30 million yuan and more than 5% of the audited net asset value of the company in the latest period (except for the guarantee provided by the Company and the cash assets donation), The Board of Directors is authorized to review and decide on the connected transactions within the following scope (except for guarantee provided by the Company and the cash assets donation) :</p> <p>(1) the connected transactions with the amount less than 30 million yuan and less than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p>(2) the connected transactions with the amount less than 30 million yuan but higher than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p>(3) the connected transactions with the amount greater than 30 million yuan but less than 5% of the absolute audited net assets of the listed company in the latest fiscal period</p> <p><b>If the aforesaid matters need to be submitted to the general meeting of shareholders for consideration in accordance with the regulatory rules of the places where the Company's shares are listed, the Board of directors and the management can only implement them after the relevant resolution is approved by the general meeting of shareholders.</b></p> <p>Other matters authorized by the shareholders' general meeting to be decided by the board of directors shall be specified by the resolution of the shareholders' general meeting or the rules adopted by the shareholders' general meeting</p>
<p><b>Article 17.</b> The shareholders' meeting may delegate the Board of Directors to make decisions within the scope of authorization on specific matters which has been approved by the resolution and cannot or do not need to be decided at the shareholders' meeting if it is</p>	<p><b>Article 17.</b> The shareholders' meeting may delegate the Board of Directors to make decisions within the scope of authorization on specific matters which has been approved by the resolution and cannot or do not need to be decided at the shareholders' meeting if it is necessary, reasonable and in</p>

<b>Existing</b>	<b>Amended</b>
<p>necessary, reasonable and in compliance with the provisions of the relevant laws</p>	<p>compliance with <b>the regulatory rules of the places where the Company's stocks are listed.</b></p>
<p><b>Article 22.</b> If the Board of Supervisors or the shareholders decide to summon a shareholders' general meeting on their discretion, they shall notify the Board of directors in writing and file with the Stock Exchange at the same time.</p> <p>Prior to the announcement on the resolution of the shareholders' meeting, the proportion of the convened shareholders shall not be less than 10% of shareholding.</p> <p>The Board of Supervisors or the shareholders shall submit relevant certificate to the CSRC regional office where the Company is located and the Stock Exchange before issuing the notice and the announcement on the resolutions of the shareholders' general meeting.</p>	<p><b>Article 22.</b> If the Board of Supervisors or the shareholders decide to summon a shareholders' general meeting on their discretion, they shall notify the Board of directors in writing and file with <b>Shanghai</b> Stock Exchange at the same time.</p> <p>Prior to the announcement on the resolution of the shareholders' meeting, the proportion of the convened shareholders shall not be less than 10% of shareholding.</p> <p>The board of Supervisors or the shareholders shall submit relevant certificate to the CSRC regional office where the Company is located and <b>Shanghai</b> Stock Exchange before issuing the notice and the announcement on the resolutions of the shareholders' general meeting.</p>
<p><b>Article 25.</b> The proposal of agenda to be discussed shall fall within the power and authority of the shareholders' general meeting, having clear topic and specific resolution and in line with the relevant provisions of laws, regulations and the Articles of Association</p>	<p><b>Article 25.</b>The proposal of agenda to be discussed shall fall within the power and authority of the shareholders' general meeting, having clear topic and specific resolution and in line with the relevant provisions of laws, regulations, <b>the regulatory rules of the place where the Company's Stocks are listed,</b> the Articles of Association</p>
<p><b>Article 26.</b> The board of directors, the Board of supervisors and the shareholders individually or collectively holding more than 3% of the shares of the Company have the right to make the proposal of agenda to the Company before the general meeting of the shareholders.</p> <p>The shareholder individually or in aggregate holding more than 3% of the shares of the Company may put forward his proposals and submit them in writing to the convener 10 days before the date of shareholders' general meeting. If the proposal complies with the provisions of Article 25 aforesaid, the convener shall, within 2 days after the receipt of the proposal, publish a supplementary notice on the shareholders' meeting to disclose the agenda of the proposal.</p> <p>If the convener decides to exclude the proposal in the agenda of the meeting, it shall, within 2 days after receiving the proposal, issue</p>	<p><b>Article 26.</b> The board of directors, the Board of supervisors and the shareholders individually or collectively holding more than 3% of the shares of the Company have the right to make the proposal of agenda to the Company before the general meeting of the shareholders.</p> <p>The shareholder individually or in aggregate holding more than 3% of the shares of the Company may put forward his proposals and submit them in writing to the convener 10 days before the date of shareholders' general meeting. If the proposal complies with the provisions of Article 25 aforesaid, the convener shall, within 2 days after the receipt of the proposal, publish a supplementary notice on the shareholders' meeting to disclose the agenda of the proposal. <b>If the general meeting of shareholders must be postponed because of issuing supplementary notice in accordance with the regulatory rules of the place where the</b></p>

<b>Existing</b>	<b>Amended</b>
<p>a notice of not including the proposal in the agenda of the meeting and explaining the reasons thereof. Explanations shall also be made at the shareholders' meeting, and the proposal and the explanation by the convenor shall be disclosed together with the resolution of the shareholders' meeting after the conclusion of the meeting.</p> <p>Except for the abovementioned circumstance, the convenor shall not add new proposals or alter the proposals already set out in the notice of shareholders' general meeting.</p> <p>Any proposal not listed in the notice of the shareholders' meeting or not in compliance with the provision of Article 25 aforesaid shall not be deliberated and voted on at the meeting</p>	<p><b>Company's stocks are listed, the general meeting of shareholders shall be postponed accordingly.</b></p> <p>If the convenor decides to exclude the proposal in the agenda of the meeting, it shall, within 2 days after receiving the proposal, issue a notice of not including the proposal in the agenda of the meeting and explaining the reasons thereof. Explanations shall also be made at the shareholders' meeting, and the proposal and the explanation by the convenor shall be disclosed together with the resolution of the shareholders' meeting after the conclusion of the meeting.</p> <p>Except for the abovementioned circumstance, the convenor shall not add new proposals or alter the proposals already set out in the notice of shareholders' general meeting.</p> <p>Any proposal not listed in the notice of the shareholders' meeting or not in compliance with the provision of Article 25 aforesaid shall not be deliberated and voted on at the meeting</p>
<p><b>Article 27.</b> The convenor shall notify the shareholders by public announcement 20 days prior to the date of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The date of the meeting shall not be counted for calculating the period between the notice of the meeting and the date of the meeting, whereas the date of the notice shall be included.</p>	<p><b>Article 27.</b> The convenor shall notify the shareholders <b>in written( including the public announcement) 21</b> days prior to the date of the annual general meeting and 15 days <b>in writing( including the public announcement)</b> prior to the convening of the extraordinary general meeting.</p> <p>The date of the meeting shall not be counted for calculating the days between the notice of the meeting and the date of the meeting, whereas the date of the notice shall be included</p>
<p><b>Article 28.</b> The notice of the shareholders' general meeting shall specify the follows:</p> <ol style="list-style-type: none"> <li>(1) The date, place and duration of the meeting</li> <li>(2) The agendas and proposals submitted to the meeting for deliberation</li> <li>(3) Clearly stating that all shareholders are entitled to participate the shareholders' general meeting or may appoint a proxy in writing to attend and vote on the meeting, and such proxy need not be a shareholder of the Company</li> <li>(4) The share equity registration date for the</li> </ol>	<p><b>Article 28.</b> The notice of the shareholders' general meeting shall specify the follows:</p> <ol style="list-style-type: none"> <li>(1) The date, place and duration of the meeting</li> <li>(2) The agendas and proposals submitted to the meeting for deliberation</li> <li>(3) Clearly stating that all shareholders are entitled to participate the shareholders' general meeting or may appoint a proxy in writing to attend and vote on the meeting, and such proxy need not be a shareholder of the Company</li> <li>(4) The share equity registration date for the shareholders attending the general meeting</li> </ol>

<b>Existing</b>	<b>Amended</b>
<p>shareholders attending the general meeting</p> <p>(5) The contact person and telephone number of the meeting</p> <p>(6) Time and procedures for voting through internet or other means</p>	<p>(5) The contact person and telephone number of the meeting</p> <p>(6) Time and procedures for voting through internet or other means</p> <p><b>(7) other requirement in accordance with the law and regulation, the industry rules, the regulatory rules of the Stock Exchanges where the Company's stocks are listed, the Articles of Association</b></p>
<p><b>Article 29.</b> All the proposals and agendas shall be fully and completely disclosed to the public in the notice and the supplementary notice of the shareholders' general meeting together with materials or explanations necessary for shareholders to make a reasonable judgment on the subjects to be discussed. If required, the opinion and explanation by the independent directors shall be disclosed together with the notice or supplementary notice of the shareholders' meeting.</p>	<p><b>Article 29.</b>All the proposals and agendas <b>shall include the content as required by the regulatory rules of the Stock Exchanges where the Company's stocks are listed and the Articles of Association</b> and shall be fully and completely disclosed to the public in the notice and the supplementary notice of the shareholders' general meeting together with materials or explanations necessary for shareholders to make a reasonable judgment on the subjects to be discussed. If required, the opinion and explanation by the independent directors shall be disclosed together with the notice or supplementary notice of the shareholders' meeting.</p>
<p><b>Article 32.</b> The shareholders' meeting shall not be postponed or cancelled without proper justification once the notice of the meeting is disclosed and the proposals and agendas listed in the notice shall not be cancelled. In case of any postponement or cancellation, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting.</p>	<p><b>Article 32.</b> The shareholders' meeting shall not be postponed or cancelled without proper justification once the notice of the meeting is disclosed and the proposals and agendas listed in the notice shall not be cancelled. In case of any postponement or cancellation, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting.</p> <p><b>If the regulatory rules of the place where the Company's stocks are listed have special provisions on the procedures on postponing or canceling the shareholders' meeting, such provisions shall prevail if there is no contradiction with the domestic regulatory requirement</b></p>
<p><b>Article 33.</b> The Company shall hold the general meeting of shareholders at the resident place, or the place prescribed in the Articles of association.</p> <p>The shareholders' general meeting shall be</p>	<p><b>Article 33.</b> The Company shall hold the general meeting of shareholders at the resident place, or the place prescribed in the Articles of association.</p> <p>The shareholders' general meeting shall be</p>



<b>Existing</b>	<b>Amended</b>
<p>held in the form of on-site meeting and the Company shall, in accordance with the provisions of laws, regulations, CSRC and the Articles of Association, facilitate the shareholders' participation through the secure, economical and convenient online option or other means, Shareholders who attend the shareholders' general meeting through such means shall be deemed to be present.</p> <p>Shareholders may attend the shareholders' general meeting in person or by the proxies who attend and vote on their behalf.</p>	<p>held in the form of an on-site meeting and the Company shall, in accordance with the provisions of laws, regulations, CSRC and the Articles of Association, facilitate the shareholders' participation through the secure, economical and convenient online options or other means, Shareholders who attend the shareholders' general meeting through such means shall be deemed to be present.</p>
<p><b>Article 36.</b> All shareholders (or their agents) as registered on the date of equity registration are eligible to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of association.</p> <p>The shareholders may attend the meeting in person or appoint a proxy to attend and vote on their behalf</p>	<p><b>Article 36.</b> All shareholders (or their agents) as registered on the date of equity registration are eligible to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of association.</p> <p>The shareholders may attend the meeting in person or appoint a proxy <b>(not necessarily being a shareholder)</b> to attend and vote on their behalf.</p>
<p><b>Article 37.</b> If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates to prove his/her identity, the stock account card; If an agent is entrusted to attend the meeting, he/she shall present his/her valid ID card and the power of attorney signed by the shareholder.</p> <p>An institutional shareholder shall attend the meeting by its legal representative, or an agent entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and the valid certificate verifying his/her qualification as legal representative; If an agent is entrusted to attend the meeting, the agent shall present his/her ID card and a written power of attorney signed by the legal representative of the institutional shareholder according to the relevant law</p>	<p><b>Article 37.</b> If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates to prove his/her identity, the stock account card; If an agent is entrusted to attend the meeting, he/she shall present his/her valid ID card and the power of attorney signed by the shareholder.</p> <p>An institutional shareholder shall attend <b>and vote on</b> the meeting by its legal representative, or an agent entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and the valid certificate verifying his/her qualification as legal representative; If an agent is entrusted to attend the meeting, the agent shall present his/her ID card and a written power of attorney signed by the legal representative of the institutional shareholder according to relevant law <b>except of the shareholders who are the qualified Clearing houses (or their agents) as defined by relevant ordinances in force from time to time under the</b></p>

Existing	Amended
	<b>laws of Hong Kong or the regulatory rules of the place where the Company's shares are listed</b>
<p><b>Article 38.</b> A power of attorney signed by a shareholder entrusting others to attend the shareholders' general meeting shall contain the following:</p> <ol style="list-style-type: none"> <li>(1) The name of the trustee</li> <li>(2) Whether they have the right to vote</li> <li>(3) Instruction to vote for, against or abstain from voting separately on each item under consideration in the agendas of the shareholders' general meeting</li> <li>(4) Date and validity period of the power of attorney</li> <li>(5) Signature (or seal) of the client. If the client is an institutional shareholder, the seal of the institution shall be affixed</li> </ol>	<p><b>Article 38.</b> A power of attorney signed by a shareholder entrusting others to attend the shareholders' general meeting shall contain the following:</p> <ol style="list-style-type: none"> <li>(1) The name of the trustee</li> <li>(2) Whether they have the right to vote</li> <li>(3) Instruction to vote for, against or abstain from voting separately on each item under consideration in the agendas of the shareholders' general meeting</li> <li>(4) Date and validity period of the power of attorney</li> <li>(5) Signature (or seal) of the client. If the client is an institutional shareholder, the seal of the institution shall be affixed <b>or the signatory by the authorized representative.</b></li> </ol>
<p><b>Article 40.</b> If a power of attorney for proxy voting is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized and to be kept at the Company's residence or other place designated in the notice of the meeting.</p> <p>If the client is an institutional shareholder, the legal representative or a person authorized by its board of directors or other decision-making body shall attend the shareholders' meeting on behalf of the institution.</p> <p>If, prior to the voting, the principal has died, lost capacity, revoked the appointment and the authorization to sign the appointment, or the relevant shares have been transferred, the vote made by the proxy of such shareholders shall remain valid as long as the Company has not received written notice on such issue before the commencement of the meeting.</p>	<p><b>Article 40.</b> If a power of attorney for proxy voting is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized and to be kept at the Company's residence or other place designated in the notice of the meeting.</p> <p>If the client is an institutional shareholder, the legal representative or a person authorized by its board of directors or other decision-making body shall attend the shareholders' meeting on behalf of the institution.</p> <p><b>If a shareholder is a qualified Clearing house (or its agent), such shareholder may authorize one or more persons at his discretion to act as his representative at any general meeting of shareholder or the creditors' meeting; However, if more than one person is authorized, the power of attorney shall set out the number and type of shares to which each person is authorized and to be signed by an authorized representative of a qualified Clearing house. A person authorized in such way may exercise rights on behalf of a qualified Clearing house (or its agent) without necessarily presenting a certificate of shareholding or the notarized authorization and/or further evidence</b></p>

Existing	Amended
	<p><b>of official authorization, and shall enjoy the same legal rights as other shareholders including the right to speak and vote as if the person were an individual shareholder of the Company.</b></p> <p>If, prior to the voting, the principal had died, lost capacity, revoked the appointment and the authorization to sign the appointment, or the relevant shares have been transferred, the vote made by the proxy of such shareholders shall remain valid as long as the Company has not received written notice on such issue before the commencement of the meeting.</p>
<p><b>Article 43.</b> When a shareholders' general meeting is convened, all Board directors, supervisors and the Company secretary shall attend the meeting, and the President and other senior management of the Company shall be at present of the meeting as non-voting delegate.</p>	<p><b>Article 43.</b> When a shareholders' general meeting is convened, all Board directors, supervisors and the company secretary shall attend the meeting, and the President and other senior management of the Company shall be at present of the meeting as non-voting delegate.</p> <p><b>Subject to the compliance with the regulatory rules of the place where the Company's stocks are listed, the aforesaid person may attend or sit in on the meeting through the internet, video conference, teleconference or other means with the same effect.</b></p>
<p><b>Article 44.</b> The shareholders' general meeting shall be convened by the Board of directors and presided over by the Chairman. If the Chairman is unable to perform his duties or fails to perform the duties, the co-chairman shall preside over the meeting (if the Company has two or more co-chairman, the co-chairman elected by more than half of the directors shall preside). If the co-chairman is unable or fail to perform the duties, the vice Chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall preside), and if the vice Chairman is unable or fail to perform the duty, a Board director elected by more than half of the directors shall preside.</p> <p>The shareholders' general meeting convened by the Supervisory Board itself shall be presided over by the chairman of the</p>	<p><b>Article 44.</b> The shareholders' general meeting shall be convened by the Board of directors and presided over by the Chairman. If the Chairman(<b>if any</b>) is unable to perform his duties or fails to perform the duties, the co-chairman shall preside over the meeting (<b>if any</b> the Company has two or more co-chairman, the co-chairman elected by more than half of the directors shall preside). If the co-chairman is unable or fail to perform the duties, the vice Chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall preside), and if the vice Chairman is unable or fail to perform the duty, a Board director elected by more than half of the directors shall preside.</p> <p>The shareholders' general meeting convened by the Supervisory Board itself shall be presided over by the chairman of the Supervisory Board. If</p>

<b>Existing</b>	<b>Amended</b>
<p>Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his duties, a supervisor elected by more than half of the supervisors shall preside.</p> <p>A general meeting of shareholders convened by the shareholders themselves shall be presided over by a representative elected by the shareholder. If for any reason the convenor is unable to elect a representative, the shareholder holding the largest number of voting shares (including the shareholder's agent) shall preside over the meeting.</p> <p>If the moderator of the shareholders' meeting violates the rules and procedures and the shareholders' meeting cannot continue, the shareholders may elect one person to act as the moderator and continue the meeting after obtaining the consent of more than half of the shareholders who has the voting right at presence of meeting.</p>	<p>the chairman of the Supervisory Board is unable or fails to perform his duties, <b>the vice chairman(if any) of the Supervisory Board shall preside, and if the vice chairman of the Supervisory Board is unable or fails to perform the duty</b>, a supervisor elected by more than half of the supervisors shall preside.</p> <p>A general meeting of shareholders convened by the shareholders themselves shall be presided over by a representative elected by the shareholder. If for any reason the convenor is unable to elect a representative, the shareholder holding the largest number of voting shares (including the shareholder's agent) shall preside over the meeting.</p> <p>If the moderator of the shareholders' meeting violates the rules and procedures and the shareholders' meeting cannot continue, the shareholders may elect one person to act as the moderator and continue the meeting after obtaining the consent of more than half of the shareholders who has the voting right at presence of meeting.</p>
<p><b>Article 48.</b> The convenor shall ensure that the shareholders' general meeting is held until a final resolution is adopted. If the shareholders' general meeting is suspended or no resolution can be made due to Force majeure or other reasons, all necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or to cancel the shareholders' general meeting, and an announcement shall be made on time. Meanwhile, the convenor shall report the issue to the local office of CSRC and the stock exchange.</p>	<p><b>Article 48.</b> The convenor shall ensure that the shareholders' general meeting is held until a final resolution is adopted. If the shareholders' general meeting is suspended or no resolution can be made due to Force majeure or other reasons, all necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or to cancel the shareholders' general meeting, and an announcement shall be made on time. Meanwhile, the convenor shall report the issue to the local office of CSRC and the stock exchanges <b>where the Company's stocks are listed.</b></p>
<p><b>Article 49.</b> Resolution of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be adopted by more than half of the voting rights held by the shareholders at the shareholders' meeting (including the shareholders' agent).</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the shareholders at the shareholders' meeting</p>	<p><b>Article 49.</b> Resolution of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be adopted by more than half of the voting rights held by the <b>eligible</b> shareholders at the shareholders' meeting (including the shareholders' agent).</p> <p>A special resolution shall be adopted by more than two-thirds of the voting rights held by the <b>eligible</b> shareholders at the shareholders' meeting</p>

<b>Existing</b>	<b>Amended</b>
(including the shareholders' agent)	(including the shareholders' agent).
<p><b>Article 50.</b> The followings shall be adopted by the ordinary resolution of the shareholders' general meeting:</p> <p>(1) Work report of the Board of Directors and the Supervisory Board</p> <p>(2) Profit distribution plan and loss recovery plan prepared by the Board of Directors</p> <p>(3) The connected transaction in need of the deliberation by the general meeting of shareholder</p> <p>(4) Appointment or removal of member of the Board of Directors, the Supervisory Board and their compensation package and methods of payment</p> <p>(5) The election and replacement of members of the Board of Supervisors who are representatives of the shareholders, and their compensation package and methods of payment</p> <p>(6) The Company's annual budget and financial report</p> <p>(7) Hiring and dismissing the auditor firm</p> <p>(8) The annual report of the Company</p> <p>(9) other matters except the special resolution as required by laws and regulations, the articles of association</p>	<p><b>Article 50.</b> The followings shall be adopted by the ordinary resolution of the shareholders' general meeting:</p> <p>(1) Work report of the Board of Directors and the Supervisory Board</p> <p>(2) Profit distribution plan and loss recovery plan prepared by the Board of Directors</p> <p>(3) The connected transaction in need of the deliberation by the general meeting of shareholder</p> <p>(4) Appointment or removal of member of the Board of Directors, the Supervisory Board and their compensation package and methods of payment</p> <p>(5) The Company's annual budget and financial report</p> <p><b>(6) The hiring, dismiss and non-renewal of the accounting firm and the payment hereof</b></p> <p>(7) The annual report of the Company</p> <p>(8) Other matters except the special resolution as required by laws and regulations, <b>the regulatory rules of the place where the Company's stocks are listed</b>, or the articles of association</p>
<p><b>Article 51.</b> The followings shall be adopted by special resolution of the shareholders' general meeting:</p> <p>(1) To increases or decreases of the Company's register capital and to issues stocks, warrants and other similar securities of the kind</p> <p>(2) To issue corporate bond</p> <p>(3) The division, merger, change of incorporation, dissolution and liquidation of the Company</p> <p>(4) The purchase or sale of major assets or the amount of guarantee by the Company within one year exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) Amendment to the Articles of Association</p> <p>(6) The amendment of profit distribution plan</p> <p>(7) Stocks redemption scheme</p>	<p><b>Article 51.</b> The followings shall be adopted by special resolution of the shareholders' general meeting:</p> <p>(1) To increases or decreases of the Company's register capital and to issues stocks, warrants and other similar securities of the kind</p> <p>(2) To issue corporate bond</p> <p>(3) The division, merger, change of incorporation, dissolution and liquidation <b>(inclusive of volunteer liquidation)</b> of the Company</p> <p>(4) The purchase or sale of major assets or the amount of guarantee by the Company within one year exceeding 30% of the total audited assets of the Company in the latest fiscal period</p> <p>(5) Amendment to the Articles of Association</p> <p><b>(6) The amendment of profit distribution plan</b></p> <p>(7) Stocks redemption scheme</p>

<b>Existing</b>	<b>Amended</b>
<p>(8) Option incentive scheme</p> <p>(9) Other matters as stipulated by laws, regulations, the Articles of Association, as well as those determined by ordinary resolution of the Shareholders' meeting with significant impact on the Company and in need of special resolution</p>	<p>(8) Option incentive scheme</p> <p>(9) Other matters as stipulated by laws, regulations, <b>the regulatory rules of the place where the company's stocks are listed</b>, the Articles of Association, as well as those determined by ordinary resolution of the Shareholders' meeting with significant impact on the Company and in need of special resolution</p>
<p><b>Article 52.</b> When voting at the shareholders' general meeting, a shareholder (including a shareholder's proxy) shall exercise his voting right with the number of voting shares he represents with each share equivalent to one vote.</p> <p>When major matters affecting the interests of small and medium investors are deliberated at the shareholders' general meeting, votes for small and medium investors shall be counted separately with the vote results be publicly disclosed in time.</p> <p>The shares of the Company held by the Company itself have no voting rights and are not included in the total number of voting at the shareholders' meeting.</p> <p>If a shareholder's purchasing of voting shares of the Company in breach of the provisions of paragraph 1, 2 of Article 63 of the Securities Law of the People's Republic of China, the port of shares in excess of the prescribed proportion is not eligible to the voting right within 36 months after the purchase and shall not be included in the total number of voting shares at shareholders' meeting.</p> <p>The company's Board of directors, the independent Board directors, any shareholder holding more than 1% of the voting shares, the investor protection agency established in accordance with laws, regulations or the provisions of the CSRC, may publicly solicit shareholders' voting rights. The solicitor shall fully disclose the voting intention and other information to the persons to whom the solicitation is made. It is prohibited to solicit</p>	<p><b>Article 52.</b> When voting at the shareholders' general meeting, a shareholder (including a shareholder's proxy) shall exercise his voting right with the number of voting shares he represents with each share equivalent to one vote.</p> <p>When major matters affecting the interests of small and medium investors are deliberated at the shareholders' general meeting, votes for small and medium investors shall be counted separately with the vote results be publicly disclosed in time.</p> <p>The shares of the Company held by the Company itself have no voting rights and are not included in the total number of voting at the shareholders' meeting.</p> <p>If a shareholder's purchasing of voting shares of the Company in breach of the provisions of paragraph 1, 2 of Article 63 of the Securities Law of the People's Republic of China, the port of shares in excess of the prescribed proportion is not eligible to the voting right within 36 months after the purchase and shall not be included in the total number of voting shares at shareholders' meeting.</p> <p><b>In accordance with applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder abstaining from voting on a particular resolution restrict any shareholder to voting only for (or against) the resolution, the number of votes cast by such shareholder or his representative in breach of the relevant provisions or restrictions shall not be counted</b></p> <p>The company's Board of directors, the independent Board directors, any shareholder holding more than 1% of the voting shares, the investor protection agency established in accordance with laws, regulations or the provisions</p>

<b>Existing</b>	<b>Amended</b>
<p>shareholders' voting rights in the way of paying money or other disguised form. Unless otherwise specified, the company does not impose a threshold limit on the solicited voting rights.</p>	<p>of the CSRC, may publicly solicit shareholders' voting rights. The solicitor shall fully disclose the voting intention and other information to the persons to whom the solicitation is made. It is prohibited to solicit shareholders' voting rights in the way of paying money or other disguised form. Unless otherwise specified, the company does not impose a threshold limit on the solicited voting rights.</p>
<p><b>Article 53.</b> When the shareholders' meeting deliberates the connected transactions, the shareholders in question shall not participate in voting and their number of voting shares shall not be included in the total number of valid voting; The announcement on the resolution of the shareholders' general meeting shall fully disclose the voting results by the non-connected shareholders.</p>	<p><b>Article 53.</b> When the shareholders' meeting deliberates the connected transactions, the shareholders in question shall not participate in voting and their number of voting shares shall not be included in the total number of valid voting; The announcement on the resolution of the shareholders' general meeting shall fully disclose the voting results by the non-connected shareholders</p> <p><b>The connected transactions shall be voted by the non-connected shareholders present at the meeting, and it shall only be approved when more than half of the valid voting rights; If the transaction requires a special resolution, it shall be approved by the votes representing more than two-thirds of the valid voting rights held by shareholders (including shareholders' proxies) at the general meeting.</b></p> <p><b>In accordance with applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder abstaining from voting on a particular resolution restrict any shareholder to voting only for (or against) the resolution, the number of votes cast by such shareholder or his representative in breach of the relevant provisions or restrictions shall not be counted</b></p>
<p><b>Article 55.</b> The list of candidates for Board directors and supervisors shall be submitted to the general meeting of shareholders as a proposal for vote.</p> <p>The Board of directors, the Board of supervisors, or any shareholder holding more than 3% of the issued stocks of the Company alone or collectively may nominate the candidate of the Board directors. The board of supervisors</p>	<p><b>Article 55.</b> The list of candidates for Board directors and supervisors shall be submitted to the general meeting of shareholders as a proposal for vote.</p> <p>The Board of directors, the Board of supervisors, or any shareholder holding more than 3% of the issued stocks of the Company alone or collectively may nominate the candidate of the Board directors. The board of supervisors of the</p>

<b>Existing</b>	<b>Amended</b>
<p>of the Company or any shareholder alone or collectively holding more than 3% of the issued stock of the Company may nominate candidates for the Board supervisor. The board of directors, the Board of supervisors, or any shareholder alone or collectively holding more than 1% of the issued stocks of the Company may nominate the candidates for independent directors. The Board of directors shall review the proposal of candidate list in accordance with the procedures prescribed by laws, regulations and the Articles of Association and submit it to the general meeting of shareholders for deliberation. The written notices of the candidates' willingness to accept the nominations shall be sent to the Company 10 days before the general meeting of shareholders.</p> <p>The election of Board directors (including independent directors) and supervisors (referring to supervisors who are non-employee representatives) shall be subject to a cumulative voting system, in which each share shall have the same voting rights as the number of Board directors or supervisors to be elected. And the voting rights of the shareholders may be used collectively. The Board of directors shall disclose the resume and profile of the candidate Board director and supervisor to the shareholders.</p> <p>When the general meeting of shareholders of the Company applies the cumulative voting system to elect the Board directors and supervisors, the following principles shall be observed:</p> <p>(1) The cumulative voting system shall be adopted when two or more Board directors or supervisors are elected at the Company's general meeting of shareholders</p> <p>(2) Under the cumulative voting system, the Board directors and supervisors shall be elected separately, and the independent directors and other member of the Board shall be elected separately as well</p>	<p>Company or any shareholder alone or collectively holding more than 3% of the issued stock of the Company may nominate candidates for the Board supervisor. The board of directors, the Board of supervisors, or any shareholder alone or collectively holding more than 1% of the issued stocks of the Company may nominate the candidates for independent directors. The Board of directors shall review the proposal of candidate list in accordance with the procedures prescribed by laws, regulations and the Articles of Association and submit it to the general meeting of shareholders for deliberation.</p> <p>The election of Board directors (including independent directors) and supervisors (referring to supervisors who are non-employee representatives) shall be subject to a cumulative voting system, in which each share shall have the same voting rights as the number of Board directors or supervisors to be elected. And the voting rights of the shareholders may be used collectively. The Board of directors shall disclose the resume and profile of the candidate Board director and supervisor to the shareholders.</p> <p>When the general meeting of shareholders of the Company applies the cumulative voting system to elect the Board directors and supervisors, the following principles shall be observed:</p> <p>(1) The cumulative voting system shall be adopted when two or more Board directors or supervisors are elected at the Company's general meeting of shareholders</p> <p>(2) Under the cumulative voting system, the Board directors and supervisors shall be elected separately, and the independent directors and other member of the Board shall be elected separately as well</p> <p>(3) Each voting share held by a shareholder at present shall have as many voting rights as the number of Board directors or supervisors to be elected, and a shareholder shall be free to either share his/ her voting rights among the candidates for Board director or supervisor, or cast the entire</p>



<b>Existing</b>	<b>Amended</b>
<p>(3) Each voting share held by a shareholder at present shall have as many voting rights as the number of Board directors or supervisors to be elected, and a shareholder shall be free to either share his/ her voting rights among the candidates for Board director or supervisor, or cast the entire voting rights for one candidate</p> <p>(4) In the implementation of the cumulative voting system, the voting shareholder must indicate on the ballot the directors and supervisors he elects and mark the number of votes allocated for each nominated Board directors and supervisor. If the total number of votes used by such shareholder on the ballot exceeds the number of voting rights held by such shareholder, the ballot is invalid, whereas the ballot is valid if the total number of votes allocated by such shareholder does not exceed the number of eligible votes held by such shareholder. When counting the votes, the total number of voting rights won by each candidate shall be calculated separately, and the elected Board director or supervisor shall be ranked and determined based on the aggregate number of votes obtained by the candidates</p> <p>(5) At the shareholders' meeting for the election of directors and supervisors, the Company secretary of the Board of Directors shall explain to the shareholders the details and voting rules of the cumulative voting system and notify them of the voting rights of each share using for the election of directors and supervisors</p>	<p>voting rights for one candidate</p> <p>(4) In the implementation of the cumulative voting system, the voting shareholder must indicate on the ballot the directors and supervisors he elects and mark the number of votes allocated for each nominated Board directors and supervisor. If the total number of votes used by such shareholder on the ballot exceeds the number of voting rights held by such shareholder, the ballot is invalid, whereas the ballot is valid if the total number of votes allocated by such shareholder does not exceed the number of eligible votes held by such shareholder. When counting the votes, the total number of voting rights won by each candidate shall be calculated separately, and the elected Board director or supervisor shall be ranked and determined based on the aggregate number of votes obtained by the candidates</p> <p>(5) At the shareholders' meeting for the election of directors and supervisors, the Company secretary of the Board of Directors shall explain to the shareholders the details and voting rules of the cumulative voting system and notify them of the voting rights of each share using for the election of directors and supervisors</p>
<p><b>Article 62.</b> The Shareholders at presence of the shareholders' meeting shall choose one of the following opinions on the proposals to be voted: for, against or abstention, except of the nominal holders of Shanghai-Hong Kong Stock Connect account as defined by the securities registration and clearing authority who shall otherwise indicate the comment and intention of the actual holders.</p> <p>Any uncompleted, incorrectly filled, illegible voting ballot or voting ballot failing to</p>	<p><b>Article 62.</b> The Shareholders at presence of the shareholders' meeting shall choose one of the following opinions on the proposals to be voted: for, against or abstention, except of the nominal holders of <b>the stock account in the kind of connectivity between the stock exchanges in Mainland China and Hong Kong Stock Exchange</b>, as defined by the securities registration and clearing authority, who shall otherwise indicate the comment and intention of the actual holders.</p> <p>Any uncompleted, incorrectly filled, illegible</p>

<b>Existing</b>	<b>Amended</b>
<p>cast properly shall be deemed as an abdication of the voting rights and the voting result of the number of shares to the effect shall be counted as "abstention" held by the voter.</p>	<p>voting ballot or voting ballot failing to cast properly shall be deemed as an abdication of the voting rights and the voting result of the number of shares to the effect shall be counted as "abstention" held by the voter</p>
<p><b>Article 66 .</b> The newly elected Board directors or supervisors may assume office after the date when a proposal concerning the election of Board directors or supervisors is adopted</p>	<p><b>Article 66.</b> If a proposal concerning the election of Board directors or supervisors is adopted, <b>the term of office of the newly elected Board directors shall be the time as specified in the resolution of the shareholders' general meeting; If the resolution of the shareholders' meeting does not specify the time of taking office, the term of office shall be calculated from the date on which the resolution of the shareholders' meeting is adopted.</b></p>
<p><b>Article 67.</b>If a proposal concerning cash distribution, bonus issue, and capital reserve capitalization scheme has been adopted at the shareholders' general meeting, the Company shall implement the specific scheme within 2 months after the closing date of the general meeting of shareholders.</p>	<p><b>Article 67.</b>If a proposal concerning cash distribution, bonus issue, and capital reserve capitalization scheme has been adopted at the shareholders' general meeting, the Company shall implement the specific scheme within 2 months after the closing date of the general meeting of shareholders. <b>If the specific scheme cannot be implemented within 2 months due to laws and regulations and the regulatory rules of the place where the Company's stocks are listed, the implementation date can be adjusted according to such provisions and the actual situation</b></p>
<p><b>Article 68.</b> If the resolution of the shareholders' general meeting violates laws and regulations, it shall be invalid.</p> <p>The controlling shareholders and actual controllers of the Company shall not restrict or obstruct small and medium investors from exercising their legitimate voting rights and shall not damage the legitimate rights and interests of the Company and small and medium investors.</p> <p>If the convening procedure or voting method of the shareholders' general meeting in breach of laws and regulations or the Articles of Association, or the resolution in breach of the Articles of association, the shareholders may, within 60 days from the date of adopting the the resolution, request the people's court to revoke it.</p>	<p><b>Article 68.</b> If the resolution of the shareholders' general meeting violates laws and regulations, it shall be invalid.</p> <p>The controlling shareholders and actual controllers of the Company shall not restrict or obstruct small and medium investors from exercising their legitimate voting rights and shall not damage the legitimate rights and interests of the Company and small and medium investors.</p> <p>If the convening procedure or voting method of the shareholders' general meeting in breach of laws and regulations or the Articles of Association, or the resolution in breach of the Articles of association, the shareholders may, within 60 days from the date of adopting the resolution, apply the people's court to revoke it. <b>Whereas the</b></p>

<b>Existing</b>	<b>Amended</b>
<p>If any dispute arises over the convening, the convening and voting procedures of the shareholders' general meeting and the legality and validity of the resolutions, and no settlement could be made after the consultation, the parties concerned may proceed to the legal procedures in the People's court.</p>	<p><b>shareholders of overseas-listed shares (" H Shares ") are involved, the provisions on the dispute settlement rules of the Articles of Association shall apply.</b></p> <p>If any dispute arises over the convening, the convening and voting procedures of the shareholders' general meeting and the legality and validity of the resolutions, and no settlement could be made after the consultation, the parties concerned may proceed to the legal procedures in the People's court.</p>
<p><b>Article 71.</b> The notice, or supplementary notice of shareholders' general meeting thereof in this Rule of Procedure refers to the publication of relevant information disclosed on the medias and the websites of stock exchanges as stipulated by CSRC.</p>	<p><b>Article 71.</b> The notice, or supplementary notice of shareholders' general meeting in this Rule of Procedure <b>refers to the publication of information on the website of the SSE and on the medias conforming to the requirements as prescribed by CSRC for A-share shareholder; an announcement to H-Share shareholders shall be published on the Company's website, the Hong Kong Stock Exchange's website and other websites as may be required from time to time in accordance with the relevant provisions of the Hong Kong Listing Rules.</b></p> <p><b>With respect to the way the Company provides and/or distributes corporate communications to H-share shareholders in accordance with the listing rules of the place where the Company's shares are listed, the Company may also send or provide corporate communications to H-share shareholders of the Company by electronic means or by publishing information on the Company's website or the website of the stock exchanges of the place where the Company's shares are listed in accordance with the relevant listing rules of the place where the Company's shares are listed ,rather than sending company communications to H-share shareholders by courier or by the paid postal mail</b></p>
<p><b>Article 73.</b> The provisions of the Corporate Law, the Securities Law, the Rules for General Meetings of Shareholders of Listed Companies, the Code of Governance for Listed Companies</p>	<p><b>Article 73.</b> The provisions of the Corporate Law, the Securities Law, the Rules for General Meetings of Shareholders of Listed Companies, the Code of Governance for Listed Companies , <b>the Listing</b></p>

<b>Existing</b>	<b>Amended</b>
and other provisions of the regulatory authorities and the stock exchanges and other laws and regulations as well as the Articles of Association will prevail in case of any contradiction with this Rules of Procedure, which are consequently required to be amended accordingly in time.	<b>Rules of Shanghai Stock Exchange, the Interim Measures, the Listing rules of Hong Kong Stock Exchange</b> , other laws and regulations as well as the Articles of Association will prevail in case of any contradiction with this Rules of Procedure, which are consequently required to be amended accordingly in time.
<b>Article 74.</b> After the deliberation and approval by the shareholders' general meeting, the Rules of procedures as proposed by the Board of director shall come into force as the attachment to the Article of Association as of the approval date by the general meeting of shareholders and shall supersede the previous version	<b>Article 74.</b> After the deliberation and approval by the shareholders' general meeting, the Rules of procedures as proposed by the Board of director shall come into force as the attachment to the Article of Association and shall supersede the previous version <b>as of the date when the H shares of the Company are listed on the main board of Hong Kong Stock Exchange following the application approval with CSRC</b>

### III. The revision of rules of procedure on the board of Directors

<b>Existing</b>	<b>Amended</b>
<p><b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance of Listed Companies, the Guideline on the Articles of Association of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange and other relevant laws, regulations, the compliance requirements and the Articles of Association the company(hereinafter referred to as " the Articles of Association"), this rules of procedures on the Board of directors is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") so as to improve the corporate governance, standardize the deliberation and decision making process that the Board of the director can exercise its functions and powers appropriately</p>	<p><b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance of Listed Companies, the Guideline on the Articles of Association of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange , <b>The Interim Measures on the Overseas Issuance and Listing of Securities by Domestic Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules")</b> other relevant laws, regulations, the compliance requirements and the Articles of Association the company(hereinafter referred to as " the Articles of Association"), this rules of procedures on the Board of directors is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") so as to improve the corporate governance, standardize the deliberation and decision making process that the Board of the director can exercise its functions and powers appropriately</p>

Existing	Amended
<p><b>Article 3.</b> The Board of directors of the Company consist of ten members, among which 5 are independent directors and 5 as non-independent directors</p>	<p><b>Article 3. The Board of directors of the Company may include executive directors, non-executive directors and independent directors</b> and consist of <b>nine</b> members, among which <b>no less than one third of them shall be independent directors</b></p>
<p><b>Article 4.</b> The Board of directors shall exercise the following powers:</p> <ul style="list-style-type: none"> <li>(1) To convene and report works to the general meeting of shareholders</li> <li>(2) To implement the resolutions of the general meeting of shareholders</li> <li>(3) To review the company's operation plan and investment plan</li> <li>(4) To prepare annual financial budget and annual financial report of the Company</li> <li>(5) To prepare profit distribution plans and the plan of loss recovery</li> <li>(6) To prepare plans for the Company to increase or decrease its register capital, issue bonds or other securities and to go public</li> <li>(7) To formulate plans for the Company's major acquisition, purchase of the Company stocks, consolidation, division, dissolution or change of incorporation form</li> <li>(8) To decide on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, donations and other matters within the scope of authorization by the general meeting of shareholders</li> <li>(9) To decide the organization structure of the Company</li> <li>(10) To appoint or remove the president of the Company and the secretary of the Board of directors. Approve or disapprove the vice president, chief financial officer and other senior management nominated by the president, and decide on their remuneration and benefit package and accountability</li> <li>(11) To formulate the basic management system of the Company</li> </ul>	<p><b>Article 4.</b> The Board of directors shall exercise the following powers <b>based on the provisions of the Articles of Association:</b></p> <ul style="list-style-type: none"> <li>(1) To convene and report works to the general meeting of shareholders</li> <li>(2) To implement the resolutions of the general meeting of shareholders</li> <li>(3) <b>To decide</b> the company's operation plan and investment plan</li> <li>(4) To prepare annual financial budget and annual financial report of the Company</li> <li>(5) To prepare profit distribution plans and the plan of loss recovery</li> <li>(6) To prepare plans for the Company to increase or decrease its register capital, issue bonds or other securities and to go public</li> <li>(7) To formulate plans for the Company's major acquisition, purchase of the Company stocks, consolidation, division, dissolution or change of incorporation form</li> <li>(8) To decide on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, donations and other matters within the scope of authorization by the general meeting of shareholders</li> <li>(9) To decide the organization structure of the Company</li> <li>(10) To appoint or remove the president of the Company and the secretary of the Board of directors. Approve or disapprove the vice president, chief financial officer and other senior management nominated by the president, and decide on their remuneration and benefit package and accountability</li> <li>(11) To <b>formulate, amend</b> the basic management system of the Company</li> </ul>

<b>Existing</b>	<b>Amended</b>
<p>(12) To formulate the amendment to the Articles of Association</p> <p>(13) To control the company's information disclosure</p> <p>(14) To submit a proposal to the general meeting of shareholders to appoint or replace the accounting firm as the Company's external auditor</p> <p>(15) To deliberate the work reports of the president of the Company and review the works of the president</p> <p>(16) Other rights and powers as authorized granted by laws, regulations, industry policy or the Articles of Association.</p>	<p>(12) To formulate the amendment to the Articles of Association</p> <p>(13) To control the company's information disclosure</p> <p>(14) To submit a proposal to the general meeting of shareholders to appoint or replace the accounting firm as the Company's external auditor</p> <p>(15) To deliberate the work reports of the president of the Company and review the works of the president</p> <p>(16) Other rights and powers as authorized granted by laws, regulations, industry policy, <b>the regulatory rules of the places where the Company's Stocks are listed</b>, the Articles of Association.</p>
<p><b>Article 5.</b> With the exception of items (6), (7) and (12), which must be approved by more than two-thirds of the Board directors present at the board meeting, other issues must be approved by more than half of the board directors present at the board meeting. Any matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation. The Board of Directors shall, with certain limits, have the right of asset disposal, loan guarantee, external investment, fund raising by exercising the above-mentioned rights in a legitimate, prudent and safe manner, establishing strict appraisal and decision-making procedures, and organizing relevant experts and professionals to review the major investment plan to prepare a feasibility report. The authority of the board of directors is specified as follow:</p> <p>(1) Disposal of assets with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year including the purchase, sale and restructuring of credit and debts</p> <p>(2) External investments with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year, including equity investment, bond investment, entrusted financial wealth</p>	<p><b>Article 5.</b> With the exception of items (6), (7) and (12), which must be approved by more than two-thirds of the Board directors present at the board meeting, other issues must be approved by more than half of the board directors present at the board meeting. Any matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation. The Board of Directors shall, with certain limits <b>as prescribed by the regulatory rules of the places where the Company's stocks are listed</b>, have the right of asset disposal, loan guarantee, external investment, fund raising, <b>connected transactions, the donation</b> of the Company's assets by exercising the above-mentioned rights in a legitimate, prudent and safe manner, establishing strict appraisal and decision-making procedures, and organizing relevant experts and professionals to review the major investment plan to prepare a feasibility report. <b>Unless otherwise specified by the regulatory rules of the places where the Company's stocks are listed</b>, the authority of the board of directors is specified as follow:</p> <p>(1) Disposal of assets with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year including the purchase, sale and restructuring of</p>

<b>Existing</b>	<b>Amended</b>
<p>management, entrusted loans and other corporate investments in compliance with laws and regulations</p> <p>(3) Fund raising with the total amount not in excess of 60% of the Company’s total audited net assets of the previous year in a full fiscal year, which refers to debt financing (but excluding bond issuance) conducted by the Company to financial institutions and other company.</p> <p>(4) Guarantees including but not limited to the asset mortgage, pledges, guarantees, etc. other than the circumstances listed in Article 44 of the Articles of Association</p> <p>(5) The connected transactions between the Company and related individuals with a transaction amount of more than 300,000 yuan (excluding external guarantee), and the connected transactions between the Company and related institution with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the company in the latest period (excluding external guarantees) within a full fiscal year</p> <p>When exercising the above functions and powers, the Board of directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange.</p> <p>The duties and powers of the Board of directors as stipulated in the Articles 4 and 5 of this rule of procedures may be either delegated by the Board of directors to the board chairman, president or relevant department of the Company to decide and exercise the aforesaid duties and powers of the board of directors or when the Board of directors is not in session.</p>	<p>credit and debts</p> <p>(2) External investments with total amount not in excess of 30% of the Company's total audited assets of the previous year in a full fiscal year, including equity investment, bond investment, entrusted financial wealth management, entrusted loans and other corporate investments in compliance with laws and regulations</p> <p>(3) Fund raising with the total amount not in excess of 60% of the Company’s total audited net assets of the previous year in a full fiscal year, which refers to debt financing (but excluding bond issuance) conducted by the Company to financial institutions and other company.</p> <p>(4) Guarantees including but not limited to the asset mortgage, pledges, guarantees, etc. other than the circumstances listed in Article 44 of the Articles of Association</p> <p>(5) The connected transactions between the Company and related individuals with a transaction amount of more than 300,000 yuan (excluding external guarantee), and the connected transactions between the Company and related institution with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the company in the latest period (excluding external guarantees) within a full fiscal year</p> <p>When exercising the above functions and powers, the Board of directors shall comply with relevant laws, regulations and rules and the Listing Rules of Shanghai Stock Exchange <b>and Listing rules of Hong Kong Stock Exchange unless otherwise specified by the laws, regulations and regulatory rules of the place where the Company’s stocks are listed, on the Board meeting, the Board’s directors’ rights and approval authority.</b></p> <p><b>In line with the relevant listing rules of the places where the Company’s stocks are listed,</b> the duties and powers of the Board of directors as stipulated in the Articles 4 and 5 of this rule of procedures may be either delegated by the Board of</p>

<b>Existing</b>	<b>Amended</b>
	directors to the board chairman, president or relevant department of the Company to decide and exercise the aforesaid duties and powers of the board of directors or when the Board of directors is not in session.
<p><b>Article 6.</b> The Board of Directors shall review and make decisions on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and other matters within the scope authorization by the shareholders' general meeting on the basis of following principles:</p> <p>(1) Compliance with relevant provisions of laws, regulations, industry policy and the Articles of Association</p> <p>(2) Safeguard the legitimate rights and interests of the Company and all shareholders of the Company, especially the small shareholders</p> <p>(3) Focus on the smooth and efficient operation of the Company by maximizing the interests of the Company and shareholders and sustaining the development of the Company</p> <p>(4) Make the business decisions effectively and efficiently by seizing the market opportunities and be as flexible and pragmatic as practicable.</p>	<p><b>Article 6.</b> The Board of Directors shall review and make decisions on the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and other matters within the scope authorization by the shareholders' general meeting on the basis of the following principles <b>and the provisions as stipulated in Article 5 of this rule of procedures</b> as well</p> <p>(1) Compliance with relevant provisions of laws, regulations, the industry policy, <b>the regulatory rules of the place where the Company's stocks are listed</b> and the Articles of Association</p> <p>(2) Safeguard the legitimate rights and interests of the Company and all shareholders of the Company, especially the small shareholders</p> <p>(3) Focus on the smooth and efficient operation of the Company by maximizing the interests of the Company and shareholders and sustaining the development of the Company</p> <p>(4) Make the business decisions effectively and efficiently by seizing the market opportunities and be as flexible and pragmatic as practicable</p>
<p><b>Article 10.</b> The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) To preside over the shareholders' general meetings, and to convene and preside over meetings of the Board of directors</p> <p>(2) To oversee and inspect the execution of resolutions adopted by the Board of directors</p> <p>(3) To sign shares, bonds and other securities of the Company</p> <p>(4) To sign the major documents of the Board of directors or other documents need to be signed by the legal representative of the Company</p> <p>(5) To exercise the functions and powers of the legal representative of the Company</p>	<p><b>Article 10.</b> The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) To preside over the shareholders' general meetings, and to convene and preside over meetings of the Board of directors</p> <p>(2) To oversee and inspect the execution of resolutions adopted by the Board of directors</p> <p>(3) To sign shares, bonds and other securities of the Company</p> <p>(4) To sign the major documents of the Board of directors or other documents need to be signed by the legal representative of the Company</p> <p>(5) To exercise the functions and powers of the legal representative of the Company</p>



<b>Existing</b>	<b>Amended</b>
<p>(6) To exercise the special dispatch power in accordance with the legal provision and to the best interests of the Company and report to the Board of directors and the general meeting of the Company afterwards in the event of emergency or Force majeure such as a catastrophic natural disaster</p> <p>(7) Other functions and powers as authorized by the Board of directors</p>	<p>(6) To exercise the special dispatch power in accordance with the legal provision, <b>the regulatory rules of the places where the Company's stocks are listed</b> and to the best interests of the Company and report to the Board of directors and the general meeting of the Company afterwards in the event of emergency or Force majeure such as a catastrophic natural disaster</p> <p>(7) Other functions and powers as authorized by the Board of directors</p>
<p><b>Article 12.</b> The Board of directors of the Company shall establish a strategy and sustainability committee, an audit committee, a nomination committee, a remuneration and appraisal committee. All the members of the special committee are made up of Board directors, among which the audit committee, nomination committee and remuneration and appraisal committee should have at least half of its members as the independent directors and be chaired by the independent directors. The audit committee should have one independent director of a financial professional.</p>	<p><b>Article 12. The Board of directors of the Company shall establish an audit committee, a nomination committee, a remuneration and appraisal committee and, if necessary, a strategy and sustainability committee, and other relevant committees.</b></p> <p>All the members of the special committee are made up of Board directors, among which</p> <p><b>(1) All members of the Audit Committee shall be non-executive directors, and there shall be at least three members, of whom at least one independent director shall have the suitable professional qualifications as per the regulatory requirements or possess adequate financial or related financial management experience and expertise. More than half of the members of the audit committee shall be independent directors with one of them serving as the chairman (convenor) of the committee.</b></p> <p><b>(2) More than half of the members of the nomination committee shall be the independent directors with one of them serving as the chairman (convenor) of the committee.</b></p> <p><b>(3) More than half of the members of the remuneration and appraisal Committee shall be the independent directors with one of them serving as the chairman (convenor) of the committee</b></p>
<p><b>Article 13.</b> The main responsibilities of the strategic and sustainable Development Committee are as follows:</p> <p>(I) To conduct the research and make the recommendation on the long-term development</p>	<p><b>Article 13.</b> The main responsibilities of the strategic and sustainable Development Committee are as follows:</p> <p>(I) To conduct the research and make the recommendation on the long-term development</p>

<b>Existing</b>	<b>Amended</b>
<p>strategic planning of the Company including improving the sustainable development ability of the Company on environmental, social and governance (" ESG ") and other aspects</p> <p>(2) To study and make the recommendation on the major investment and financing plans subject to the approvals by the Board of Directors as stipulated in the Articles of Association</p> <p>(3) To study and make the recommendations on the major capital and asset management projects subject to approval by the Board of Directors as stipulated in the Articles of Association</p> <p>(4) To study, evaluate and make the recommendation on ESG development and the associated risks and opportunities faced by the Company</p> <p>(5) To oversee the formulation and implementation of the Company's ESG policies such as setting ESG performance objectives, tracking the progress and advise on the actions required to keep on track</p> <p>(6) To study and make suggestions on other major issues affecting the development of the Company</p> <p>(7) To inspect the implementation of the aforesaid</p> <p>(8) Other matters as authorized by the law and regulations, the Articles of Association and the board of directors.</p>	<p>strategic planning of the Company including improving the sustainable development ability of the Company on environmental, social and governance (" ESG ") and other aspects</p> <p>(2) To study and make the recommendation on the major investment and financing plans subject to the approvals by the Board of Directors as stipulated in the Articles of Association</p> <p>(3) To study and make the recommendations on the major capital and asset management projects subject to approval by the Board of Directors as stipulated in the Articles of Association</p> <p>(4) To study, evaluate and make the recommendation on ESG development and the associated risks and opportunities faced by the Company</p> <p>(5) To oversee the formulation and implementation of the Company's ESG policies such as setting ESG performance objectives, tracking the progress and advise on the actions required to keep on track</p> <p>(6) To study and make suggestions on other major issues affecting the development of the Company</p> <p>(7) To inspect the implementation of the aforesaid</p> <p>(8) Other matters as authorized by the law and regulations, <b>the regulatory rules of the place where the Company's stocks are listed, the rules of the stock exchanges,</b> the Articles of Association and the board of directors.</p>
<p><b>Article 14.</b> The main responsibilities of the Audit Committee are:</p> <p>(1) To oversee and review the external auditing work, and make recommendation on the hire or replacement of external auditor</p> <p>(2) To oversee and review the internal auditing work, and be responsible for the coordination between internal auditor and external auditor</p> <p>(4) To examine the Company's financial statements and its disclosure</p> <p>(5) To oversee and review the company's internal controls</p> <p>(6) To review the Company's major connected transactions, the acquisition and sale of major</p>	<p>Article 14. The main responsibilities of the Audit Committee are:</p> <p><b>(1) Oversee and review the external auditing work, make recommendation to the Board of Directors on the engagement, re-appointment, removal or replacement of the external auditor, approve the remuneration and terms of employment of the external auditor, and deal with any issues relating to the resignation or dismissal of the external auditor</b></p> <p><b>(2) To inspect and monitor whether the external auditor is independent, objective and whether the auditing procedures are effective in accordance with the applicable standards; The</b></p>

Existing	Amended
<p>assets and other activities</p> <p>(7) To guide, oversee and review the risk controls and management of the significant business decisions, major corporate events and important business processes of the Company, evaluate the potential risks of the Company, give precautions or early warning of potential risks of the Company, put forward suggestions on improving the risk management of the Company</p> <p>(8) Other matters as authorized by laws and regulations, the Articles of Association and the board of Directors</p>	<p><b>Committee shall discuss the nature, scope, methods and relevant reporting responsibilities with the auditor in advance</b></p> <p><b>(3) Formulate and implement policies on the engagement of external auditor to provide non-auditing services. For the purposes of this provision, an external auditing body includes any entity under the same control, ownership or management as the company being audited, or any entity which, with reasonable knowledge of all relevant information, would reasonably conclude that such entity is part of the local or international operations of the company being audited. The Committee shall report to the Board, identify action or improvement plan and make recommendations</b></p> <p><b>(4) To check the completeness of the Company's financial statements and the Company's annual reports and financial accounting, interim reports and quarterly reports, and to review the opinions of financial reporting in the statements and reports, particularly on whether there is any possibility of fraud, malpractices and material misstatement in connection with the financial statements and reports. In reviewing the relevant annual reports and financial accounting, the interim reports and quarterly reports of the Company before submission to the Board of Directors, the Committee shall, in particular, examine the following issues:</b></p> <p><b>a. any changes in accounting policies and practices</b></p> <p><b>b. where important judgments are made</b></p> <p><b>c. major adjustments arising from the auditing</b></p> <p><b>d. assumptions of business sustainability and any reservations</b></p> <p><b>5. compliance with accounting standards</b></p> <p><b>6. compliance with the Hong Kong Listing Rules and other legal requirements relating to financial reporting</b></p> <p><b>(5) with respect to paragraph (4) of this Article</b></p> <p><b>a. members of the Committee shall liaise with the Board of directors and the senior</b></p>

Existing	Amended
	<p>management of the Company. The Committee shall meet with the Company's external auditor at least twice a year</p> <p>b. the Committee shall consider any material or unusual issues disclosed or to be disclosed in such reports and accounting and shall give due considerations to any matters raised by the Company's accounting and financial officers, compliance monitors or auditors</p> <p>(6) To oversee the Company's financial control, the internal control and the risk management systems</p> <p>(7) To guide, oversee and review the risk controls and management of the significant business decisions, major corporate events and important business processes of the Company, evaluate the potential risks of the Company, give precautions or early warning of potential risks of the Company, put forward suggestions on improving the risk management of the Company</p> <p>(8) To discuss the risk management and internal control system with the management to ensure that the management has fulfilled its duty to establish an effective risk management and internal control system such as considering the adequacy of the Company's resources, staff qualifications and experience in the accounting and financial reporting, and the adequacy of training and budgets</p> <p>(9) To assess, on its own initiative or as delegated by the Board, the important findings on risk management and internal controls and the management's response to such findings</p> <p>(10) To oversee and review the internal audit works, be responsible for the coordination between internal auditor and external auditor, ensure that the internal auditor has sufficient resources and the appropriate status within the Company, and review and evaluate the effectiveness of the internal audit system</p> <p>(11) To review the Company's financial and accounting policies and practices, the financial</p>

Existing	Amended
	<p>information and its disclosure</p> <p>(12) To review the letter of explanation of auditing submitted by the external auditor to the management, the major questions raised by the auditor to the management on the accounting records, financial accounts or control system and the answers given by the management</p> <p>(13) To ensure that the Board of directors timely respond to the matters raised in the auditing statement Letter given to the management by the external auditor</p> <p>(14) To track the progress of arrangements set up by the Company under which employees of the Company may raise concerns about possible loopholes in financial reporting, internal controls or other aspects in a confidential manner. The Committee shall ensure that appropriate arrangements are in place for the Company to conduct fair and independent investigations and take appropriate follow-up action</p> <p>(15) To act as the main representative between the Company and the external auditor and over the relationship between the two</p> <p>(16) To oversee and review the company's internal control, the risk management strategy and the major risk improvement solutions</p> <p>(17) To review the Company's major transaction, the acquisition and sale of major assets and other business activities</p> <p>(18) To report to the Board of Directors on matters set out in this Rules</p> <p>(19) To study other topics as defined by the Board of Directors</p> <p>(20) Other matters authorized by laws and regulations, the regulatory authorities and stock exchanges in the place where the Company's stocks are listed, the Articles of Association and the Board of directors.</p>
<p><b>Article 15.</b> The main responsibilities of the nomination Committee are as follows:</p> <p>(1) To make recommendations to the Board of</p>	<p><b>Article 15.</b> The main responsibilities of the nomination Committee are as follows:</p> <p>(1) <b>To seek the qualified candidate</b> and make</p>

Existing	Amended
<p>Directors on the candidate and composition of the Board of Directors based on the Company's strategy, business activity, asset scale and the shareholding structure</p> <p>(2) To study the selection criteria and procedures for Board directors and senior management and make recommendations to the Board of director</p> <p>(3) To select the qualified candidates for board directors and senior management</p> <p>(4) To evaluate and make recommendations on the candidates for Board directors and senior management</p> <p>(5) other matters authorized by laws and regulations, the Articles of Association and the board of Directors</p>	<p>recommendations to the Board of Directors on the appointment and composition of the Board of Directors based on the Company's strategy, business activity, asset scale and the shareholding structure</p> <p><b>(2) To secure the candidates with the right qualification to become members of the Board of directors (including whether such person can bring views and perspectives, skills and experience to the Board and whether such person can promote diversity of board members) and to make recommendations to the Board on the selection of candidates to be nominated as Board directors</b></p> <p>(3) To study the selection criteria and procedure for Board directors and senior management and make recommendations to the Board of director</p> <p>(4) To select the qualified candidates for Board directors and senior management</p> <p>(5) To evaluate and make recommendations on the candidates for Board directors and senior management</p> <p><b>(6) To review the structure, size and composition of the board of Directors (including their skills, knowledge and experience) at least annually, and make recommendations on any proposed changes to the Board of Directors in line with the Company's strategy</b></p> <p><b>(7) To examine the independence of independent Board directors</b></p> <p><b>(8) To evaluate the number of independent Board director candidates of the Company who also serve the Board of other listed companies</b></p> <p><b>(9) To formulate and maintain the policy on the nomination of Board directors including the nomination procedure and the procedures and criteria for the Committee to search, select and recommend Board director candidates during the year, and to regularly review the disclosures of policies and set targets on reporting the Company's corporate governance</b></p> <p><b>(10) To formulate and maintain the policy on diversity of the Board of directors, and to</b></p>

Existing	Amended
	<p><b>regularly review and disclose the policy on diversity in the Company's corporate governance report</b></p> <p><b>(11) To make recommendations to the Board on the appointment or re-appointment of Board directors and the succession planning for board directors, in particular the Chairman and President</b></p> <p>(12) Other matters authorized by laws and regulations, <b>relevant rules of the regulatory authority and stock exchange in the place where the Company's stocks are listed</b>, the Articles of Association and the Board of Directors</p>
<p><b>Article 16.</b> The main responsibilities of the Remuneration and Appraisal Committee are as follows:</p> <p>(1) To study the criteria for assessment of Board directors and the senior management, conduct assessment and make recommendations</p> <p>(2) To study and review the remuneration policies and plans for the Board directors and the senior management</p> <p>(3) To continuously improve the remuneration system according to the development of the market and the Company</p> <p>(4) Other matters as authorized by laws and regulations, the Articles of Association and the board of Directors</p>	<p><b>Article 16.</b> The main responsibilities of the Remuneration and Appraisal Committee are as follows:</p> <p>(1) To study the criteria for assessment of Board directors and the senior management, conduct assessment and make recommendations to the Board of directors <b>on the remuneration packages of individual executive directors and senior management, including the non-monetary benefits, pension rights and amounts of compensation (including compensation for loss or termination of office or appointment)</b></p> <p>(2) To study and review the remuneration policies and plans for the Board directors and the senior management <b>and make recommendations on the overall remuneration policies and structure for board directors and senior management , the of establishment of formal and transparent procedures for the formulation of such remuneration policies</b></p> <p>(3) To continuously improve the remuneration system according to the development of the market and the Company, <b>and to review and approve the remuneration proposals of the management in light of the corporate policies and the objectives set by the Board of Directors</b></p> <p><b>(4) To make recommendations to the Board of the directors on the remuneration of the non-executive Directors</b></p> <p><b>(5) To consider the remuneration package of the</b></p>

Existing	Amended
	<p><b>peer companies, the expected times and responsibilities, and the conditions of employment of other positions in the Group</b></p> <p><b>(6) To review and approve any compensation payable to the executive directors and the senior management in respect of their loss or termination of office or appointment to ensure that such compensation is consistent with the terms of the contract; If the compensation is not consistent with the terms of the contract, it must be fair, reasonable and not extravagant</b></p> <p><b>(7) To ensure that no bored director or any of his contact person is involved in determining his own remuneration</b></p> <p><b>(8) To review and/or approve matters relating to the Share scheme as set out in Chapter 17 of the Hong Kong Listing Rules</b></p> <p>(9) Other matters authorized by laws and regulations, the regulatory rules of the place where the Company's stocks are listed, the Articles of association and the board of directors.</p>
<p><b>Article 19.</b> The Company shall have one company secretary of the Board of directors, who shall be responsible for the preparation of the general meeting of shareholders and the meeting of the Board of directors, the filing of meeting documents, the data of shareholders, and the handling of corporate information disclosure. The secretary of the board of directors is an executive of the Company and reports to the Board of directors.</p> <p>The company secretary of the Board of directors shall abide by laws, regulations, industry policy, the Articles of association, this rules of procedures and other relevant rules and policies of the Company.</p>	<p><b>Article 19.</b> The Company shall have one company secretary of the Board of directors, who shall be responsible for the preparation of the general meeting of shareholders and the meeting of the Board of directors, the filing of meeting documents, the data of shareholders, and the handling of corporate information disclosure. The secretary of the board of directors is an executive of the Company and reports to the Board of directors.</p> <p>The company secretary of the Board of directors shall abide by laws, regulations, the industry policy, <b>the regulatory rules of the places where the company's stocks are listed</b>, the Articles of association, this rules of procedures and other relevant rules and policies of the Company.</p>
<p><b>Article 20.</b> The members of the board of directors and the president of the Company may put forward proposals to the Board of directors of the Company. More than 1/3 of the Board directors, the shareholders representing more than 1/10 of the voting rights and the Board of</p>	<p><b>Article 20.</b> The members of the board of directors and the president of the Company may put forward proposals to the Board of directors of the Company. More than 1/3 of the Board directors, the shareholders representing more than 1/10 of the voting rights and the Board of supervisors may put</p>



<b>Existing</b>	<b>Amended</b>
<p>supervisors may put forward a proposal to the Board of directors when they propose to convene an interim meeting.</p> <p>A proposal of the Board of directors shall meet the following criteria:</p> <p>(1) Do not conflict with the provisions of laws, regulations, legal documents and the Articles of Association, and fall within the scope of responsibilities of the board of directors</p> <p>(2) Concise topics and resolution.</p>	<p>forward a proposal to the Board of directors when they propose to convene an interim meeting.</p> <p>A proposal of the Board of directors shall meet the following criteria:</p> <p>(1) Do not conflict with the provisions of laws, regulations, legal documents, <b>the regulatory rules of the place where the Company’s stocks are listed</b>, the Articles of Association, and fall within the scope of responsibilities of the board of directors</p> <p>(2) Concise topics and resolution.</p>
<p><b>Article 23.</b> With regard to the major connected transaction including the transaction between the Company and the associated individual exceeding more than 300,000 yuan, or the transaction between the Company and the associated corporation exceeding 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the Company in the latest fiscal period, except the guarantee provided by the Company to the associated parties, the proposal to the meeting of Board of directors shall be jointly formulated by the chief financial officer, the president and the company secretary.</p> <p>The proposal on a major connected transaction shall specify in detail the basic information of the associated party, the relationship with the Company, the nature of the transaction, the transaction method, the key points of the relevant agreements, the price or pricing mechanism, and whether it is in the interest of the Company. When necessary, the lawyers, the asset appraisers and the independent financial consultants shall be engaged.</p>	<p><b>Article 23.</b> With regard to the major connected transaction including the transaction between the Company and the associated individual exceeding more than 300,000 yuan, or the transaction between the Company and the associated corporation exceeding 3 million yuan and accounting for more than 0.5% of the absolute audited net assets of the Company in the latest fiscal period, except the guarantee provided by the Company to the associated parties, the proposal to the meeting of Board of directors shall be jointly formulated by the chief financial officer, the president and the company secretary.</p> <p>The proposal on a major connected transaction shall specify in detail the basic information of the associated party, the relationship with the Company, the nature of the transaction, the transaction method, the key points of the relevant agreements, the price or pricing mechanism, and whether it is in the interest of the Company <b>and all of the shareholders</b>. When necessary, the lawyers, the asset appraisers and the independent financial consultants shall be engaged <b>in accordance with the regulatory rules of the place where the Company’s stocks are listed</b>.</p>
<p><b>Article 26.</b> Meetings of the board of directors are divided into regular meetings and extraordinary meetings.</p> <p>The board of Directors shall hold at least 2 meetings a year, which shall be convened and presided over by the Chairman.</p>	<p><b>Article 26.</b> Meetings of the board of directors are divided into regular meetings and extraordinary meetings.</p> <p>The board of Directors shall hold at least <b>1 meeting every quarter</b>, which shall be convened and presided over by the Chairman.</p>
<p><b>Article 30.</b> The Board of directors shall</p>	<p><b>Article 30.</b> The board of directors shall hold at</p>

<b>Existing</b>	<b>Amended</b>
<p>hold at least two meetings per year, which shall be convened by the chairman of the Board and a written notice shall be given to all the Board directors and supervisors 10 days in advance.</p> <p>Notification for convening an interim board meeting by the Board of Directors shall include the written notice (including delivery by courier or fax), telephone, e-mail or text message, with notice period of 2 days before the meeting. However, if the emergency necessitates an interim meeting of the board of directors as soon as practicable, the notice thereof may be given at any time by telephone or other oral means. As long as all the board directors are notified, an interim meeting of the board may be convened at any time and the convenor shall make an explanation on the meeting. In case of non-direct delivery, the confirmation shall also be made by telephone.</p>	<p>least <b>1 meeting every quarter</b>, which shall be convened by the Chairman and a written notice shall be given to all the Board directors and supervisors 14 days in advance. <b>The regular meetings of the Board of Directors do not include the approval of the board of directors by circulating written resolutions.</b></p> <p>Notification for convening an interim board meeting by the Board of Directors shall include the written notice (including delivery by courier or fax), telephone, e-mail or text message, with notice period of <b>3</b> days before the meeting. However, if the emergency necessitates an interim meeting of the board of directors as soon as practicable, the notice thereof may be given at any time by telephone or other oral means. As long as all the board directors are notified, an interim meeting of the board may be convened at any time and the convenor shall make an explanation on the meeting. In case of non-direct delivery, the confirmation shall also be made by telephone</p>
<p><b>Article 31.</b> The notice of the board meeting shall at least include the following elements:</p> <ol style="list-style-type: none"> <li>(1) Date and venue of the meeting</li> <li>(2) Options of the participation</li> <li>(3) Duration of the meeting</li> <li>(4) Agenda and proposals to be deliberated</li> <li>(5) The convener and chairperson of the meeting, the sponsor with the written proposal for the interim meeting</li> <li>(6) Document or material necessary for the perusal and voting by the Board directors</li> <li>(7) The Board director or its proxy are expected to attend the meeting</li> <li>(8) Contact person and contact option</li> <li>(9) The date on which the notice is issued</li> </ol> <p>The oral meeting notice shall at least include the content of items (1) and (2) aforesaid, as well as a statement on the reasons why the emergent interim meeting of the board of directors is required as soon as possible.</p>	<p><b>Article 31.</b> The notice of the board meeting shall at least include the following elements:</p> <ol style="list-style-type: none"> <li>(1) Date and venue of the meeting</li> <li>(2) Options of the participation</li> <li>(3) Duration of the meeting</li> <li>(4) Agenda and proposals to be deliberated</li> <li>(5) The convener and chairperson of the meeting, the sponsor with the written proposal for the interim meeting</li> <li>(6) Document or material necessary for the perusal and voting by the Board directors</li> <li>(7) The Board director or its proxy are expected to attend the meeting</li> <li>(8) Contact person and contact option</li> <li>(9) The date on which the notice is issued</li> </ol> <p>The oral meeting notice shall at least include the content of items (1), (2), <b>(4) and (6)</b> aforesaid, as well as a statement on the reasons why the emergent interim meeting of the board of directors is required as soon as possible.</p>
<p><b>Article 38.</b> If a Board director is absent the board meeting in person or by proxy for two</p>	<p><b>Article 38.</b> If a Board director is absent the board meeting in person or by proxy for two consecutive</p>

<b>Existing</b>	<b>Amended</b>
<p>consecutive times, he shall be deemed unable to perform his duties and the Board of directors shall recommend the shareholders' general meeting to replace him.</p>	<p>times, he shall be deemed unable to perform his duties and the Board of directors shall recommend the shareholders' general meeting to replace him.</p> <p><b>In accordance with the regulatory rules of the places where the company's stocks are listed, the Board directors who attend board meetings online, by video, by telephone or by other means with the same effect shall also be deemed to attend in person.</b></p>
<p><b>Article 44.</b> When it comes to review the major transaction deal, the Board directors shall establish a detailed understanding of the reasons and justification for the transaction, prudently evaluate the impact of the transaction on the financial status and long-term development of the company, in particular, whether the essence of the connected transaction is concealed by means of non-connected transaction.</p> <p>In terms of reviewing the connected transactions, the Board of directors shall make a sound judgment on the necessity, true intention and impact of the connected transactions on the Company, particularly the pricing policy and basis of the transaction which includes but not limited to the fairness of the assessed value, the relationship between the transaction price and the book value or assessed value of the targets of the transaction, strictly abide the vote abstaining system of the connected board director, prevent the use of connected party transactions to graft the benefits to the associated parties.</p>	<p><b>Article 44.</b> When it comes to review the major transaction deal, the Board directors shall establish a detailed understanding of the reasons and justification for the transaction, prudently evaluate the impact of the transaction on the financial status and long-term development of the company, in particular, whether the essence of the connected transaction is concealed by means of non-connected transaction.</p> <p>In terms of reviewing the connected transactions, the Board of directors shall make a sound judgment on the necessity, true intention and impact of the connected transactions on the Company, particularly the pricing policy and basis of the transaction which includes but not limited to the fairness of the assessed value and <b>terms of transaction</b>, the relationship between the transaction price and the book value or assessed value of the targets of the transaction, <b>Whether it is conducted on normal commercial terms or ever better and in the overall interests of the company and its shareholders</b>, strictly abided by the vote abstaining system of the connected board director to prevent the connected transactions to graft the benefits to the associated parties.</p>
<p><b>Article 52.</b> After the proposals have been fully discussed, the chairperson shall appropriately request the Board directors at presence to vote on the proposals one by one. The voting shall be recorded in in writing by the show of hands or filling out the voting form.</p> <p>On the condition that the Board director can fully express their opinions, an interim meeting of the Board of directors may be held and</p>	<p><b>Article 52.</b> After the proposals have been fully discussed, the chairperson shall appropriately request the Board directors at presence to vote on the proposals one by one. The voting shall be recorded in in writing by the show of hands or filling out the voting form.</p> <p><b>Unless otherwise as stipulated by the regulatory rules of the places where the Company's stocks are listed</b>, on the condition that</p>

<b>Existing</b>	<b>Amended</b>
<p>resolution may be adopted by fax or other means of communication after being signed by the directors attending the meeting</p>	<p>the Board directors can fully express their opinions, an interim meeting of the Board of directors may be held and resolution may be adopted by fax or other means of communication after being signed by the directors attending the meeting</p>
<p><b>Article 56.</b> Except for the circumstances prescribed in Article 57 of these Rules, a Board director shall not exercise the right to vote on the resolution, nor shall he exercise the right to vote on behalf of any other Board director if he is associated with the company involving in the particular agenda and proposal as deliberated at the board meeting.</p> <p>The meeting on aforesaid agenda and proposal shall be attended and the resolution approved by more than half of the unconnected directors. If the number of unconnected directors attending the board meeting is less than 3, the agenda and proposal in question shall be submitted to the shareholders' general meeting for deliberation.</p>	<p><b>Article 56.</b> Except for the circumstances prescribed in Article 57 of these Rules, a Board director shall not exercise the right to vote on the resolution, nor shall he exercise the right to vote on behalf of any other Board director if he is associated with the company or <b>has significant interest</b> in the particular agenda and proposal as deliberated at the board meeting.</p> <p>The meeting on aforesaid agenda and proposal shall be attended and the resolution approved by more than half of the unconnected directors. If the number of unconnected directors attending the board meeting is less than 3, the agenda and proposal in question shall be submitted to the shareholders' general meeting for deliberation.</p> <p><b>If a major shareholder or Board director has a conflict of interest in the proposal to be discussed by the Board of Directors, the proposal shall be deliberated and discussed by holding a meeting of the Board of directors rather than by the circulation of written resolution, and such meeting should be attended by the independent non-executive directors who themselves or their close associates have no material interest in the transaction. If laws and regulations and the regulatory rules of the place where the company's stocks are listed have any additional otherwise restrictions on Board directors' participation and voting in the board meetings, such provisions shall prevail</b></p>
<p><b>Article 69.</b> The resolutions of the Board meeting shall be made with reference to the matters deliberated and the voting results at the meeting.</p> <p>The resolution of the Board meeting shall include the following:</p> <p>(1) The time and method of the notice of</p>	<p><b>Article 69.</b> The resolutions of the Board meeting shall be made with reference to the matters deliberated and the voting results at the meeting.</p> <p>The resolution of the Board meeting shall include the following:</p> <p>(1) The time and method of the notice of meeting</p>

<b>Existing</b>	<b>Amended</b>
<p>meeting</p> <p>(2) The time, place and method of the meeting, and whether it complies with the provision as prescribed by relevant laws, regulations, industry policy, legal documents and the Articles of Association</p> <p>(3) The number and names of the directors who either have authorized others to attend on behalf or be absent, the reasons for their absence and the names of the trustee</p> <p>(4) The number of votes for approval, objection and abstention for each proposal and the reasons for the Board directors' objection or abstention</p> <p>(5) If the connected transactions are involved, explain the name, reasons and circumstances of the withdrawal by the director who shall withdraw from voting</p> <p>(6) The contents of the proposal to be deliberated and the resolutions adopted at the meeting.</p> <p>The resolutions of the board of directors shall be signed and confirmed by the directors at present.</p>	<p>(2) The time, place and method of the meeting, and whether it complies with the provision as prescribed by relevant laws, regulations, industry policy, legal documents and the Articles of Association</p> <p>(3) The number and names of the directors who either have authorized others to attend on behalf or be absent, the reasons for their absence and the names of the trustee</p> <p>(4) The number of votes for approval, objection and abstention for each proposal and the reasons for the Board directors' objection or abstention</p> <p>(5) If the connected transactions or <b>some of the Board director are personally involved in terms of conflicting interest</b>, explain the name, reasons and circumstances of the withdrawal by the director who shall withdraw from voting</p> <p>(6) The contents of the proposal to be deliberated and the resolutions adopted at the meeting.</p> <p>The resolutions of the board of directors shall be signed and confirmed by the directors at present</p>
<p><b>Article 76.</b> The Company shall convene the general meeting of shareholder to amend this rule of procedures under any of the following circumstances:</p> <p>(1) The current provisions as stipulated in the rules of procedures in conflict with the provisions of the newly amended laws and regulations</p> <p>(2) The particulars in this rule of procedure are inconsistent with the provisions as stipulated in the amended Articles of Association</p>	<p><b>Article 76.</b> The Company shall convene a general meeting of shareholder to amend this rule of procedures under any of the following circumstances:</p> <p>(1) The current provisions as stipulated in the rules of procedures in conflict with the provisions of the newly amended laws and regulation, <b>the regulatory rules of the places where the Company's stocks are listed.</b></p> <p>(2) The particulars in this rule of procedure are inconsistent with the provisions as stipulated in the amended Articles of Association</p>
<p><b>Article 77.</b> Any matters not covered in these Rules shall be implemented in accordance with relevant laws, regulations, legal documents and the Articles of Association.</p>	<p><b>Article 77.</b> Any matters not covered in these Rules shall be implemented in accordance with relevant laws, regulations, legal documents, <b>the regulatory rules of the places where the Company's stock are listed</b> and the Articles of Association</p>
<p><b>Article 79.</b> After the deliberation and approval by the shareholders' general meeting, this rule of</p>	<p><b>Article 79.</b> After the deliberation and approval by the shareholders' general meeting, this rule of</p>

<b>Existing</b>	<b>Amended</b>
procedures shall come into force as of the date of approval and shall supersede the previous version as the attachment to the Articles of Association.	procedures come into effect <b>as of the date when the H shares of the Company are listed on the main board of Hong Kong Stock Exchange following the application approval with CSRC</b> and shall supersede the previous version as the attachment to the Articles of Association

#### **IV. The revision on the rules of procedure on the Board of Supervisors**

<b>Existing</b>	<b>Amended</b>
<p><b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China (the "Corporate Law"), the Code of Corporate Governance of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange (the "Listing Rules") and other relevant laws, regulations, the compliance requirements and the Articles of Association the Company(hereinafter referred to as " the Articles of Association"), these rules of procedures on the Board of supervisors is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") in a bid to improve the supervision of the Company, assure that the Board of supervisor of the Company can exercise its functions and powers appropriately to safeguard the interest of all the shareholder.</p>	<p><b>Article 1.</b> Pursuant to the relevant provisions of the Corporate Law of the People's Republic of China (the "Corporate Law"), the Code of Corporate Governance of Listed Companies, the Rules on the Listing of Shares on the Shanghai Stock Exchange (the "Listing Rules"), <b>the Interim Measures on the Overseas Issuance and Listing of Securities by Domestic Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules")</b> and other relevant laws, regulations, the compliance requirements and the Articles of Association the Company(hereinafter referred to as " the Articles of Association"), these rules of procedures on the Board of supervisors is formulated by Chifeng Jilong Gold Mining Co. Ltd. (hereinafter referred to as " the Company") in a bid to improve the supervision of the Company, assure that the Board of supervisor of the Company can exercise its functions and powers appropriately to safeguard the interest of all the shareholder</p>
<p><b>Article 2</b> The board of Supervisors, the supervisory body of the Company, reports to the general meeting of shareholders by focusing on the financial supervision of the Company, overseeing the legality and compliance of the Company's financial affairs and the performance of duties by Board directors and other senior managers in accordance with relevant regulations and the Articles of association to safeguard the legitimate rights and interests of the Company</p>	<p>◦ <b>Article 2</b> The board of Supervisors, the supervisory body of the Company, reports to the general meeting of shareholders by focusing on the financial supervision of the Company, overseeing the legality and compliance of the Company's financial affairs and the performance of duties by Board directors and other senior managers in accordance with relevant <b>laws</b> and regulations and the Articles of association to safeguard the legitimate rights and interests of the Company and</p>

<b>Existing</b>	<b>Amended</b>
and shareholders.	shareholders.
<b>Article 3.</b> The Board Supervisors shall abide by relevant regulations and the Articles of Association, and perform the duties in good faith and diligence	<b>Article 3.</b> The Board Supervisors shall abide by relevant <b>laws</b> and regulations and the Articles of Association, and perform the duties with good faith, <b>integrity</b> and diligence
<b>Article 6.</b> The Board of Supervisors shall be composed of three members, one of whom shall be the chairman of the Board of Supervisors. The term of office of the supervisor is three years and may be re-elected.	<b>Article 6.</b> The Board of Supervisors shall be composed of three members, one of whom shall be the chairman of the Board of Supervisors and a vice chairman if necessary. The term of office of the supervisor is three years and may be re-elected
<p><b>Article 12.</b> The Board of supervisor reports to the shareholders' general meeting and exercise the following powers:</p> <p>(1) To review the Company's securities issuance documents and other periodic reports prepared by the Board of directors before putting forward the written opinions</p> <p>(2) To inspect the financial affairs of the Company</p> <p>(3) To supervise the performance of Board directors and the senior managers, and recommend removing the Board directors and the senior managers who had violated the provisions of the laws and regulation, this Articles of Association or the resolutions of the shareholders' general meeting</p> <p>(4) To demand the Board directors and the senior management to remedy their acts harmful to the interests of the Company</p> <p>(5) To advise the convening of the extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings when the Board of directors fails in this regard as stipulated in the Corporate Law</p> <p>(6) To submit the proposals to the shareholders' general meeting</p> <p>(7) To question the Board directors and senior management on behalf of the Company or to launch a lawsuit against the Board directors and the senior management in accordance with the provision of Article 151 of the Corporate Law</p> <p>(8) To conduct the investigation on the</p>	<p><b>Article 12.</b> The Board of supervisor reports to the shareholders' general meeting and exercise the following powers:</p> <p>(1) To review the Company's securities issuance documents and other periodic reports prepared by the Board of directors before putting forward the written opinions</p> <p>(2) To inspect the financial affairs of the Company</p> <p>(3) To supervise the performance of Board directors and the senior managers, and recommend removing the Board directors and the senior managers who had violated the provisions of the laws and regulation, <b>the Articles of Association</b> or the resolutions of the shareholders' general meeting</p> <p>(4) To demand the Board directors and the senior management to remedy their acts harmful to the interests of the Company</p> <p>(5) To advise the convening of the extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings when the Board of directors fails in this regard as stipulated in the Corporate Law</p> <p>(6) To submit the proposals to the shareholders' general meeting</p> <p>(7) To question the Board directors and senior management on behalf of the Company or to launch a lawsuit against the Board directors and the senior management in accordance with the provision of Article 151 of the Corporate Law</p> <p>(8) To conduct the investigation on the abnormality found in the operation of the</p>

<b>Existing</b>	<b>Amended</b>
<p>abnormality found in the operation of the Company. When necessary, it may engage accounting firms, law firms and other professional institution to facilitate at the Company's expense</p> <p>(9) To review the financial data such as the financial report, the business report and profit distribution plan submitted by the Board of directors to the shareholders' general meeting, it may, under the name of the Company, engage the certified public accountants and auditors to assist and if there is any doubt</p> <p>(10) Other functions and powers as prescribed by the laws and regulations, the industry policy, this Articles of Association and authorized by the shareholders' general meeting.</p> <p>The Board supervisors may attend the meetings of the Board of directors as non-voting delegates and raise questions or suggestions on matters decided by the Board of directors.</p>	<p>Company. When necessary, it may engage accounting firms, law firms and other professional institutions to facilitate at the Company's expense</p> <p>(9) To review the financial data such as the financial report, the business report and profit distribution plan submitted by the Board of directors to the shareholders' general meeting, it may, under the name of the Company, engage the certified public accountants and auditors to assist and if there is any doubt</p> <p>(10) Other functions and powers as prescribed by the laws and regulations, the industry policy, <b>the Articles of Association</b> and authorized by the shareholders' general meeting.</p> <p>The Board supervisors may attend the meetings of the Board of directors as non-voting delegates and raise questions or suggestions on matters decided by the Board of directors.</p>
<p><b>Article 20.</b> Meetings of the Board of supervisors shall be attended by the supervisor themselves. If a supervisor unable to attend a meeting in person for two consecutive times, he/she shall be deemed unable to perform his/her duties and shall be replaced by the shareholders' general meeting or the employees' congress (or other organization electing employees' representative as supervisors).</p>	<p><b>Article 20.</b> Meetings of the Board of supervisors shall be attended by the supervisor themselves. If a supervisor unable to attend a meeting in person for two consecutive times, he/she shall be deemed unable to perform his/her duties and shall be replaced by the shareholders' general meeting or the employees' congress (or other organization electing employees' representative as supervisors).</p>
<p><b>Article 42</b> Any matters not covered in this Rules of procedure, or in conflict with the provisions of relevant regulations promulgated from time to time, the Articles of Association, the provisions of relevant regulations or the Articles of Association shall prevail</p>	<p><b>Article 42</b> Any matters not covered in this Rules of procedure, or in conflict with the provisions of relevant regulations promulgated from time to time, <b>the regulatory rules of the places where the Company's stocks are listed</b>, the Articles of Association, the provisions of relevant regulations or the Articles of Association shall prevail</p>
<p><b>Article 43.</b> After the deliberation and approval by the shareholders' general meeting, this rule of procedures drafted by the Board of Supervisor shall come into force as of the date of approval and shall supersede the previous version as the attachment to the Articles of Association.</p>	<p><b>Article 43.</b> After the deliberation and approval by the shareholders' general meeting, this rule of procedures drafted by the Board of Supervisor shall come into force <b>as of the date when the H shares of the Company are listed on the main board of Hong Kong Stock Exchange following the application approval with CSRC</b> and shall</p>



<b>Existing</b>	<b>Amended</b>
	supersede the previous version as the attachment to the Articles of Association.

Except for the above amendments, other provisions of the Articles of Association, the Rules of Procedure on the General Meeting of Shareholders, the Rules of Procedure on the Board of Directors and the Rules of Procedure on the Board of Supervisors remain unchanged; The Articles of Association (Draft) and the attached the Rules of Procedure on the General Meeting of Shareholders (Draft), the Rules of Procedure of the Board of Directors (Draft) and the Rules of Procedure on the Board of Supervisors (Draft) will be submitted to the general meeting of shareholders for deliberation and discussion before the general meeting of shareholders authorizing the Board of Directors and the authorized persons of the Board of Directors for the purpose of the stock issuance and listing. In accordance with the changes in domestic and foreign laws, regulations, the legal framework documents, the requirements and suggestions of domestic and foreign government agencies and the regulatory authorities and the actual situation of this stock issuance and listing program, such documents as approved by the general meeting of shareholders are, if necessary, subject to from time to time to make corresponding adjustments and amendments (including but not limited to the wordings, chapters, terms, effective conditions, the valid time, the register capital, the shareholding structure, etc.). Upon the completion of the stock issuance and listing, the approval or filing of amendments (if any) with the company registration authority (including but not limited to the Hong Kong Companies Registry) and other relevant government departments will be conducted provided that such amendments shall not have any adverse impact on the shareholders' rights and interests, and shall comply with the relevant laws and regulations of China, the Hong Kong Listing Rules and other relevant regulatory and the auditing authorities.

The Articles of Association (Draft) and the attached the Rules of Procedure on the General Meeting of Shareholders (Draft), the Rules of Procedure on the Board of Directors (Draft) and the Rules of Procedure on the Board of Supervisors (Draft) shall come into force on the date of successful stock issuance and listing after being submitted to the general meeting of shareholders for deliberation and approval. Prior to this, the current Articles of Association and its attachment shall remain in force until the Articles of Association (Draft) and its attachment become effective.

This is hereby announced.

Board of Directors  
Chifeng Jilong Gold Mining Co., Ltd.  
8 August 2024