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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Yantai North Andre Juice Co., Ltd.\*** (烟台北方安德利果汁股份有限公司), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**烟台北方安德利果汁股份有限公司**

**Yantai North Andre Juice Co., Ltd.\***

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

**(Stock code : 02218)**

**PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND  
PROPOSED AMENDMENTS TO AND FORMULATION OF CERTAIN  
SYSTEMS OF THE COMPANY**

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A letter from the Board is set out on pages 3 to 5 of this circular.

The EGM will be held at the Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People's Republic of China (the "PRC") at 2:00 p.m. on Tuesday, 28 October 2025.

The notice of the EGM and relevant form of proxy for use at such meeting were published on the Hong Kong Stock Exchange's website and the Company's website on 9 October 2025.

Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For H Shareholders, please return it to the Company's H Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting(s) should you so wish.

9 October 2025

\* For identification purpose only

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## DEFINITIONS

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*Unless the context otherwise requires, capitalized terms used in this circular shall have the following meanings:*

“A Shares”	domestic shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange
“EGM” or “Extraordinary General Meeting”	the 2025 second extraordinary general meeting of the Company to be held at the Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC on Tuesday, 28 October 2025 at 2:00 p.m.
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Rules of Procedures of the Board of Directors”	the rules of procedures of the board of directors of the Company
“Company”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Directors”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Holders of A Shares”	the holder(s) of A Shares
“Holders of H Shares”	the holder(s) of H Shares
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	9 October 2025, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Rules of Procedure of the General Meeting”	the rules of procedure of the general meeting of the Company
“%”	per cent.

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## LETTER FROM THE BOARD

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# 烟台北方安德利果汁股份有限公司 Yantai North Andre Juice Co., Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock code : 02218)

*Executive Directors:*

Mr. Wang An  
Mr. Zhang Hui  
Ms. Wang Meng  
Mr. Wang Yan Hui

*Registered Office:*

No. 18 Andre Avenue  
Muping Economic Development Zone  
Yantai City  
Shandong Province  
the PRC

*Non-executive Directors:*

Mr. Liu Tsung-Yi  
Mr. Zhang Wei

*Principal Place of Business in Hong Kong:*

Room 10, Block E  
2/F, Hong Kong Industrial Building  
452 Des Voeux Road West  
Shek Tong Tsui  
Hong Kong

*Independent Non-executive Directors:*

Mr. Gong Fan  
Ms. Wang Yan  
Mr. Wang Chang Qing

9 October 2025

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND PROPOSED AMENDMENTS TO AND FORMULATION OF CERTAIN SYSTEMS OF THE COMPANY**

#### **(I) INTRODUCTION**

References are made to (i) the announcement of the Company dated 22 September 2025, in relation to, among other things, proposed abolishment of the Board of Supervisors and amendments to the Articles of Association, and proposed amendments to and formulation of certain systems of the Company; and (ii) the notice of EGM dated 9 October 2025.

The purpose of this circular is to provide you with information regarding, among other matters, the above proposed resolutions and seek your approval of the ordinary resolutions relating to the aforesaid matters to be proposed at the EGM.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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### **(II) PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 22 September 2025. In order to improve corporate governance, the Company intends to abolish the board of supervisors in accordance with the newly revised Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Guidelines for Articles of Association of Listed Companies (revised in 2025) and other relevant laws, regulations, normative documents and regulatory requirements, and repeal the Rules of Procedures of the Board of Supervisors accordingly, and certain functions and powers of the board of supervisors as stipulated in the laws and regulations shall be undertaken by the audit committee of the Company. Meanwhile, the Company intends to amend relevant articles of the Articles of Association of the Company. The details of proposed amendments to the Articles of Association are set out in the Appendix I to this circular. Save for the contents stated in the Appendixes, the expression of "shareholders' meeting" in the Articles of Association shall also be adjusted to the "general meeting", the expressions of the "board of supervisors" and the "supervisors" in the Articles of Association shall be deleted and certain functions and powers of the board of supervisors shall be exercised by the audit committee.

The proposed amendments to the Articles of Association shall only become effective after being considered and approved by the Shareholders at the EGM.

### **(III) PROPOSED AMENDMENTS TO AND FORMULATION OF CERTAIN SYSTEMS OF THE COMPANY**

Reference is made to the announcement of the Company dated 22 September 2025. In accordance with the Company Law of the People's Republic of China, the Guidelines for Articles of Association of Listed Companies (revised in 2025), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Hong Kong Listing Rules and other relevant laws, regulations and normative documents, the Company made simultaneous amendments to and formulated certain systems. Details of the proposed amendments to the Rules of Procedure of the General Meeting and the proposed amendments to the Rules of Procedures of the Board of Directors are set out in Appendix II and Appendix III to this circular, respectively.

The proposed amendments to the Rules of Procedure of the General Meeting and the proposed amendments to the Rules of Procedures of the Board of Directors shall only become effective after being considered and approved by the Shareholders at the EGM.

### **(IV) EXTRAORDINARY GENERAL MEETING**

Resolutions will be proposed at the Extraordinary General Meeting to approve, among other things, (i) proposed abolishment of the board of supervisors and amendments to the Articles of Association; and (ii) proposed amendments to and formulation of certain systems of the Company.

To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the resolutions proposed at the Extraordinary General Meeting.

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## LETTER FROM THE BOARD

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The notice and the relevant form of proxy regarding the convening of the Extraordinary General Meeting at which the resolutions mentioned above will be proposed were published on the Hong Kong Stock Exchange's website and the Company's website on 9 October 2025. Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For Holders of H Shares, please return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

For the matters relating to the attendance of the Extraordinary General Meeting by Holders of A Shares, please refer to the notice of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn).

### **(V) CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY**

The register of holders of H Shares will be closed from Thursday, 23 October 2025 to Tuesday, 28 October 2025 (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the Extraordinary General Meeting, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 October 2025.

### **(VI) VOTING BY POLL**

In accordance with the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice relating to the Extraordinary General Meeting will be voted by poll.

### **(VII) RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any matters the omission of which would make any statement herein or this circular misleading.

### **(VIII) RECOMMENDATION**

The Directors consider that the aforesaid resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of relevant resolutions to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting dated 9 October 2025.

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## LETTER FROM THE BOARD

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**(IX) ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

\* *For identification purpose only*

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

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### **APPENDIX I**

*Note 1:* If there is any inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

*Note 2:* Due to the extensive scope of revisions involved, with respect to the amendments to the Articles of Association, the expression of “Shareholders’ Meeting (股東大會)” is uniformly revised to “General Meeting (股東會)”, and the expressions of “Supervisor”, “Board of Supervisors” and “Chairman of the Board of Supervisors” in the original Articles of Association are entirely deleted and partially replaced with “members of the Audit Committee”, the “Audit Committee” and the “convener of the Audit Committee”. These changes will not be listed item by item where no other revisions are involved.

*Note 3:* Where the amendments to the Articles of Association involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the provisions shall be updated sequentially as changes occur.

### **PROPOSED AMENDMENTS TO THE MAIN BODY OF THE ARTICLES OF ASSOCIATION**

The Board of proposed to make the following amendments to the main body of the Articles of Association:

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

《Articles of Association》 Table before and after revision

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<b>Chapter 4 Increase, Reduction &amp; Repurchase of Shares</b>	<b>Chapter 4 Increase, Reduction &amp; Repurchase of Shares</b>
<p><b>Article 21</b> For the purpose of business operation and development, according to laws and regulations, upon resolutions made by Shareholders’ Meeting, the Company may adopt the following methods to increase its capital:</p> <p>(I) Public issuance of shares;</p> <p>(II) Non-public issuance of shares;</p> <p>(III) Allotment of bonus shares to the existing shareholders;</p> <p>(IV) Allotment of new shares to the existing shareholders;</p> <p>.....</p>	<p><b>Article 21</b> For the purpose of business operation and development, according to laws and regulations, upon resolutions made by <del>Shareholders’</del> <b>General Meeting</b>, the Company may adopt the following methods to increase its capital:</p> <p>(I) <b>Issuance of shares to unspecified objects;</b> <del>Public issuance of shares;</del></p> <p>(II) <b>Issuance of shares to specific objects;</b> <del>Non-public issuance of shares;</del></p> <p>(III) Allotment of bonus shares to the existing shareholders;</p> <p><del>(IV) Allotment of new shares to the existing shareholders;</del></p> <p>.....</p>
<p><b>Article 23</b> .....</p> <p>(V) Shares to be used for converting corporate bonds issued by listed companies that can be converted into shares; and</p> <p>.....</p>	<p><b>Article 23</b> .....</p> <p>(V) Shares to be used for converting corporate bonds issued by <del>listed</del> companies that can be converted into shares; and</p> <p>.....</p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions</b> <b>(Delete the deletion line and the revision are presented in bold and underlined form.)</b></p>
<p>Although provisions of the Articles of Associations in respect of acquisition of its shares by the Company have been amended, when the Company acquires its shares, it must still proceed in accordance with the relevant requirements and restrictions of the Listing Rules of SEHK, including but not limited to the relevant provisions of Chapter 10 and Chapter 19A. In particular, in accordance with Rule 10.06(5) and Rule 19A.24 of the Listing Rules of SEHK, the listing of all H shares acquired by the Company will be automatically cancelled upon acquisition, and the Company shall apply for listing of any further issues of H shares in the normal way. The Company must ensure that the documents of title of the acquired H shares are cancelled and destroyed as soon as possible after the settlement of the acquisition of its H shares.</p> <p>.....</p> <p>When the Company acquires its shares due to the reasons in the Items (I), (II) it shall be approved by the Shareholders’ Meeting. When the Company acquires its shares due to the circumstances in the Items (V) and (VI) of the first paragraph, it may be approved by the Board Meeting attended by more than two-thirds of the directors according to the provisions of the Articles of Association or the authorization of the Shareholders’ Meeting.</p> <p>.....</p>	<p>Although provisions of the Articles of Associations in respect of acquisition of its shares by the Company have been amended, when the Company acquires its shares, it must still proceed in accordance with the relevant requirements and restrictions of the Listing Rules of SEHK, including but not limited to the relevant provisions of Chapter 10 and Chapter 19A. In particular, in accordance with Rule 10.06(5) and Rule 19A.24 of the Listing Rules of SEHK, the listing of all H shares acquired by the Company will be automatically cancelled upon acquisition, and the Company shall apply for listing of any further issues of H shares <b>and such shares are not held as treasury shares</b> in the normal way. The Company must ensure that the documents of title of the acquired H shares are cancelled and destroyed as soon as possible after the settlement of the acquisition of its H shares.</p> <p>.....</p> <p>When the Company acquires its shares due to the reasons in the Items (I), <b>and (II)</b> <del>and (II)</del>, it shall be approved by the <del>Shareholders’</del> <b>General Meeting</b>. When the Company acquires its shares due to the circumstances in the Items <b>(III)</b>, (V) and (VI) of the first paragraph, it may be approved by the Board Meeting attended by more than two-thirds of the directors according to the provisions of the Articles of Association or the authorization of the <del>Shareholders’</del> <b>General Meeting</b>.</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p>When the Company purchases its shares in according with the preceding (III), (V) and (VI) of the first paragraph, the shares shall not be over 10% of the total shares issued by the Company. The fund for acquiring shall be paid from the after-tax profit of the Company. The acquired shares shall be transferred or cancelled within 3 years.</p>	<p>When the Company purchases its shares in according with the preceding (III), (V) and (VI) of the first paragraph, <b>the total number of the Company's shares held by the Company</b> the shares shall not be over 10% of the total shares issued by the Company. <del>The fund for acquiring shall be paid from the after-tax profit of the Company.</del> The acquired shares shall be transferred or cancelled within 3 years.</p>
<b>Chapter 5 Transfer of Shares</b>	<b>Chapter 5 Transfer of Shares</b>
<p><b>Article 24</b> The shares of the Company may be transferred according to law.</p>	<p><b>Article 24</b> The shares of the Company <del>may</del><b>shall</b> be transferred according to law.</p>
<p><b>Article 25</b> The Company shall not accept its own stocks in the form of pledge.</p>	<p><b>Article 25</b> The Company shall not accept its own <b>shares as the subject of a pledge.</b> <del>stocks in the form of pledge.</del></p>
<p><b>Article 27</b> .....</p> <p>If the Board of Directors of the Company fails to implement the regulations as the preceding paragraph, the shareholders shall have the right to request the Board of Directors to take an action within 30 days. If the Board of Directors of the Company fails to take an action within the aforesaid time limit, the shareholders may, in their own names, directly appeal to the People's Court for the benefit of the Company.</p> <p>.....</p>	<p><b>Article 27</b> .....</p> <p>If the Board of Directors of the Company fails to implement the regulations as the preceding paragraph <b>1 of this Article</b>, the shareholders shall have the right to request the Board of Directors to take an action within 30 days. If the Board of Directors of the Company fails to take an action within the aforesaid time limit, the shareholders may, in their own names, directly appeal to the People's Court for the benefit of the Company.</p> <p>.....</p>
<b>Chapter 6 Shareholders &amp; Shareholders' Meeting</b>	<b>Chapter 6 Shareholders &amp; Shareholders' General Meeting</b>
	<p><b>Article 29</b> When convening General Meeting, distributing dividends, conducting liquidation, or engaging in other acts requiring confirmation of shareholder identity, the Board of Directors or the convener of the General Meeting shall determine a record date. Shareholders registered at the close of business on the record date shall be the shareholders entitled to relevant rights and interests.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 29</b> .....</p> <p>(V) Consult the articles of association, shareholders’ register, corporate bond stubs, minutes of shareholders’ meeting, resolutions of board meetings, resolutions of supervisory board meetings and financial accounting reports.</p> <p>.....</p>	<p><b>Article 30</b> .....</p> <p>(V) <b>To consult and copy</b> the articles of association, shareholders’ register, <del>corporate bond stubs</del>, minutes of <b>Shareholders’ General Meeting</b>, resolutions of board meetings, <del>resolutions of supervisory board meetings</del> and financial accounting reports; <b>Shareholders who satisfy the prescribed conditions may inspect the Company’s accounting books and vouchers.</b></p> <p>.....</p>
<p><b>Article 30</b> If the shareholders request to check relevant information or ask for materials listed in the preceding Article, they shall provide written documents which prove the category and number of their shares. The Company shall check their status and provide the materials requested upon verification.</p>	<p><b>Article 31</b> If the shareholders request to check <b>and copy</b> relevant information or ask for materials listed in the preceding Article, <b>such shareholders shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law</b>, and they shall provide written documents which prove the category and number of their shares. The Company shall check their status and provide the materials requested upon verification.</p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions</b> (Delete the deletion line and the revision are presented in bold and underlined form.)</p>
<p><b>Article 31</b> ..... If the convening procedures and voting ways of the Shareholders’ Meeting and the Board Meeting violate laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, the shareholders have the right to request the People’s Court to cancel the aforesaid within 60 days after the resolutions are made.</p>	<p><b>Article 32</b> ..... If the convening procedures and voting ways of the <del>Shareholders’</del> <b>General Meeting</b> and the Board Meeting violate laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, the shareholders have the right to request the People’s Court to cancel the aforesaid within 60 days after the resolutions are made. <b>However, this shall not apply if the convening procedures or voting methods of a General Meeting or Board Meeting only involve minor procedural defects that do not materially affect the resolution.</b></p> <p><b>If the Board of Directors, shareholders, or other relevant parties dispute the validity of a General Meeting resolution, they shall promptly file a lawsuit with the People’s Court. Prior to the People’s Court rendering a judgment or ruling to revoke the resolution, the relevant parties shall execute the General Meeting resolution. The Company, its directors, and senior executives shall diligently perform their duties to ensure the normal operation of the Company.</b></p> <p><b>Upon the People’s Court rendering a judgment or ruling on relevant matters, the Company shall perform information disclosure obligations in accordance with laws, administrative regulations, the requirements of the China Securities Regulatory Commission, and the stock exchanges, fully explaining the impact, and shall actively cooperate in the execution after the judgment or ruling takes effect. If correction of prior matters is involved, the Company shall handle it promptly and perform the corresponding information disclosure obligations.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 33 Resolutions of the Company’s General Meeting or Board of Directors shall be void under any of the following circumstances:</b></p> <p><b>(I) A resolution was adopted without convening a General Meeting or Board Meeting;</b></p> <p><b>(II) The General Meeting or Board Meeting did not conduct voting on the matter subject to resolution;</b></p> <p><b>(III) The number of attendees or the voting rights represented at the meeting did not reach the quorum required by the Company Law or the Articles of Association;</b></p> <p><b>(IV) The number of persons or the voting rights in favor of the resolution did not reach the threshold required by the Company Law or the Articles of Association.</b></p>
<p><b>Article 32</b> If directors and senior management personnel violate laws, administrative regulations or the Articles of Association and cause losses to the Company when performing their duties, the shareholders individually or jointly holding over 1% of the shares of the Company for more than 180 continuous days have the right to request the Board of Supervisors in written form to file a suit in the People’s Court; if the Board of Supervisors violates laws, administrative regulations and the Articles of Association and causes losses to the Company when performing its duties, the shareholders may request the Board of Directors in written form to file a suit in the People’s Court.</p>	<p><b>Article 34</b> If directors and senior management personnel <b>other than members of the Audit Committee</b> violate laws, administrative regulations or the Articles of Association and cause losses to the Company when performing their duties, the shareholders individually or jointly holding over 1% of the shares of the Company for more than 180 continuous days have the right to request the <del>Board of Supervisors</del> <b>Audit Committee</b> in written form to file a suit in the People’s Court; if the <del>Board of Supervisors</del> <b>Audit Committee</b> violates laws, administrative regulations and the Articles of Association and causes losses to the Company when performing its duties, the shareholders may request the Board of Directors in written form to file a suit in the People’s Court.</p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)</b></p>
<p>If the Board of Supervisors and the Board of Directors refuse to file a suit after receiving a written request of shareholders prescribed in the above Article, or fail to file a suit within 30 days after receiving the request, or fail to immediately file a suit due to emergency, causing irretrievable damage to the benefits of the Company, the shareholders prescribed in the above article, in their own names, have the right to directly file a suit in the People’s Court.</p> <p>If others infringe the lawful rights and interests of the Company and cause losses to the Company, the shareholders prescribed in the first paragraph of this Article may file a suit in the People’s Court according to the regulations of the above two paragraphs.</p>	<p>If the <del>Audit Committee</del> Board of Supervisors and the Board of Directors refuse to file a suit after receiving a written request of shareholders prescribed in the above Article, or fail to file a suit within 30 days after receiving the request, or fail to immediately file a suit due to emergency, causing irretrievable damage to the benefits of the Company, the shareholders prescribed in the above article, in their own names, have the right to directly file a suit in the People’s Court.</p> <p>If others infringe the lawful rights and interests of the Company and cause losses to the Company, the shareholders prescribed in the first paragraph of this Article may file a suit in the People’s Court according to the regulations of the above two paragraphs.</p> <p><b>If any directors or senior executives of the Company’s wholly-owned subsidiary, in performing their duties, violate laws, administrative regulations, or the Articles of Association, causes losses to the Company, or where a third party infringes upon the lawful rights and interests of the wholly-owned subsidiary causing losses, shareholders who have individually or jointly held 1% or more of the Company’s shares for 180 consecutive days or more may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the Board of Supervisors or the Board of Directors of the wholly-owned subsidiary to file a lawsuit with the People’s Court, or may directly file a lawsuit in their own name with the People’s Court.</b></p>
<p><b>Article 34</b> .....</p> <p>(III) Not allowed to withdraw shares, except for the cases regulated by laws and regulations;</p> <p>.....</p>	<p><b>Article 36</b> .....</p> <p>(III) Not allowed to withdraw shares <b>their share capital</b>, except for the cases regulated by laws and regulations;</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 35</b> Provided the shareholders who hold over 5% of the voting shares of the Company pledge their shares, they shall report to the Company in writing on the very day.</p>	<p><b>Delete</b></p>
<p><b>Article 36</b> The controlling shareholders and actual controllers of the Company shall not utilize the associated relationship to damage the profits of the Company. Those who violate regulations and cause losses to the Company shall bear the liability for compensation.</p> <p>The controlling shareholders and actual controllers of the Company shall bear faithful obligations to the Company and the social public shareholders. The controlling shareholders shall exercise the contributors' rights strictly following the law, and shall not damage the legal rights and interests of the Company as well as the social public shareholders through profit distribution, assets reorganization, external investment, occupation of funds, loan guarantee, etc. and shall not utilize their controlling status to damage the benefits of the Company and the social public shareholders.</p>	<p><del><b>Article 37</b> The controlling shareholders and actual controllers of the Company shall not utilize the associated relationship to damage the profits of the Company. Those who violate regulations and cause losses to the Company shall bear the liability for compensation.</del></p> <p><del>The controlling shareholders and actual controllers of the Company shall bear faithful obligations to the Company and the social public shareholders. The controlling shareholders shall exercise the contributors' rights strictly following the law, and shall not damage the legal rights and interests of the Company as well as the social public shareholders through profit distribution, assets reorganization, external investment, occupation of funds, loan guarantee, etc. and shall not utilize their controlling status to damage the benefits of the Company and the social public shareholders.</del></p> <p><b>The Company's controlling shareholders and actual controllers shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, the requirements of the China Securities Regulatory Commission, and the stock exchange rules, and shall safeguard the interests of the listed Company.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 38 The Company’s controlling shareholder and actual controller shall comply with the following provisions:</b></p> <p><b>(I) Exercise shareholder rights lawfully, and refrain from abusing control rights or using associative relationships to harm the legitimate rights and interests of the Company or other shareholders;</b></p> <p><b>(II) Strictly fulfill public statements and commitments made; shall not arbitrarily alter or waive them;</b></p> <p><b>(III) Strictly perform information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in information disclosure work, and promptly notify the Company of significant events that have occurred or are intended to occur;</b></p> <p><b>(IV) Shall not occupy the Company’s funds in any manner;</b></p> <p><b>(V) Shall not coerce, direct, or demand the Company and its relevant personnel to provide guarantees illegally or irregularly;</b></p> <p><b>(VI) Shall not use the Company’s undisclosed material information for personal gain; shall not disclose undisclosed material information relating to the Company in any manner; shall not engage in illegal or non-compliant activities such as insider trading, short-swing trading, or market manipulation;</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p>(VII) Shall not harm the legitimate rights and interests of the Company and other shareholders through non-arm's length related-party transactions, profit distributions, asset restructurings, external investments, or any other means;</p> <p>(VIII) Ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence; shall not affect the Company's independence in any manner;</p> <p>(IX) Other provisions stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, stock exchange business rules, or the Articles of Association.</p> <p>If the Company's controlling shareholders or actual controllers do not serve as directors of the Company but actually perform the Company's affairs, the provisions of the Articles of Association regarding directors' fiduciary duty and duty of diligence shall apply.</p> <p>If the Company's controlling shareholders or actual controllers instruct directors or senior executives to engage in acts that harm the interests of the Company or shareholders, they shall bear joint and several liabilities with such directors or senior executives.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 39</b> When a controlling shareholder or actual controller pledges the Company’s shares held or controlled by them, they shall maintain the Company’s control rights and the stability of its production and operations. A shareholder holding 5% or more of the Company’s voting shares shall submit a written report to the Company on the day such share pledge occurs.</p>
	<p><b>Article 40</b> When transferring their shares in the Company, controlling shareholders and actual controllers shall comply with the restrictive provisions on share transfer stipulated in laws, administrative regulations, the requirements of the China Securities Regulatory Commission, and the stock exchanges, as well as any commitments they have made regarding share transfer restrictions.</p>
<p><b>Article 37</b> The Shareholders’ Meeting is organ of power of the Company, and exercises the following functions and powers according to laws:</p> <p>(I) To decide the business policies and investment plans of the Company;</p> <p>(II) To elect and replace the directors and supervisors who are not worker representatives and decide those matters concerning the remuneration of directors and supervisors;</p> <p>(III) To examine and approve the report of the Board of Directors;</p> <p>(IV) To examine and approve the report of the Board of Supervisors;</p>	<p><b>Article 41</b> <b>The General Meeting comprises all shareholders and</b> the Shareholders’<del>General</del> Meeting is organ of power of the Company, and exercises the following functions and powers according to laws:</p> <p><del>(I) To decide the business policies and investment plans of the Company;</del></p> <p>(I) To elect and replace the directors and supervisors who are not worker representatives and decide those matters concerning the remuneration of directors and supervisors;</p> <p>(II) To examine and approve the report of the Board of Directors;</p> <p><del>(IV) To examine and approve the report of the Board of Supervisors;</del></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p>(V) To examine and approve the Company’s annual financial budget and final accounting proposals;</p> <p>.....</p> <p>(X) To pass resolutions on the employment, dismissal of accounting firms by the Company;</p> <p>(XI) To examine and approve the guarantee items specified in Article 38;</p> <p>.....</p>	<p><del>(V) To examine and approve the Company’s annual financial budget and final accounting proposals;</del></p> <p>.....</p> <p>(VII) To pass resolutions on the employment, dismissal of accounting firms <b>undertaking the Company’s audit services</b> by the Company;</p> <p>(VIII) To examine and approve the guarantee items specified in Article <del>38</del><b>42</b>;</p> <p>.....</p> <p><b>The General Meeting may authorize the Board of Directors to adopt resolutions on the issuance of corporate bonds.</b></p>
<p><b>Article 38</b> ..... (III) Any guarantee that exceeds 30% of the latest audited total assets of the Company, according to the principle of accumulated calculation of the amount of guarantee for 12 successive months;</p> <p>.....</p> <p>(VI) Other circumstances specified by laws, administrative regulations, departmental rules or the Articles of Association;</p>	<p><b>Article 42</b> ..... (III) Any guarantee that exceeds 30% of the latest audited total assets of the Company, according to <b>the amount of guarantees provided by the Company to others within one year</b><del>the principle of accumulated calculation of the amount of guarantee for 12 successive months;</del></p> <p>.....</p> <p>(VI) Other circumstances specified by laws, administrative regulations, departmental rules or the Articles of Association.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p>(VII) Any guarantee that exceeds 50% of the latest audited net assets of the Company and with the absolute amount higher than RMB50 million yuan, according to the principle of accumulated calculation of the amount of guarantee for 12 successive months; and</p> <p>(VIII) Other guarantees specified by the stock exchanges where the shares of the Company are listed and the Articles of Association.</p> <p>.....</p>	<p><del>(VII) Any guarantee that exceeds 50% of the latest audited net assets of the Company and with the absolute amount higher than RMB50 million yuan, according to the principle of accumulated calculation of the amount of guarantee for 12 successive months; and</del></p> <p><del>(VIII) Other guarantees specified by the stock exchanges where the shares of the Company are listed and the Articles of Association.</del></p> <p>.....</p>
<p>Article 40</p> <p>The Shareholder’ Meeting shall arrange the meeting hall and shall be held in the form of live meeting. The Company shall also provide convenience for shareholders to take part in the General Meeting through network or other methods. The shareholders who attend the General Meeting through the above methods are deemed as being present at the meeting.</p>	<p>Article 44</p> <p>The <del>Shareholder’</del><b>General</b> Meeting shall arrange the meeting hall and shall be held in the form of live meeting. The Company shall also provide convenience for shareholders to take part in the General Meeting through network or other methods. The shareholders who attend the General Meeting through the above methods are deemed as being present at the meeting.</p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions</b> (Delete the deletion line and the revision are presented in bold and underlined form.)</p>
<p><b>Article 42</b> The independent director has the right to give proposal to the Board of Directors to hold the Interim Shareholders’ Meeting. For such proposal made by the independent director, the Board of Directors, according to laws, administrative regulations and the Articles of Association, shall give written feedback to agree or disagree to hold the Interim Shareholders’ Meeting within 10 days after receiving the proposal.</p> <p>.....</p>	<p><b>Article 46</b> <b>The Board of Directors shall convene the General Meeting on time within the prescribed period.</b></p> <p><b>Upon approval by more than half of all independent directors,</b> the independent director has the right to give proposal to the Board of Directors to hold the <del>Interim Shareholders’</del> <b>Extraordinary General Meeting</b>. For such proposal made by the independent director, the Board of Directors, according to laws, administrative regulations and the Articles of Association, shall give written feedback to agree or disagree to hold the <del>Interim Shareholders’</del> <b>Extraordinary General Meeting</b> within 10 days after receiving the proposal.</p> <p>.....</p>
<p><b>Article 44</b> The shareholders individually or jointly holding over 10% of the Company’s shares with the voting power at the proposed meeting have the right to request the Board of Directors to hold the Interim Shareholders’ Meeting in writing. According to laws, administrative regulations and the Articles of Association, the Board of Directors shall give written feedback to agree or disagree to hold the Interim Shareholders’ Meeting within 10 days after receiving the proposal.</p> <p>.....</p>	<p><b>Article 48</b> The shareholders individually or jointly holding over 10% of the Company’s shares <del>with the voting power at the proposed meeting</del> have the right to request the Board of Directors to hold the <del>Interim Shareholders’</del> <b>Extraordinary General Meeting</b> in writing. According to laws, administrative regulations and the Articles of Association, the Board of Directors shall give written feedback to agree or disagree to hold the <del>Interim Shareholders’</del> <b>Extraordinary General Meeting</b> within 10 days after receiving the proposal.</p> <p>.....</p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)</b></p>
<p><b>Article 49</b> When the Company holds the Shareholders’ Meeting, the Board of Directors, the Board of Supervisors and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the Interim Shareholders’ Meeting.</p> <p>The convener shall send a supplementary notice of the Shareholders’ Meeting within 2 days after receiving the proposal.</p> <p>Except for conditions specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice and announcement of the Shareholders’ Meeting.</p> <p>Proposals not listed in the notice of the Shareholders’ Meeting or in non-conformity with the regulations of Article 77 in this Articles of Association shall not be voted with a resolution in the Shareholders’ Meeting.</p>	<p><b>Article 53</b> When the Company holds the <del>Shareholders’</del><sup>2</sup> <b>General Meeting</b>, the Board of Directors, the <del>Audit Committee Board of Supervisors</del> and the shareholders individually or jointly holding over <del>31%</del><sup>2</sup> of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over <del>31%</del><sup>2</sup> of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the <del>Interim Shareholders’</del><sup>2</sup> <b>Extraordinary General Meeting</b>.</p> <p>The convener shall send a supplementary notice of the <del>Shareholders’</del><sup>2</sup> <b>General Meeting</b> within 2 days after receiving the proposal <b>and announce the content of the interim proposals and submitting it to the General Meeting for deliberation, except where the interim proposal violates the provisions of laws, administrative regulations, or the Company’s Articles of Association, or is not within the scope of authority of the General Meeting.</b></p> <p>Except for conditions specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice and announcement of the <del>Shareholders’</del><sup>2</sup> <b>General Meeting</b>.</p> <p>Proposals not listed in the notice of the <del>Shareholders’</del><sup>2</sup> <b>General Meeting</b> or in non- conformity with the <del>regulations of Article 77 in this</del> Articles of Association shall not be voted with a resolution in the <del>Shareholders’</del><sup>2</sup> <b>General Meeting</b>.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 51</b> .....</p> <p>(III) Explain in obvious words: All the common shareholders (including the preferred shareholders with restored voting right), are entitled to attend the Shareholders’ Meeting and are able to entrust agents in written to attend the meeting and vote, and the shareholder’s agent does not have to be a Company’s shareholders;</p> <p>.....</p>	<p><b>Article 55</b> .....</p> <p>(III) Explain in obvious words: All the common shareholders (including the preferred shareholders with restored voting right), <b>holders of shares with special voting rights, and other shareholders</b> are entitled to attend the <del>Shareholders’</del> <b>General</b> Meeting and are able to entrust agents in written to attend the meeting and vote, and the shareholder’s agent does not have to be a Company’s shareholders;</p> <p>.....</p>
<p><b>Article 55</b> All ordinary shareholders registered in date of record (including preferred shareholders whose voting rights have been restored), or their agents have the right to attend the shareholders’ meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>.....</p>	<p><b>Article 59</b> All ordinary shareholders registered in date of record (including preferred shareholders whose voting rights have been restored), <b>holders of shares with special voting rights</b>, or their agents have the right to attend the <del>Shareholders’</del> <b>General</b> Meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>.....</p>
<p><b>Article 56</b> A power of attorney issued by a shareholder to entrust another person as proxy to attend a meeting shall contain the following contents:</p> <p>(I) The name of the proxy;</p> <p>(II) Whether with the voting power;</p>	<p><b>Article 60</b> A power of attorney issued by a shareholder to entrust another person as proxy to attend a meeting shall contain the following contents:</p> <p>(I) <del>The name of the proxy;</del> <b>Name/title of the principal and the type and quantity of the Company’s shares held;</b></p> <p>(II) <del>Whether with the voting power;</del> <b>Agent name/title;</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p>(III) The instruction to the proxy on every item to be discussed at the meeting, whether to approve, oppose or abstain;</p> <p>.....</p> <p>The power of attorney shall note that whether the agent has the right to vote in accordance with its own will in case there is no specific indication from the Shareholder.</p>	<p>(III) <b>Specific instructions of the shareholder, including</b> The instruction to the proxy on every item to be discussed at the meeting, whether to approve, oppose or abstain;</p> <p>.....</p> <p><del>The power of attorney shall note that whether the agent has the right to vote in accordance with its own will in case there is no specific indication from the Shareholder.</del></p>
<p><b>Article 60</b> All directors, supervisors and the secretary of the Board of Directors of the Company shall attend the Shareholders’ Meeting. The President and other senior management personnel shall also attend the meeting as non- voting delegates.</p>	<p><b>Article 64</b> All directors, supervisors and the secretary of the Board of Directors of the Company shall attend the Shareholders’ Meeting. The President and other senior management personnel shall also attend the meeting as non-voting delegates. <b>If the General Meeting requires directors or senior executives to attend without voting rights, such directors or senior executives shall attend and accept inquiries from shareholders.</b></p>
<p><b>Article 61</b>.....</p> <p>The Shareholders’ Meeting convened by Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors cannot fulfill or doesn’t fulfill his duties, the meeting shall be presided over by one supervisor elected by over half of the supervisors.</p> <p>.....</p>	<p><b>Article 65</b>.....</p> <p>The <del>Shareholders’</del><b>General</b> Meeting convened by the <del>Audit Committee</del><b>Board of Supervisors</b> shall be presided over by the <b>convener of the Audit Committee</b> <del>chairman of the Board of Supervisors</del>. If the <b>convener of the Audit Committee</b> <del>chairman of the Board of Supervisors</del> cannot fulfill or doesn’t fulfill his duties, the meeting shall be presided over by one <del>supervisor</del> <b>committee</b> elected by over half of the <del>member of the Audit Committee</del><b>supervisors</b>.</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 74</b> The candidates’ name list of directors and supervisors shall be submitted to the Shareholders’ Meeting in proposal for voting.</p> <p>When the Shareholders’ Meeting takes a vote to elect directors and supervisors, the cumulative voting system shall be adopted according the Articles of Association or the resolutions of the Shareholders’ Meeting.</p> <p>For the purpose of the above paragraph, the term “cumulative voting system” means that when the Shareholders’ Meeting elects a director or supervisor, each share shall have the voting power equal to the number of the director’ s candidates or the supervisor’s candidates. Shareholders may use their voting power cumulatively. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director or supervisor to the shareholders.</p>	<p><b>Article 78</b> The candidates’ name list of directors <del>and supervisors</del> shall be submitted to the <del>Shareholders’</del> <b>General Meeting</b> in proposal for voting.</p> <p>When the <del>Shareholders’</del> <b>General Meeting</b> takes a vote to elect directors <del>and supervisors</del>, the cumulative voting system shall be adopted according the Articles of Association or the resolutions of the <del>Shareholders’</del> <b>General Meeting</b>; <b>Cumulative voting shall be implemented when the General Meeting elects two or more independent directors.</b></p> <p>For the purpose of the above paragraph, the term “cumulative voting system” means that when the <del>Shareholders’</del> <b>General Meeting</b> elects a director <del>or supervisor</del>, each share shall have the voting power equal to the number of the director’ s candidates <del>or the supervisor’s candidates</del>. Shareholders may use their voting power cumulatively. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director <del>or supervisor</del> to the shareholders.</p>
<p><b>Article 79</b> .....</p> <p>The lawyer, shareholder representative and supervisor representative shall jointly be in charge of vote counting and counting witnessing when voting on proposals in the Shareholders’ Meeting and the voting results shall be announced in the meeting and recorded into the meeting minutes.</p> <p>.....</p>	<p><b>Article 83</b> .....</p> <p>The lawyer, shareholder representative <del>and supervisor representative</del> shall jointly be in charge of vote counting and counting witnessing when voting on proposals in the <del>Shareholders’</del> <b>General Meeting</b> and the voting results shall be announced in the meeting and recorded into the meeting minutes.</p> <p>.....</p>
<p><b>Article 82</b> Before announcing the voting result, relevant parties involved in the scene of the Shareholders’ Meeting, network or other voting methods such as companies, vote counters, counting witnesses, principal shareholders and network service parties shall bear the obligation of confidentiality for the voting situation.</p>	<p><b>Article 86</b> Before announcing the voting result, relevant parties involved in the scene of the <del>Shareholders’</del> <b>General Meeting</b>, network or other voting methods such as companies, vote counters, counting witnesses, <del>principal</del> shareholders and network service parties shall bear the obligation of confidentiality for the voting situation.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 88</b> The followed issues shall be approved through ordinary resolution by the Shareholders’ Meeting:</p> <p>(I) Work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) Plans for the distribution of profits and making up of losses drafted by the Board of Directors;</p> <p>(III) Removal of the Board of Directors and the Board of Supervisors, their remuneration and methods of payment of their remuneration;</p> <p>(IV) The Company’s annual budgets plan, final reports plan, balance sheets, profit statements and other financial statements;</p> <p>(V) Annual reports of the Company; and</p> <p>(VI) Matters other than those required to be passed by way of a special resolution in accordance with laws, administrative regulations or the Articles of Association.</p>	<p><b>Article 92</b> The followed issues shall be approved through ordinary resolution by the <del>Shareholders’</del> <b>General Meeting</b>:</p> <p>(I) Work reports of the Board of Directors <del>and the Board of Supervisors</del>;</p> <p>(II) Plans for the distribution of profits and making up of losses drafted by the Board of Directors;</p> <p>(III) Removal of the Board of Directors <del>and the Board of Supervisors</del>, their remuneration and methods of payment of their remuneration;</p> <p><del>(IV) The Company’s annual budgets plan, final reports plan, balance sheets, profit statements and other financial statements;</del></p> <p><del>(V) Annual reports of the Company; and</del></p> <p>(IV) Matters other than those required to be passed by way of a special resolution in accordance with laws, administrative regulations or the Articles of Association.</p>
<p><b>Chapter 7 Board of Directors</b></p>	<p><b>Chapter 7 Board of Directors</b></p>
<p><b>Article 93</b> The Company shall establish a Board of Directors, which shall be responsible to the Shareholders’ Meeting. The Board of Directors shall be composed of nine directors, who shall include three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p> <p>.....</p>	<p><b>Article 97</b> The Company shall establish a Board of Directors, <del>which shall be responsible to the Shareholders’ Meeting</del>. The Board of Directors shall be composed of nine directors, who shall include three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 94</b> .....</p> <p>(II) Being sentenced to punishment for corruption, bribery, embezzlement of property, misappropriation of property or disrupting the order of the socialist market economy and has not exceeded five years of execution, or being deprived of political rights for committing a crime, and the execution period has not exceeded five years;</p> <p>(III) Where a director, factory director or manager of a company or enterprise that has been in bankruptcy liquidation is personally responsible for the bankruptcy of the company or enterprise, it has not been more than three years since the date of completion of bankruptcy liquidation of the company or enterprise;</p>	<p><b>Article 98</b> .....</p> <p>(II) Being sentenced to punishment for corruption, bribery, embezzlement of property, misappropriation of property or disrupting the order of the socialist market economy <b>order, or having been deprived of political rights due to a crime</b>, and has not exceeded five years of execution, <del>or being deprived of political rights for committing a crime, and the execution period has not exceeded five years;</del> <b>or two years have not elapsed since the expiration of the probation period if probation was declared;</b></p> <p>(III) Where a director, factory director or manager of a company or enterprise that has been in bankruptcy liquidation is personally responsible for the bankruptcy of the company or enterprise, it has not been more than three years since the date of completion of bankruptcy liquidation of the company or enterprise;</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
(IV) Being the legal representative of a company or enterprise whose business license has been revoked due to violation of law and ordered to close down, and having personal responsibility, it has not been more than three years since the date when the business license of the company or enterprise was revoked;	(IV) Being the legal representative of a company or enterprise whose business license has been revoked due to violation of law and ordered to close down, and having personal responsibility, it has not been more than three years since the date when the business license of the company or enterprise was revoked <b>or have not elapsed since the date of closure;</b>
(V) Those who have a relatively large amount of due debts to be paid	(V) <b>Being listed by a People’s Court as a discredited person subject to enforcement due to failure to repay a relatively large amount of personal debt that is due;</b> <del>Those who have a relatively large amount of due debts to be paid</del>
(VI) Those who are under the period of measure made by CSRC to forbid to entry into the securities market;	(VI) Those who are under the period of measure made by CSRC to forbid to entry into the securities market;
(VII) Other contents specified by the laws, administrative regulations or departmental regulations.	(VII) <b>Being publicly recognized by a stock exchange as unsuitable to serve as a director or senior executive of a listed company, and the specified period of unsuitability has not expired;</b>
Where the Company elects or appoints any Director in contrary to the provisions of this Article, such elections or appointments are null. Where a director suffers from circumstances in this article during term of office, the Company may relieve its post.	(VIII) Other contents specified by the laws, administrative regulations or departmental regulations.  Where the Company elects or appoints any Director in contrary to the provisions of this Article, such elections or appointments are null. Where a director suffers from circumstances in this article during term of office, the Company may relieve its post <b>and terminate their duties.</b>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions</b> (Delete the deletion line and the revision are presented in bold and underlined form.)</p>
<p><b>Article 95</b> Directors shall be elected by the Shareholders’ Meeting, and serve a term of three years. A director may serve consecutive terms if reelected upon the expiration of his term. The Shareholders’ Meeting shall not dismiss a director without sufficient reason prior to the expiration of his term of office.</p> <p>.....</p>	<p><b>Article 99</b> Directors shall be elected <b>or replaced</b> by the <del>Shareholders’</del> <b>General Meeting and may be removed by the General Meeting before the expiration of their term. The</b>and serve a term of a <b>director shall be</b> three years. A director may serve consecutive terms if reelected upon the expiration of his term. <del>The Shareholders’ Meeting shall not dismiss a director without sufficient reason prior to the expiration of his term of office.</del></p> <p>.....</p>
<p><b>Article 96</b>.....</p> <p>(IV) Directors are not allowed to lend the funds of the Company to other people or provide guarantees for other people with the assets of the Company in violation of regulations of the Articles of Association or without consent of the Shareholders’ Meeting or the Board of Directors;</p> <p>(V) Directors are not allowed to execute any contract or engage in any transaction with the Company in violation of the Articles of Association or without consent of the Shareholders’ Meeting;</p>	<p><b>Article 100</b>.....</p> <p>(IV) <del>Directors are not allowed to lend the funds of the Company to other people or provide guarantees for other people with the assets of the Company in violation of regulations of the Articles of Association or without consent of the Shareholders’ Meeting or the Board of Directors;</del> <b>Unless reported to the Board of Directors or the General Meeting and resolved upon in accordance with the Articles of Association, directors shall not directly or indirectly enter into contracts or conduct transactions with the Company;</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p>(VI) Without consent of the Shareholders' Meeting, directors shall not, taking advantage of their positions, seek for commercial opportunity which shall belong to the Company and engage in the same business as the Company in which he serves as a director or the President either for his own account or for any other person's account;</p> <p>(VII) Directors are not allowed to possess the commission obtained from the transaction between others and the Company;</p> <p>.....</p>	<p>(V) <del>Directors are not allowed to execute any contract or engage in any transaction with the Company in violation of the Articles of Association or without consent of the Shareholders' Meeting;</del> <b>Directors shall not use their position to seek for themselves or others commercial opportunities that belong to the Company, except where reported to the Board of Directors or the General Meeting and resolved upon by the General Meeting, or where the Company, according to law, administrative regulations, or the Articles of Association, cannot utilize such opportunities;</b></p> <p>(VI) <del>Without consent of the Shareholders' Meeting, directors shall not, taking advantage of their positions, seek for commercial opportunity which shall belong to the Company and engage in the same business as the Company in which he serves as a director or the President either for his own account or for any other person's account;</del> <b>Directors shall not operate, either for themselves or for others, a business competing with the Company without reporting to the Board of Directors or the General Meeting and obtaining a resolution from the General Meeting;</b></p> <p>(VII) Directors are not allowed to possess the commission obtained from the transaction between others and the Company;</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>The provisions of Item (4) of Paragraph 2 of this Article shall apply when the following parties enter into contracts or conduct transactions with the Company: close relatives of directors or senior executives; enterprises directly or indirectly controlled by directors, senior executives, or their close relatives; and other related parties having an associative relationship with directors or senior executives.</b></p>
<p><b>Article 97</b> Directors shall follow laws, administrative regulations and the Articles of Association.</p> <p>following assiduous obligations to the Company:</p> <p>.....</p>	<p><b>Article 101</b> Directors shall follow laws, administrative regulations and the Articles of Association. <b>Directors shall bear the following duty of diligence to the Company. When performing their duties, they shall exercise the reasonable care typically expected of managers for the best interests of the Company.</b></p> <p><b>Directors shall bear the</b> following assiduous obligations to the Company:</p> <p>.....</p>
<p><b>Article 99</b> Directors may resign before expiration of the term of office. The directors who ask for resignation shall submit a written resignation report to the Board of Directors which shall disclose relevant conditions within 2 days.</p> <p>.....</p>	<p><b>Article 103</b> Directors may resign before expiration of the term of office. The directors who ask for resignation shall submit a written resignation report to the Board of Directors which shall disclose relevant conditions within 2 <b>trading</b> days.</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 100</b> If the resignation of a director takes effect or the term of office expires, such director shall complete all turnover procedures with the Board of Directors and his faithful obligations to the Company and the shareholders shall not be released after the term of office expires, which shall still be effective within the reasonable duration specified by the Articles of Association.</p> <p>.....</p>	<p><b>Article 104</b> The Company shall establish a director post-resignation management system, clarifying safeguard measures for pursuing liability and compensation concerning unfulfilled public commitments and other outstanding matters. If the resignation of a director takes effect or the term of office expires, such director shall complete all turnover procedures with the Board of Directors and his faithful obligations to the Company and the shareholders shall not be released after the term of office expires, which shall still be effective within the reasonable duration specified by the Articles of Association. <b>Liability borne by a director during their term of office for performing their duties shall not be exempted or terminated upon resignation.</b></p> <p>.....</p>
	<p><b>Article 105</b> The General Meeting may resolve to dismiss a director. The dismissal shall take effect on the date when the resolution is adopted.</p> <p><b>If the directors is dismissed before the expiration of their term without justifiable reason, the director may demand compensation from the Company.</b></p>
<p><b>Article 102</b> If the directors, while performing their duties for the Company, causes damage to others, the Company shall bear the liability for compensation. If the directors acted intentionally or with gross negligence, they shall also bear liability for compensation.</p> <p>Directors shall bear the liability for compensation if losses are caused to the Company due to violation of the laws, administrative regulations, department rules and the Articles of Association during the implementation of duties.</p>	<p><b>Article 107</b> If the directors, while performing their duties for the Company, causes damage to others, the Company shall bear the liability for compensation. <b>If the directors acted intentionally or with gross negligence, they shall also bear liability for compensation.</b></p> <p>Directors shall bear the liability for compensation if losses are caused to the Company due to violation of the laws, administrative regulations, department rules and the Articles of Association during the implementation of duties.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 104</b></p> <p>.....</p> <p>(IV) To formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>.....</p> <p>Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (VI), (VII) and (XII), which shall require the affirmative vote of more than two thirds of all the directors.</p>	<p><b>Article 109</b></p> <p>.....</p> <p><del>(IV)</del> <b>To formulate the proposed annual financial budgets and final accounts of the Company;</b></p> <p>.....</p> <p>Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items <del>(VI)</del>, <del>(VII)</del> and <del>(XII)</del>, which shall require the affirmative vote of more than two thirds of all the directors.</p>
<p><b>Article 105</b> The following matters shall be submitted to the board of directors for deliberation after more than half of all independent directors of the Company agree:</p> <p>(I) Related transactions that should be disclosed;</p> <p>(II) The plan for the Company and related parties to change or exempt their commitments;</p> <p>(III) Decisions made and measures taken by the board of directors of the acquired company in response to the acquisition;</p> <p>(IV) Other matters stipulated by laws, administrative regulations, China Securities Regulatory Commission and the Articles of Association.</p>	<p><b>Delete</b></p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions</b> (Delete the deletion line and the revision are presented in bold and underlined form.)</p>
<p><b>Article 106</b> The board of directors of the Company shall set up an audit committee, and relevant special committees such as nomination committee, remuneration and assessment committee and strategy committee shall be set up as required. The specialized committees shall be responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for review and decision. The members of the special committees are all directors, among whom the independent directors are the majority in the Audit Committee, Nomination Committee and Remuneration and Appraisal Committee, and they are the conveners. The members of the Audit Committee should be directors who are not senior managers of the Company, and the conveners are accounting professionals. The Board of Directors is responsible for formulating the working procedures of the specialized committees and standardizing the operation of the specialized committees.</p>	<p><b>Delete</b></p>
<p><b>Article 112</b> Shareholders representing more than one tenth of the voting rights, more than one third of the directors or the board of supervisors may propose to convene an interim meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within ten days after receiving the proposal, or when the chairman deems it necessary.</p>	<p><b>Article 115</b> Shareholders representing more than one tenth of the voting rights, more than one third of the directors or the <b>Audit Committee</b> <del>board of supervisors</del> may propose to convene an interim meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within ten days after receiving the proposal, <del>or when the chairman deems it necessary.</del></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 124 Independent directors shall earnestly perform their duties in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, stock exchanges and the Articles of Association, play roles in participating in decision-making, supervision and checks and balances, and professional consultation in the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.</b></p>
	<p><b>Article 125 Independent directors must remain their independence. The following persons shall not serve as independent directors:</b></p> <ul style="list-style-type: none"> <li><b>(I) Persons working for the Company or its affiliated enterprises, and their spouses, parents, children, and their main social relationships;</b></li> <li><b>(II) Natural person shareholders who directly or indirectly hold more than 1% of the Company’s issued shares or are among the top ten shareholders of the Company, and their spouses, parents, and children;</b></li> <li><b>(III) Persons working for shareholders who directly or indirectly hold more than 5% of the Company’s issued shares or for shareholders among the top five shareholders of the company, and their spouses, parents, and children;</b></li> <li><b>(IV) Persons working for affiliated enterprises of the Company’s controlling shareholder or actual controller, and their spouses, parents, and children;</b></li> </ul>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p>(V) <b>Persons who have significant business relationships with the Company and its controlling shareholder, actual controller, or their respective affiliated enterprises; or persons working for entities with which the Company has significant business relationships and for the controlling shareholders or actual controllers of such entities;</b></p> <p>(VI) <b>Persons providing financial, legal, consulting, underwriting, or other services to the Company and its controlling shareholder, actual controller, or their respective affiliated enterprises, including but not limited to all personnel of the project team of the intermediary institution providing the services, personnel at all levels of review, signatories to reports, partners, directors, senior executives, and principal responsible persons;</b></p> <p>(VII) <b>Persons who fell under any of the circumstances listed in Items (I) to (VI) above within the last twelve months;</b></p> <p>(VIII) <b>Other persons deemed to lack independence under laws, administrative regulations, provisions of the China Securities Regulatory Commission, stock exchange business rules, or the Articles of Association.</b></p> <p><b>Independent directors shall conduct an annual self-assessment of their independence and submit the self-assessment report to the Board of Directors. The Board of Directors shall annually assess the independence of incumbent independent directors and issue a special assessment opinion, which shall be disclosed concurrently with the annual report.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 126 To serve as an independent director of the Company, one shall meet the following conditions:</b></p> <p><b>(I) Possess the qualification to serve as a director of a listed company pursuant to laws, administrative regulations and other relevant provisions;</b></p> <p><b>(II) Meet the independence requirements stipulated in the Articles of Association;</b></p> <p><b>(III) Possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations and rules;</b></p> <p><b>(IV) Have more than five years of work experience in law, accounting, economics or other fields necessary for performing the duties of an independent director;</b></p> <p><b>(V) Have good personal morality and no major bad records such as serious dishonesty;</b></p> <p><b>(VI) Other conditions stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, stock exchange business rules, or the Articles of Association.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 127 As a member of the Board of Directors, an independent director has a fiduciary duty and a duty of diligence to the Company and all shareholders, and shall diligently perform the following duties:</b></p> <p><b>(I) Participate in the decision-making of the Board of Directors and express clear opinions on the matters under discussion;</b></p> <p><b>(II) Supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior executives, and protect the legitimate rights and interests of minority shareholders;</b></p> <p><b>(III) Provide professional and objective suggestions for the Company’s operation and development, and promote and improve the decision- making level of the Board of Directors;</b></p> <p><b>(IV) Other duties stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</b></p>
	<p><b>Article 128 Independent directors shall exercise the following special powers and functions:</b></p> <p><b>(I) Independently engage intermediaries to audit, consult on or verify specific matters of the Company;</b></p> <p><b>(II) Propose to the Board of Directors to convene an Extraordinary General Meeting;</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p>(III) Propose to convene a Board Meeting;</p> <p>(IV) Publicly solicit shareholders’ rights from shareholders in accordance with the law;</p> <p>(V) Express independent opinions on matters that may harm the interests of the Company or minority shareholders;</p> <p>(VI) Other powers and functions stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</p> <p>If an independent director exercises the powers and functions listed in Items (I) to (III) of the preceding paragraph, such exercise shall be subject to the consent of more than half of all independent directors.</p> <p>If an independent director exercises the powers and functions listed in the first paragraph, the Company shall make timely disclosure. If the aforesaid powers and functions cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</p>
	<p>Article 129 The following matters shall, upon the consent of more than half of all the Company’s independent directors, be submitted to the Board of Directors for deliberation:</p> <p>(I) Related transactions that shall be disclosed;</p> <p>(II) Plans for the Company and relevant parties to modify or waive commitments;</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>(III) Decisions made and measures taken by the Board of Directors of the acquired company in response to the acquisition;</b></p> <p><b>(IV) Other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</b></p>
	<p><b>Article 130 The Company shall establish a dedicated meeting mechanism composed exclusively of independent directors. For matters such as related party transactions reviewed by the Board of Directors, prior approval shall be obtained from the dedicated meeting of independent directors.</b></p> <p><b>Dedicated meetings of independent directors shall be convened periodically or non- periodically by the Company. Matters listed in Items (I) to (III) of Paragraph 1 of Article 129 and Article 130 of the Articles of Association shall be reviewed by the dedicated meeting of independent directors.</b></p> <p><b>The dedicated meeting of independent directors may research and discuss other company matters as needed.</b></p> <p><b>The dedicated meeting of independent directors shall be convened and chaired by one independent director jointly nominated by more than half of the independent directors. If the convener fails or is unable to perform their duty, two or more independent directors may convene the meeting themselves and nominate a representative to chair it.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Meeting minutes shall be prepared for the dedicated meeting of independent directors as required. The opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign the meeting minutes for confirmation.</b></p> <p><b>The Company shall provide convenience and support for convening dedicated meetings of independent directors.</b></p>
	<p><b>Article 131 The Company’s Board of Directors shall establish the Audit Committee exercising the powers of the Board of Supervisors as stipulated in the Company Law.</b></p>
	<p><b>Article 132 The Audit Committee shall consist of three members who are directors not serving as senior executives of the Company. Two of these members shall be independent directors. The convener shall be an accounting professional among the independent directors.</b></p>
	<p><b>Article 133 The Audit Committee is responsible for examining and verifying the Company’s financial information and its disclosure, supervising and evaluating internal and external audit work and internal controls. The following matters shall, upon the consent of more than half of all members of the Audit Committee, be submitted to the Board of Directors for deliberation:</b></p> <ul style="list-style-type: none"> <li><b>(I) Disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</b></li> <li><b>(II) Appointment or dismissal of accounting firms undertaking audit services for the listed company;</b></li> </ul>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>(III) Appointment or dismissal of the chief financial officer of the listed company;</b></p> <p><b>(IV) Changes in accounting policies, accounting estimates, or corrections of significant accounting errors, except for changes due to accounting standard adjustments;</b></p> <p><b>(V) Other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</b></p>
	<p><b>Article 134 The Audit Committee shall meet at least once every quarter. Interim meetings may be convened upon the proposal of two or more members, or when the convener deems it necessary. An Audit Committee meeting requires the attendance of two-thirds or more of its members to be held.</b></p> <p><b>Resolutions of the Audit Committee shall be passed by more than half of its members.</b></p> <p><b>Each member of the Audit Committee shall have one vote for resolution voting.</b></p> <p><b>Meeting minutes shall be prepared for the Audit Committee resolutions as required. The Audit Committee members attending the meeting shall sign the minutes.</b></p> <p><b>The working procedures of the Audit Committee shall be formulated by the Board of Directors.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 135 The Company’s Board of Directors shall establish other special committees such as strategy, nomination, remuneration and appraisal, etc. These committees shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals from special committees shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the special committees shall be formulated by the Board of Directors.</b></p>
	<p><b>Article 136 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior executives, screening and reviewing candidates for directors and senior executives and their qualifications, and making recommendations to the Board of Directors on the following matters:</b></p> <ul style="list-style-type: none"> <li><b>(I) Nominating or appointing/removing directors;</b></li> <li><b>(II) Employing or dismissing senior executives;</b></li> <li><b>(III) Other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</b></li> </ul> <p><b>If the Board of Directors does not adopt or only partially adopts a recommendation of the Nomination Committee, the Board resolution shall record the opinion of the Nomination Committee and the specific reasons for non- adoption, and disclose such information.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 137 The Remuneration and Appraisal Committee is responsible for formulating appraisal standards for directors and senior executives and conducting appraisals, formulating and reviewing remuneration policies and plans for directors and senior executives, including but not limited to remuneration determination mechanisms, decision-making processes, payment and clawback arrangements, and making recommendations to the Board of Directors on the following matters:</b></p> <p><b>(I) Remuneration of directors and senior executives;</b></p> <p><b>(II) Formulating or modifying equity incentive plans or employee stock ownership plans, and the fulfillment of conditions for grantees to be granted rights or to exercise rights;</b></p> <p><b>(III) Arrangements for directors and senior executives to participate in shareholding plans in subsidiaries intended to be spun-off;</b></p> <p><b>(IV) Other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</b></p> <p><b>If the Board of Directors does not adopt or only partially adopts a recommendation of the Remuneration and Appraisal Committee, the Board resolution shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for non-adoption, and disclose such information.</b></p>
Chapter 8 Company President and Other Senior Management Personnel	Chapter 8 Company President and Other Senior Management Personnel

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 122</b> The regulations on the faithful obligations in Article 97 and assiduous obligations in Article 98 (IV)-(VI) of the Articles of Association are also applicable to senior management personnel.</p>	<p><b>Article 139</b> <b>The provisions of the Articles of Association regarding circumstances disqualifying a person from serving as a director and the post-resignation management system shall apply equally to senior executives.</b></p> <p>The regulations on the faithful obligations in <del>Article 97</del> and assiduous obligations in <del>Article 98 (IV)-(VI)</del> of the Articles of Association are also applicable to senior management personnel.</p>
<p><b>Article 129</b> .....</p> <p>The resignations of the Company’s President, Vice President, chief financial officer and other senior management personnel shall be notified to the Board of Directors in written form three months ahead of time. The resignations of the department managers shall be notified to the President in written form 2 months ahead of time.</p>	<p><b>Article 146</b> .....</p> <p><del>The resignations of the Company’s President, Vice President, chief financial officer and other senior management personnel shall be notified to the Board of Directors in written form three months ahead of time. The resignations of the department managers shall be notified to the President in written form 2 months ahead of time.</del></p>
	<p><b>Article 147</b> <b>The Company shall establish the position of Board Secretary, responsible for preparing General Meetings and Board Meetings, safeguarding documents, managing shareholder information, handling information disclosure matters, and other related duties.</b></p> <p><b>The Board Secretary shall comply with relevant provisions of laws, administrative regulations, departmental rules, and the Articles of Association.</b></p>
<p><b>Article 130</b> Senior management personnel shall bear the liability for compensation if losses are caused to the Company due to violating the regulations of laws, administrative regulations, department rules or the Articles of Association when implementing duties of the Company.</p>	<p><b>Article 148</b> <b>If senior executives, while performing their duties for the Company, causes damage to others, the Company shall bear the liability for compensation. If the senior executives acted intentionally or with gross negligence, they shall also bear liability for compensation.</b></p> <p>Senior management personnel shall bear the liability for compensation if losses are caused to the Company due to violating the regulations of laws, administrative regulations, department rules or the Articles of Association when implementing duties of the Company.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<b>Chapter 9 Board of Supervisors</b>	<b>Delete the entire chapter</b>
<b>Chapter 10 Secretary of the Company</b>	<b>Chapter 9 Secretary of the Company</b>
<b>Article 148</b> The Company shall have one secretary of the Company appointed and dismissed by the Board of Directors. The secretary shall have necessary professional knowledge and experience considered by the directors, and shall meet the qualifications required in the Listing Rules.	<b>Article 150</b> The Company shall have one secretary of the Company appointed and dismissed by the Board of Directors. The secretary shall have necessary professional knowledge and experience considered by the directors, and shall meet the qualifications required in the Listing <b>Rules of SEHK</b> .
<b>Chapter 11 Financial &amp; Accounting System &amp; Profit Distribution</b>	<b>Chapter 10 Financial &amp; Accounting System &amp; Profit Distribution</b>
<p><b>Article 165</b> The Company shall implement an internal auditing system.</p> <p>It shall employ full-time auditors to carry out such internal auditing and supervision over the Company’s financial income and expenses and other economic activities.</p>	<p><b>Article 167</b> The Company shall implement an internal auditing system. <b>specifying the leadership structure, responsibilities and authorities, staffing, funding assurance, utilization of audit results, and accountability mechanisms for internal audit work.</b></p> <p><del>It shall employ full-time auditors to carry out such internal auditing and supervision over the Company’s financial income and expenses and other economic activities.</del></p> <p><b>The Company’s internal audit system shall be implemented upon approval by the Board of Directors and shall be publicly disclosed.</b></p>
<p><b>Article 166</b> The Company’s internal auditing system and the obligations of the auditor shall be approved for implementation by the Board of Directors. The person in charge of auditing shall be responsible to and report to the Board of Directors.</p>	<p><del><b>Article 168</b> The Company’s internal auditing system and the obligations of the auditor shall be approved for implementation by the Board of Directors. The person in charge of auditing shall be responsible to and report to the Board of Directors.</del></p> <p><b>The Chief Audit Executive shall be responsible to and report to the Board of Directors. The internal audit agency shall conduct supervision and inspection of the Company’s business activities, risk management, internal controls, financial information, and other related matters.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 169</b> The internal audit agency shall be responsible to the Board of Directors.</p> <p><b>In conducting supervision and inspection of the Company’s business activities, risk management, internal controls, and financial information, the internal audit agency shall accept the supervision and guidance of the Audit Committee. Upon discovering major related problems or leads, the internal audit agency shall immediately report directly to the Audit Committee.</b></p>
	<p><b>Article 170</b> The specific organization and implementation of the Company’s internal control evaluation shall be the responsibility of the internal audit agency. Based on the evaluation report issued by the internal audit agency and reviewed by the Audit Committee, along with relevant supporting materials, the Company shall issue an annual internal control evaluation report.</p>
	<p><b>Article 171</b> When the Audit Committee communicates with external auditing entities such as accounting firms, the internal audit agency shall actively cooperate and provide necessary support and coordination.</p>
	<p><b>Article 172</b> The Audit Committee shall participate in the appraisal of the internal Chief Audit Executive.</p>
<p><b>Chapter 12 Employment of the Accounting Firm</b></p>	<p><b>Chapter 11 Employment of the Accounting Firm</b></p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)</b></p>
<p><b>Article 168</b> The appointment of an accounting firm by the Company must be decided by the shareholders’ meeting, and the board of directors may not appoint an accounting firm before the decision of the shareholders’ meeting.</p>	<p><b>Article 174</b> The appointment <b>or dismissal</b> of an accounting firm by the Company must be decided by the <del>Shareholders</del><b>’General Meeting</b>, and the board of directors may not appoint an accounting firm before the decision of the <del>Shareholders</del><b>’ General Meeting</b>.</p>
<p style="text-align: center;"><b>Chapter 13 Merger &amp; Division of the Company</b></p>	<p style="text-align: center;"><b>Chapter 12 Merger, Division, Capital Increase and Capital Decrease of the Company</b></p>
	<p><b>Article 180</b> A merger may be conducted without a resolution of the General Meeting if the total consideration paid by the Company does not exceed 10% of the Company’s net assets, unless otherwise stipulated in the Articles of Association.</p> <p><b>If a merger is conducted pursuant to the preceding paragraph without a General Meeting resolution, it shall be resolved upon by the Board of Directors.</b></p>
<p><b>Article 173</b> For merger of companies, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of ten days from the date on which the merger resolution is passed and publish an announcement of the merger in the newspaper within thirty days from that date. The creditors shall, within 30 days as of the receipt of a notice or within 45 days as of the issuance of the public announcement if they fail to receive a notice, be entitled to require the Company to clear its debts or provide corresponding guarantees.</p> <p>.....</p>	<p><b>Article 181</b> For merger of companies, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of ten days from the date on which the merger resolution is passed and publish an announcement of the merger in the newspaper <b>or on the National Enterprise Credit Information Publicity System</b> within thirty days from that date. The creditors shall, within 30 days as of the receipt of a notice or within 45 days as of the issuance of the public announcement if they fail to receive a notice, be entitled to require the Company to clear its debts or provide corresponding guarantees.</p> <p>.....</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 174</b> .....</p> <p>For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of ten days from the date on which the division resolution is passed and publish an announcement in the newspaper within thirty days from that date.</p> <p>.....</p>	<p><b>Article 182</b> .....</p> <p>For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of ten days from the date on which the division resolution is passed and publish an announcement in the newspaper <b>or on the National Enterprise Credit Information Publicity System</b> within thirty days from that date.</p> <p>.....</p>
<p><b>Article 175</b> Provided the merger or division of the Company includes a change in registered particulars, such change shall be registered with the Company registry according to law. Provided the Company is dissolved, it shall cancel its registration according to law. Provided a new company is established, its establishment shall be registered according to law.</p>	<p><b>Delete</b></p>
	<p><b>Article 183</b> When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p><b>The Company shall notify creditors within ten days from the date when the General Meeting makes the resolution to reduce registered capital and make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. Creditors shall have the right to demand that the Company settle its debts or provide corresponding guarantees within thirty days from the date of receiving the notice, or within forty-five days from the date of the announcement for those who did not receive a notice.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p>When reducing registered capital, the Company shall proportionally reduce the capital contribution or shares held by shareholders according to their respective shareholding ratios, unless otherwise provided by law or the Articles of Association.</p>
	<p>Article 184 If losses remain after the Company offsets losses according to the provisions of the Articles of Association, it may reduce its registered capital to cover such losses. When reducing registered capital to cover losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligation to make capital contributions or pay share capital.</p> <p>The provisions of Paragraph 2 of Article 184 of the Articles of Association shall not apply to reductions of registered capital pursuant to the preceding paragraph. However, the Company shall make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date the General Meeting makes the resolution to reduce registered capital.</p> <p>After reducing registered capital according to the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the registered capital.</p>
	<p>Article 185 If registered capital is reduced in violation of the Company Law or other relevant provisions, shareholders shall return the funds they received. If shareholders' capital contributions were reduced, the original state shall be restored. If losses are caused to the Company, the shareholders and the responsible directors and senior executives shall bear liability for compensation.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
	<p><b>Article 186</b> When the Company issues new shares to increase its registered capital, shareholders shall not have preemptive rights, unless otherwise stipulated in the Articles of Association or resolved by the General Meeting that shareholders shall have preemptive rights.</p>
	<p><b>Article 187</b> If the Company merges or divides and its registration particulars change, it shall complete the change registration formalities with the Company registration authority according to law. If the Company is dissolved, it shall complete the deregistration formalities according to law. If a new company is established, it shall complete the establishment registration formalities according to law.</p> <p><b>The Company shall complete the change registration formalities with the Company registration authority according to law when increasing or decreasing its registered capital.</b></p>
<p><b>Chapter 14</b> Dissolution &amp; Liquidation of the Company</p>	<p><b>Chapter 13</b> Dissolution &amp; Liquidation of the Company</p>
<p><b>Article 176</b>.....</p> <p>(VI) The Company is declared bankruptcy due to failure to clear the matured debts according to law.</p>	<p><b>Article 188</b>.....</p> <p><del>(VI) The Company is declared bankruptcy due to failure to clear the matured debts according to law.</del></p> <p><b>If the Company experiences a dissolution cause specified in the preceding paragraph, it shall announce the dissolution cause via the National Enterprise Credit Information Publicity System within ten days.</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 177</b> When any of the circumstances prescribed in Item (I) of Article 258 of the Articles of Association occurs, the Company may continue to exist by modifying the Articles of Association.</p> <p>.....</p>	<p><b>Article 189</b> When any of the circumstances prescribed in Item (I) <b>or (II)</b> of Article-258 <b>188</b> of the Articles of Association <del>occurs</del><b>and has not yet distributed assets to shareholders</b>, the Company may continue to exist by modifying the Articles of Association <b>or through a resolution of the General Meeting.</b></p> <p>.....</p>
<p><b>Article 178</b> When the Company is to be dissolved pursuant to Items (I), (II), (IV) and (V) of Article 258, it shall establish a liquidation group within fifteen days. The members of such liquidation group shall be determined by the Shareholders’ Meeting by way of an ordinary resolution.</p> <p>The liquidation group shall comprise directors or other people determined by the Shareholders’ Meeting.</p> <p>If no liquidation group is formed within the time limit, the creditors may request the People’s Court to designate relevant persons to form a liquidation group to carry out liquidation.</p>	<p><del><b>Article 190</b> When the Company is to be dissolved pursuant to Items (I), (II), (IV) and (V) of Article 258, it shall establish a liquidation group within fifteen days. The members of such liquidation group shall be determined by the Shareholders’ Meeting by way of an ordinary resolution.</del><b>The Company shall undergo liquidation if dissolved for the reasons specified in Article 188 (I), (II), (IV), or (V). Directors are the obligors for the Company’s liquidation. They shall form a liquidation group to conduct liquidation within 15 days from the date the dissolution cause arises.</b></p> <p>The liquidation group shall comprise directors or other people determined by the <del>Shareholders’</del><b>General Meeting.</b></p> <p>If no liquidation group is formed within the time limit, the creditors may request the People’s Court to designate relevant persons to form a liquidation group to carry out liquidation.</p> <p><b>If the liquidation obligor fails to perform the liquidation obligation in a timely manner, causing losses to the Company or creditors, they shall bear liability for compensation.</b></p>
<p><b>Article 179</b> The liquidation group shall notify the creditors within ten days from the date of its establishment and publish an announcement of the liquidation in the newspaper within sixty days.</p>	<p><b>Article 191</b> The liquidation group shall notify the creditors within ten days from the date of its establishment and publish an announcement of the liquidation in the newspaper <b>or on the National Enterprise Credit Information Publicity System</b> within sixty days.</p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<p><b>Article 182</b> The liquidation group have thoroughly examined the Company’s property and prepared a balance sheet and property list, discovers that the Company’s property is insufficient to pay its debts in full, the liquidation group shall immediately apply to the people’s court for a declaration of bankruptcy.</p> <p>After the People’s Court has ruled to declare the Company bankrupt, the Company’s liquidation group shall refer the liquidation matters to the People’s Court.</p>	<p><b>Article 194</b> The liquidation group have thoroughly examined the Company’s property and prepared a balance sheet and property list, discovers that the Company’s property is insufficient to pay its debts in full, the liquidation group shall immediately apply to the people’s court for a declaration of bankruptcy <b>liquidation.</b></p> <p>After the People’s Court <del>accepts</del> <b>has ruled to declare</b> the Company bankruptcy <b>application</b>, <del>the Company’s liquidation group shall refer the liquidation matters to the People’s Court.</del> <b>the liquidation group shall transfer the liquidation matters to the bankruptcy administrator designated by the People’s Court.</b></p>
<p><b>Article 183</b> After the liquidation of the Company, the liquidation group shall prepare a liquidation report and submit it to the shareholders’ meeting or the people’s court for confirmation, and submit it to the company registration authority to apply for cancellation of company registration and announce the termination of the company.</p>	<p><b>Article 195</b> After the liquidation of the Company, the liquidation group shall prepare a liquidation report and submit it to the <del>Shareholders’</del> <b>General Meeting</b> or the people’s court for confirmation, and submit it to the company registration authority to apply for cancellation of company registration <del>and announce the termination of the company.</del></p>
<p><b>Article 184</b> The members of the liquidation group shall devote themselves to their duties and fulfill their obligations of liquidation according to law.</p>	<p><del><b>Article 196</b> The members of the liquidation group shall devote themselves to their duties and fulfill their obligations of liquidation according to law.</del></p>

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

<p style="text-align: center;"><b>Existing provisions</b></p>	<p style="text-align: center;"><b>Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)</b></p>
<p>The members of the liquidation group shall not abuse their authorities to accept bribes or other illegal income, and may not encroach on the Company’s property.</p> <p>Provided the members of the liquidation group cause any loss to the Company or any creditor by intention or due to gross negligence, they shall bear the liability for compensation.</p>	<p><del>The members of the liquidation group shall not abuse their authorities to accept bribes or other illegal income, and may not encroach on the Company’s property.</del></p> <p><del>Provided the members of the liquidation group cause any loss to the Company or any creditor by intention or due to gross negligence, they shall bear the liability for compensation.</del></p> <p><b>Members of the liquidation group shall perform liquidation duties with a duty of loyalty and duty of diligence.</b></p> <p><b>If a member negligently fails to perform liquidation duties, causing losses to the Company, they shall bear liability for compensation. If a member causes losses to creditors due to intentional acts or gross negligence, they shall bear liability for compensation.</b></p>
<p style="text-align: center;"><b>Chapter 15 Amendment of Articles of Association</b></p>	<p style="text-align: center;"><b>Chapter 14 Amendment of Articles of Association</b></p>
<p><b>Article 189</b> Where matters concerning an amendment to the Articles of Association passed by a resolution of the Shareholders’ Meeting require approval by the competent authority, such matters shall be submitted to the competent authority for approval; where an amendment to the Company’s Articles of Association involves matters of company registration, registration changes shall be made according to law.</p>	<p><b>Delete</b></p>
<p style="text-align: center;"><b>Chapter 16 Notice &amp; Announcement</b></p>	<p style="text-align: center;"><b>Chapter 15 Notice &amp; Announcement</b></p>
<p><b>Article 195</b> The notice of the meeting of the Board of Supervisors convened by the Company shall be delivered by special person, sent by mail (including e-mail), announced, faxed or otherwise specified in the rules of procedure of the supervisors’ meeting.</p>	<p><b>Delete</b></p>

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

Existing provisions	Revised provisions (Delete the deletion line and the revision are presented in bold and underlined form.)
<b>Chapter 17 Supplementary Provisions</b>	<b>Chapter 16 Supplementary Provisions</b>
<p><b>Article 203</b> .....</p> <p>(II) The actual controller refers to the person who is not a shareholder of the Company but could dominate the performance of the Company effectively through investment relationship, agreement or other arrangement.</p> <p>.....</p>	<p><b>Article 213</b> .....</p> <p>(II) The actual controller refers to the person who <b>can actually controls</b> <del>is not a shareholder of the Company's actions</del> Company but could dominate the performance of the Company effectively through investment relationship, agreement or other arrangement.</p> <p>.....</p>
<p><b>Article 211</b> The annexes attached hereto include the rules of procedure of the Shareholders' Meeting, the rules of procedure of the Board of Directors and the rules of procedure of the Board of Supervisors. If there is any inconformity or conflict between the annexes and the Articles of Association, the Articles of Association shall prevail.</p>	<p><b>Article 221</b> The annexes attached hereto include the rules of procedure of the <del>Shareholders'</del> <b>General Meeting and</b> the rules of procedure of the Board of Directors <del>and the rules of procedure of the Board of Supervisors</del>. If there is any inconformity or conflict between the annexes and the Articles of Association, the Articles of Association shall prevail.</p>

In addition to the above terms, other provisions of the Articles of Association remain unchanged.

**APPENDIX II**

*Note 1:* If there is any inconsistency between the Chinese and English versions of the Rules of Procedure of the General Meeting, the Chinese version shall prevail.

*Note 2:* Due to the extensive scope of revisions involved, with respect to the amendments to the Rules of Procedure of the General Meeting, the expression of “Shareholders’ Meeting (股東大會)” is uniformly revised to “General Meeting (股東會)”, and the expressions of “Supervisor”, “Board of Supervisors” and “Chairman of the Board of Supervisors” in the original Rules of Procedure of the Shareholders’ Meeting are entirely deleted and partially replaced with “members of the Audit Committee”, the “Audit Committee” and the “convener of the Audit Committee”. These changes will not be listed item by item where no other revisions are involved.

*Note 3:* Where the amendments to the Rules of Procedure of the General Meeting involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the articles shall be updated sequentially.

**PROPOSED AMENDMENTS TO THE MAIN BODY OF THE RULES OF PROCEDURE OF THE  
GENERAL MEETING**

The Board proposed to make the following amendments to the main body of the Rules of Procedure of the General Meeting:

Table before and after the revision of the rules of procedure of General Meeting

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<b>Chapter 1 General Provisions</b>	<b>Chapter 1 General Provisions</b>
	<b>Article 2</b> These rules shall apply to matters such as the convening, proposal, notification, and holding of General Meetings of the Company.
<p><b>Article 4</b> ..... The Special General Meeting is held irregularly. In case any of the following circumstances occurs, the meeting shall be held within 2 months:</p> <p>(1) When the number of directors is less than that specified in the Company Law, or 2/3 of the stipulated number of the Articles of Association;</p> <p>(2) The unrecovered losses of the Company reach 1/3 of the Company’s subscribed capital stock;</p> <p>(3) The shareholders separately or jointly holding over 10% outstanding shares with voting right have a written request to hold the Special General Meeting;</p> <p>(4) When deemed necessary by the Board of Directors;</p> <p>(5) At the request of the Board of Supervisors; and</p> <p>(6) Other circumstances provided by the laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p><b>Article 5</b> ..... The Special General Meeting is held irregularly. <del>In case any of the following circumstances occurs,</del> <b>When circumstances under which a General Meeting shall be convened as prescribed in Article 113 of the Company Law arise,</b> the meeting shall be held within 2 months.:</p> <p>(1) <del>When the number of directors is less than that specified in the Company Law, or 2/3 of the stipulated number of the Articles of Association;</del></p> <p>(2) <del>The unrecovered losses of the Company reach 1/3 of the Company’s subscribed capital stock;</del></p> <p>(3) <del>The shareholders separately or jointly holding over 10% outstanding shares with voting right have a written request to hold the Special General Meeting;</del></p> <p>(4) <del>When deemed necessary by the Board of Directors;</del></p> <p>(5) <del>At the request of the Board of Supervisors; and</del></p> <p>(6) <del>Other circumstances provided by the laws, administrative regulations, departmental rules or the Articles of Association.</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p>If the Company cannot hold the Shareholders' Meeting within the above-mentioned time limit, it shall report to the agency of the China Securities Regulatory Commission of the place where the Company is located and the stock exchange where the share of the Company is listed for transaction (hereinafter referred to as the "stock exchange"), explain the reasons and make announcement.</p>	<p>If the Company cannot hold the Shareholders'<b>General</b> Meeting within the above-mentioned time limit, it shall report to the agency of the China Securities Regulatory Commission of the place where the Company is located (<b>the "China Securities Regulatory Commission"</b>) and the stock exchange where the share of the Company is listed for transaction (hereinafter referred to as the "stock exchange"), explain the reasons and make announcement.</p>
Chapter 2 Functions and Powers of Shareholders' Meeting	Chapter 2 Functions and Powers of Shareholders' <b>General</b> Meeting
<p><b>Article 6</b> The Shareholders' Meeting is organization of power of the Company, and exercises the following functions and powers according to laws:</p> <p>(1) To decide on the Company's operational policies and investment plans;</p> <p>(2) To elect and replace directors and supervisors who are not staff representatives, and decide on the remuneration of directors and supervisors;</p> <p>(3) To deliberate and approve the reports of the Board of Directors;</p> <p>(4) To deliberate and approve reports of the Board of Supervisors;</p> <p>(5) To deliberate and approve the annual financial budget plans and final accounting plans of the Company;</p> <p>.....</p>	<p><b>Article 7</b> The Shareholders'<b>General</b> Meeting is organization of power of the Company, and exercises the following functions and powers according to laws:</p> <p><del>(1) To decide on the Company's operational policies and investment plans;</del></p> <p>(1) To elect and replace directors <del>and supervisors</del> who are not staff representatives, and decide on the remuneration of directors <del>and supervisors</del>;</p> <p>(2) To deliberate and approve the reports of the Board of Directors;</p> <p><del>(4) To deliberate and approve reports of the Board of Supervisors;</del></p> <p><del>(5) To deliberate and approve the annual financial budget plans and final accounting plans of the Company;</del></p> <p>.....</p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p>(11) To make resolutions on appointment, dismissal or discontinuity for renewal of the accounting firm;</p> <p>(12) To deliberate and approve the security matters specified in Article 7 of the Rules;</p> <p>(13) To deliberate and approve the matters specified in Article 8 of the Rules;</p> <p>.....</p> <p>No functions and powers of the Shareholders' Meeting mentioned above may be exercised by the Board of Directors or other institutions and the individuals in the form of authority.</p>	<p>(8) To make resolutions on appointment, dismissal or discontinuity for renewal of the accounting firm <b>undertaking the Company's audit services</b>;</p> <p>(9) To deliberate and approve the security matters specified in Article <del>7</del> <b>5</b> of the Rules;</p> <p>(41) To deliberate and approve the matters specified in Article <del>8</del> <b>6</b> of the Rules;</p> <p>.....</p> <p><del>No functions and powers of the Shareholders' Meeting mentioned above may be exercised by the Board of Directors or other institutions and the individuals in the form of authority.</del> <b>The Board of Shareholders may authorize the Board of Directors to adopt resolutions on the issuance of corporate bonds.</b></p>
<p><b>Chapter 3 Convening of the Shareholders' Meeting</b></p>	<p><b>Chapter 3 Convening of the Shareholders' General Meeting</b></p>
<p><b>Article 9</b> The Board of Directors shall convene the Shareholders' Meeting on time within the period stipulated in Article 4 of the Rules.</p>	<p><b>Article 10</b> The Board of Directors shall convene the Shareholders' <b>General Meeting</b> on time within the period stipulated in Article <del>4</del> <b>5</b> of the Rules.</p>
<p><b>Article 10</b> The independent director reserves the right to make proposal to the Board of Directors on the convening of the Special General Meeting. With regard to independent director's request on the convening of the Special General Meeting, the Board of Directors shall propose the written feedback opinion on consent or objection within 10 days upon receipt of such proposal in accordance with the provisions of the laws, administrative regulations and the Articles of Association.</p> <p>.....</p>	<p><b>Article 11</b> <b>Upon approval by more than half of all independent directors</b>, the independent director reserves the right to make proposal to the Board of Directors on the convening of the Special General Meeting. With regard to independent director's request on the convening of the Special General Meeting, the Board of Directors shall propose the written feedback opinion on consent or objection within 10 days upon receipt of such proposal in accordance with the provisions of the laws, administrative regulations and the Articles of Association.</p> <p>.....</p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p><b>Article 13</b> ..... Before the announcement of the resolutions of the Shareholders’ Meeting, the share proportion of convening shareholders shall not be less than 10%.</p> <p>.....</p>	<p><b>Article 14</b> ..... Before the announcement of the resolutions of the <del>Shareholders’</del> <b>General Meeting</b>, the share proportion (<b>including preferred shares with restored voting rights, etc.</b>) of convening shareholders shall not be less than 10%.</p> <p>.....</p>
<p><b>Chapter 4 Proposals and Notices of the Shareholders’ Meeting</b></p>	<p><b>Chapter 4 Proposals and Notices of the Shareholders’-General Meeting</b></p>
<p><b>Article 17</b> When the Shareholders’ Meeting is held, the Board of Directors, the Board of Supervisors and the shareholders who separately or aggregately hold over 3% of the shares are entitled to put forward the proposals to the Company.</p> <p>The shareholders who separately or aggregately hold over 3% of the shares of the Company may issue the temporary proposal and submit to the convener in writing 10 days ahead of the Special General Meeting.</p> <p>The convener shall issue the complementary notice of the Shareholders’ Meeting within 2 days after receiving the proposal and announce the content of temporary proposal.</p> <p>Except what has stipulated in the preceding paragraph, after sending the notice of the Shareholders’ Meeting, the convener shall not alter the proposal listed in such notice of the Shareholders’ Meeting or increase new proposal.</p>	<p><b>Article 18</b> When the <del>Shareholders’</del> <b>General Meeting</b> is held, the Board of Directors, the <del>Audit Committee Board of Supervisors</del> and the shareholders who separately or aggregately hold over <del>3%</del> <b>31%</b> of the shares are entitled to put forward the proposals to the Company.</p> <p>The shareholders who separately or aggregately hold over <del>3%</del> <b>31%</b> of the shares of the Company may issue the temporary proposal and submit to the convener in writing 10 days ahead of the Special General Meeting.</p> <p>The convener shall issue the complementary notice of the <del>Shareholders’</del> <b>General Meeting</b> within 2 days after receiving the proposal and announce the content of temporary proposal<del>;</del>, <b>except where the interim proposal violates the provisions of laws, administrative regulations</b></p> <p><b>, or the Articles of Association, or is not within the scope of authority of the Board of Shareholders. The Company shall not increase the shareholding ratio of shareholders proposing interim proposals.</b></p> <p>Except what has stipulated in the preceding paragraph, after sending the notice of the <del>Shareholders’</del> <b>General Meeting</b>, the convener shall not alter the proposal listed in such notice of the <del>Shareholders’</del> <b>General Meeting</b> or increase new proposal.</p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p>The proposals that are not listed in the notice of the Shareholders’ Meeting or not in accordance with the Article 16 of the Rules shall not be voted or resolved.</p>	<p>The proposals that are not listed in the notice of the <del>Shareholders’</del><b>General</b> Meeting or not in accordance with the <del>Article 16-17</del> of the Rules shall not be voted or resolved.</p>
<p><b>Chapter 5 Convocation of the Shareholders’ Meeting</b></p>	<p><b>Chapter 5 Convocation of the Shareholders’<sup>2</sup>General Meeting</b></p>
<p><b>Article 24</b> ..... The Shareholder’s Meeting shall set the venue, and be held in the form of live meeting. The Company shall provide convenience to the shareholders for attending the shareholders’ meeting by offering network or other means. In case the shareholders participate in the Shareholders’ Meeting via the above mentioned ways, it shall be deemed as attending the meeting.</p> <p>.....</p>	<p><b>Article 25</b> ..... The <del>Shareholders’</del><b>General</b> Meeting shall set the venue, and be held in the form of live meeting. The Company <del>shall provide</del> <b>may also, in accordance with the provisions of laws, administrative regulations, China Securities Regulatory Commission, or the Articles of Association, provide safe, economical, and</b> convenience to the shareholders for attending the <del>Shareholders’</del><b>General</b> Meeting by offering network or other means. In case the shareholders participate in the <del>Shareholders’</del><b>General</b> Meeting via the above mentioned ways, it shall be deemed as attending the meeting.</p> <p>.....</p>
<p><b>Chapter 6 Voting and Resolution of the Shareholders’ Meeting</b></p>	<p><b>Chapter 6 Voting and Resolution of the Shareholders’<sup>2</sup>General Meeting</b></p>
<p><b>Article 38</b> ..... The Board of Directors, independent directors and the shareholders consistent with relevant specified conditions may collect the voting right of the shareholders publicly. Collecting the voting right of the shareholders shall fully disclose the information such as specific voting intention to the persons collected. It is prohibited to collect the voting right of the shareholders by the paid or disguised paid way. The Company shall not propose the limitation of minimum shareholding proportion on collecting the voting right.</p>	<p><b>Article 39</b> ..... <del>The Board of Directors, independent directors and the shareholders consistent with relevant specified conditions may collect the voting right of the shareholders publicly. Collecting the voting right of the shareholders shall fully disclose the information such as specific voting intention to the persons collected. It is prohibited to collect the voting right of the shareholders by the paid or disguised paid way. The Company shall not propose the limitation of minimum shareholding proportion on collecting the voting right.</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
.....	<p><b>The Company’s Board of Directors, independent directors, shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the provisions of China Securities Regulatory Commission may publicly solicit shareholders’ voting rights. When soliciting shareholders’ voting rights, information such as specific voting intentions shall be fully disclosed to the solicited parties. It is prohibited to solicit shareholders’ voting rights for consideration or in a disguised form of consideration. Except as otherwise provided by law, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.</b></p> <p>.....</p>
<p><b>Article 40</b> ..... (3) Appointment and dismissal of members of the Board of Directors and members, of the Board of Supervisors served by any person other than staff representatives as well as the remuneration and payment methods;</p> <p>.....</p>	<p><b>Article 41</b> ..... (3) Appointment and dismissal of members of the Board of Directors and members, of <del>the Board of Supervisors served by any person other than staff representatives as well as the remuneration and payment methods;</del></p> <p>.....</p>
<p><b>Article 47</b> The director candidates other than independent director candidates shall be proposed by the Board of Directors, the Board of Supervisors and the shareholder separately or jointly holding over 3% shares of the Company and independent director candidates shall be proposed by the Board of Directors, the Board of Supervisors and the shareholders separately or jointly holding over 1% shares of the Company. The shareholder representatives among the supervisor candidates shall be proposed by the Board of Directors, the Board of Supervisors and the shareholders separately or jointly holding over 3% shares of the Company.</p>	<p><b>Article 48</b> The director candidates other than independent director candidates shall be proposed by the Board of Directors, <del>the Board of Supervisors</del> and the shareholder separately or jointly holding over 3% shares of the Company and independent director candidates shall be proposed by the Board of Directors, <del>the Board of Supervisors</del> and the shareholders separately or jointly holding over 1% shares of the Company. <del>The shareholder representatives among the supervisor candidates shall be proposed by the Board of Directors, the Board of Supervisors and the shareholders separately or jointly holding over 3% shares of the Company.</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p><b>Article 53</b> Before voting, the Shareholders' Meeting shall choose 2 shareholder representatives to calculate and supervise the votes. If the matter under consideration has connected relations with the shareholders, the related shareholders and their agents shall not take part in vote counting and counting witnessing.</p>	<p><b>Article 54</b> Before voting, the Shareholders' <b>General Meeting</b> shall choose 2 shareholder representatives to calculate <del>and supervise the votes</del>. If the matter under consideration has connected relations with the shareholders, the related shareholders and their agents shall not take part in vote counting and counting witnessing.</p>
Chapter 7 Minutes of the Shareholders' Meeting	Chapter 7 Minutes of the Shareholders' <b>General Meeting</b>
<p><b>Article 60</b> ..... (2) The names of the meeting presider, the directors, the supervisors, the presidents and other the senior management personnel present at the meeting or attending the meeting as non-voting delegates;</p> <p>.....</p>	<p><b>Article 61</b> ..... (2) The names of the meeting presider, the directors, <del>the supervisors, the presidents</del> and <del>other</del> the senior management personnel present at the meeting or attending the meeting as non-voting delegates;</p> <p>.....</p>

The rules of procedure of General Meetings shall remain unchanged except as set forth above.

**APPENDIX III**

*Note 1:* If there is any inconsistency between the Chinese and English versions of the Rules of Procedures of the Board of Directors, the Chinese version shall prevail.

*Note 2:* Due to the extensive scope of revisions involved, the expression of “Shareholders’ Meeting (股東大會)” is uniformly revised to “General Meeting (股東會)” in the amendments to the Rules of Procedures of the Board of Directors. These changes will not be listed item by item where no other revisions are involved.

*Note 3:* Where the amendments to the Rules of Procedures of the Board of Directors involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the articles shall be updated sequentially.

**PROPOSED AMENDMENTS TO THE MAIN BODY OF THE RULES OF PROCEDURES OF THE  
BOARD OF DIRECTORS**

The Board proposed to make the following amendments to the main body of the Rules of Procedures of the Board of Directors:

Table before and after the revision of the rules of procedure of the Board of Directors

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<b>Chapter 2 Chairman of the Board</b>	<b>Chapter 2 Chairman of the Board</b>
<p><b>Article 7</b> The chairman of the board shall exercise the following functions and powers:</p> <p>(1) Preside over Shareholders' Meeting and convene and preside over meeting of the Board of Directors;</p> <p>(2) Supervise and inspect the execution of resolutions of the Board of Directors;</p> <p>(3) Sign the securities issued by the Company; and</p> <p>(4) Other authorities assigned by the Board of Directors.</p> <p>In case the chairman of the board exercises the right mentioned in the above paragraph (4), but fails to perform the obligations on loyalty and due diligence as the director, the Board of Directors reserves the right to hold the meeting and examine to withdraw the authority.</p>	<p><b>Article 7</b> The chairman of the board shall exercise the following functions and powers:</p> <p>(1) Preside over <del>Shareholders'</del><b>General</b> Meeting and convene and preside over meeting of the Board of Directors;</p> <p>(2) Supervise and inspect the execution of resolutions of the Board of Directors;</p> <p><del>(3) Sign the securities issued by the Company; and</del></p> <p><b>(43)</b> Other authorities assigned by the Board of Directors.</p> <p>In case the chairman of the board exercises the right mentioned in the above paragraph <b>(43)</b>, but fails to perform the obligations on loyalty and due diligence as the director, the Board of Directors reserves the right to hold the meeting and examine to withdraw the authority.</p>
<b>Chapter 3 Convening and Notification Procedures of the Meeting of the Board of Directors</b>	<b>Chapter 3 Convening and Notification Procedures of the Meeting of the Board of Directors</b>
<p><b>Article 10</b> ..... Prior to drafting proposals, the chairman of the board shall seek opinions from the general manger and other senior management personnel, as the case might be.</p>	<p><b>Article 10</b> ..... Prior to drafting proposals, the chairman of the board shall seek opinions from the <b>president</b> <del>general manger</del> and other senior management personnel, as the case might be.</p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p><b>Article 14</b> Meeting Notice</p> <p>In case the regular and interim meetings of the Board of Directors are to be held, the office under the Board of Directors shall submit the written meeting notice with office seal affixed respectively 14 and 5 days before, via personal delivery, telephone, fax, express mail service, E-mail or other means to all directors and supervisors as well as the president and the secretary of the Board of Directors. In case the notice is not served directly, it shall conduct confirmation via telephone and make the corresponding records.</p> <p>.....</p>	<p><b>Article 14</b> Meeting Notice</p> <p>In case the regular and interim meetings of the Board of Directors are to be held, the office under the Board of Directors shall submit the written meeting notice with office seal affixed respectively 14 and 5 days before, via personal delivery, telephone, fax, express mail service, E-mail or other means to all directors <del>and supervisors</del> as well as the president and the secretary of the Board of Directors. In case the notice is not served directly, it shall conduct confirmation via telephone and make the corresponding records.</p> <p>.....</p>
<p><b>Article 15</b> Contents of the Meeting Notice</p> <p>The written meeting notice shall at least include the following contents:</p> <p>(1) Time, place and time limit of the meeting;</p> <p>(2) The convening methods of the meeting;</p> <p>(3) Proposed matters (proposals);</p> <p>(4) The meeting convener and the chairman, the proposer of the interim meeting and its written proposal;</p> <p>(5) The meeting data required for the voting by the directors;</p>	<p><b>Article 15</b> Contents of the Meeting Notice</p> <p>The written meeting notice shall at least include the following contents:</p> <p>(1) <b>The date and place of the meeting</b><del>Time, place and time limit of the meeting;</del></p> <p>(2) <b>The duration of the meeting</b><del>The convening methods of the meeting;</del></p> <p>(3) <b>The reason for the meeting and the issues to be discussed; and</b><del>Proposed matters (proposals);</del></p> <p>(4) <b>The date of notice of the meeting</b><del>The meeting convener and the chairman, the proposer of the interim meeting and its written proposal;</del></p> <p>(5) <del>The meeting data required for the voting by the directors;</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p>(6) The requirement that the directors shall attend the meeting in person or by entrusting other directors;</p> <p>(7) Contact person and contact information; and</p> <p>(8) The date of sending the notice.</p> <p>.....</p>	<p>(6) <del>The requirement that the directors shall attend the meeting in person or by entrusting other directors;</del></p> <p>(7) <del>Contact person and contact information; and</del></p> <p>(8) <del>The date of sending the notice.</del></p> <p>.....</p>
<p><b>Chapter 4 The Procedure of Conducting Business and Voting of the Board of Directors</b></p>	<p><b>Chapter 4 The Procedure of Conducting Business and Voting of the Board of Directors</b></p>
<p><b>Article 19</b> The meeting of the Board of Directors shall be held only upon attendance of over half directors. In case the relevant director declines the attendance at the meeting or delays the attendance, causing the number of attendance person below the quorum, the chairman of the Board of Directors and the secretary of the Board of Directors shall promptly report to the regulatory department.</p> <p>The supervisors may sit in the meeting of the Board of Directors; in case the president and the secretary of the Board of Directors fail to serve concurrently as the directors, they shall sit in the meeting of the Board of Directors, but provided that non-director president and the secretary of the Board of Directors are not entitled to the voting right. In case the chairman of the meeting thinks it necessary, it may notify other relevant personnel to sit in the meeting of the Board of Directors.</p> <p>All participates who sit in the meeting reserve the right to publish the opinions on relevant proposals, but are not entitled to the voting right on the proposal.</p>	<p><b>Article 19</b> The meeting of the Board of Directors shall be held only upon attendance of over half directors. <del>In case the relevant director declines the attendance at the meeting or delays the attendance, causing the number of attendance person below the quorum, the chairman of the Board of Directors and the secretary of the Board of Directors shall promptly report to the regulatory department.</del></p> <p><del>The supervisors may sit in the meeting of the Board of Directors; in case</del>The president and the secretary of the Board of Directors fail to serve concurrently as the directors, they shall sit in the meeting of the Board of Directors, but provided that non-director president and the secretary of the Board of Directors are not entitled to the voting right. In case the chairman of the meeting thinks it necessary, it may notify other relevant personnel to sit in the meeting of the Board of Directors.</p> <p>All participates who sit in the meeting reserve the right to publish the opinions on relevant proposals, but are not entitled to the voting right on the proposal.</p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p><b>Article 21</b> .....With respect to the proposals approved in advance by the independent directors according to the provisions, the chairman of the meeting shall designate one independent director to read out the written approval opinions reached by the independent directors prior to discussion of relevant proposals.</p> <p>.....</p>	<p><b>Article 21</b> .....With respect to the proposals approved in advance by the <b>special meeting</b> of independent directors according to the provisions, the chairman of the meeting shall designate one independent director to read out <b>the opinions in the resolution of the</b> <del>written approval opinions reached by the</del> <b>special meeting</b> of independent directors <del>prior to discussion of relevant proposals.</del></p> <p>.....</p>
<p><b>Article 24</b> Statistics on Voting Results</p> <p>After the voting made by the directors present at the meeting, the representatives of securities affairs and the relevant staff of the office under the Board of Directors shall promptly collect the votes of the directors and submit them to the secretary of the Board of Directors for statistics under the supervision of one supervisor or independent director. In case the live meeting is held, the chairman of the meeting shall announce the statistics results on the spot; otherwise, the chairman of the meeting shall request the secretary of the Board of Directors to inform the directors of the voting results prior to the next working day upon conclusion of the stipulated voting deadline.</p> <p>.....</p>	<p><b>Article 24</b> Statistics on Voting Results</p> <p>After the voting made by the directors present at the meeting, the representatives of securities affairs and the relevant staff of the office under the Board of Directors shall promptly collect the votes of the directors and submit them to the secretary of the Board of Directors for statistics under <del>the supervision of one supervisor or</del> independent director. In case the live meeting is held, the chairman of the meeting shall announce the statistics results on the spot; otherwise, the chairman of the meeting shall request the secretary of the Board of Directors to inform the directors of the voting results prior to the next working day upon conclusion of the stipulated voting deadline.</p> <p>.....</p>
<p><b>Chapter 5 Resolutions of the Board of Directions and Meeting Records</b></p>	<p><b>Chapter 5 Resolutions of the Board of Directions and Meeting Records</b></p>
<p><b>Article 25</b> .....</p> <p>(1) Determine the Company’s business plans and investment projects;</p>	<p><b>Article 25</b> .....</p> <p>(1) <del>Determine the Company’s business plans and investment projects;</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
(2) Deliberate medium and long-term development planning and investment scheme of major projects (meaning the funds required for the project reaching 60% of such authority of the Board of Directors mentioned in Article 5 of the Rules) as well as major business contracts (meaning the contracts with amount signed reaching 10% or more of total company assets);	<del>(2) Deliberate medium and long-term development planning and investment scheme of major projects (meaning the funds required for the project reaching 60% of such authority of the Board of Directors mentioned in Article 5 of the Rules) as well as major business contracts (meaning the contracts with amount signed reaching 10% or more of total company assets);</del>
(3) Draft annual budget and settlement scheme, profit distribution scheme and loss recovery scheme of the Company;	<del>(3) Draft annual budget and settlement scheme, profit distribution scheme and loss recovery scheme of the Company;</del>
(4) Formulate plans for increasing or reducing registered capital and plans to issue new shares, bonds or other securities and listing scheme of the Company;	<del>(4) Formulate plans for increasing or reducing registered capital and plans to issue new shares, bonds or other securities and listing scheme of the Company;</del>
(5) Decide the Company's total amount of annual borrowings, mortgage limit used for financing with the Company assets, annual guarantee sum of the loans made by the Company for its subsidiaries, and make resolutions on the guarantee within its authority scope;	<del>(5) Decide the Company's total amount of annual borrowings, mortgage limit used for financing with the Company assets, annual guarantee sum of the loans made by the Company for its subsidiaries, and make resolutions on the guarantee within its authority scope;</del>
(6) Draft the schemes on asset reorganization and acquisition, merger of other enterprises and transfer of the property of its subsidiaries;	<p data-bbox="798 1387 1396 1532"><b>(52) Formulate plans for the Company's major acquisitions, purchases of the Company's own shares, or merger, division, dissolution, and change of the Company's form;</b> <del>Decide the Company's total amount of annual borrowings, mortgage limit used for financing with the Company assets, annual guarantee sum of the loans made by the Company for its subsidiaries, and make resolutions on the guarantee within its authority scope;</del></p> <p data-bbox="798 1536 1396 1717"><del>(6) Draft the schemes on asset reorganization and acquisition, merger of other enterprises and transfer of the property of its subsidiaries;</del></p>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
(7) Decide appointment and dismissal or recommendations on relevant personnel of the Company and its subsidiaries pursuant to the management authority scope;	<del>(7) Decide appointment and dismissal or recommendations on relevant personnel of the Company and its subsidiaries pursuant to the management authority scope;</del>
(8) Formulate basic management scheme of the Company;	<del>(8) Formulate basic management scheme of the Company;</del>
(9) Draft or deliberate plans for the merger, division or dissolution of its subsidiaries;	<del>(9) Draft or deliberate plans for the merger, division or dissolution of its subsidiaries;</del>
(10) Draft the articles of association and its revision;	<del>(10)</del> <b>Draft the articles of association and its revision;</b>
(11) Guarantee each amount of bond which exceeds 10% of the net assets of the Company through audit in the latest period;	<del>(11) Guarantee each amount of bond which exceeds 10% of the net assets of the Company through audit in the latest period;</del>
(12) Any guarantee provided for those parts where total amount of the external guaranty of the Company and its controlling subsidiaries exceeds 50% of the net assets of the Company through audit in the latest period;	<del>(12) Any guarantee provided for those parts where total amount of the external guaranty of the Company and its controlling subsidiaries exceeds 50% of the net assets of the Company through audit in the latest period;</del>
(13) Guarantee provided for those guarantee subjects where the debt ratio exceeds 70%;	<del>(13) Guarantee provided for those guarantee subjects where the debt ratio exceeds 70%;</del>
(14) Guarantee the amount of bond which exceeds 30% of the total assets of the Company through audit in the latest period based on cumulative calculation principles of the amount of guarantee within successive twelve months;	<del>(14) Guarantee the amount of bond which exceeds 30% of the total assets of the Company through audit in the latest period based on cumulative calculation principles of the amount of guarantee within successive twelve months;</del>

Existing provisions	Revised provisions (Deletions are in the form of strikeouts and revisions are in bold and underlined form)
<p>(15) Guarantee the amount of guarantee which is over 50% of the latest audited net assets and the absolute amount which is over RMB50 Million Yuan based on cumulative calculation principles of the amount of guarantee within successive twelve months; and</p>	<p><del>(15) Guarantee the amount of guarantee which is over 50% of the latest audited net assets and the absolute amount which is over RMB50 Million Yuan based on cumulative calculation principles of the amount of guarantee within successive twelve months; and</del></p>
<p>(16) Other major issues.</p> <p>In case there is any conflict between different resolutions in terms of contents and meaning, the resolution formed at a later time shall prevail.</p> <p>The opinions published by the independent directors shall be indicated in the resolutions of the Board of Directors.</p>	<p><del>(16) Other major issues.</del></p> <p>In case there is any conflict between different resolutions in terms of contents and meaning, the resolution formed at a later time shall prevail.</p> <p>The opinions published by the independent directors shall be indicated in the resolutions of the Board of Directors.</p>

The rules of procedure of the Board of Directors shall remain unchanged except as set forth above.

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## NOTICE OF EGM

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**烟台北方安德利果汁股份有限公司**  
**Yantai North Andre Juice Co., Ltd.\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock code : 02218)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 second extraordinary general meeting (the “EGM”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “Company”) will be held at Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “PRC”) at 2:00 p.m. on Tuesday, 28 October 2025 to consider and, if thought fit, pass the following resolutions.

#### SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to abolishment of the board of supervisors and amendments to the Articles of Association;
2. To consider and approve the resolution in relation to amendments to the Rules of Procedure of the General Meeting;
3. To consider and approve the resolution in relation to amendments to the Rules of Procedures of the Board of Directors;

#### ORDINARY RESOLUTIONS

4. To consider and approve the resolution in relation to amendments to the Work Rules of Independent Directors;
5. To consider and approve the resolution in relation to amendments to the Management System for External Guarantees;
6. To consider and approve the resolution in relation to amendments to the Management System for External Investment;
7. To consider and approve the resolution in relation to amendments to the Connected Transactions Decision-Making System;

\* For identification purpose only

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## NOTICE OF EGM

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8. To consider and approve the resolution in relation to formulation of the System for Prevention from Misappropriation of Funds by Controlling Shareholder, De Facto Controller and Other Connected Party;
9. To consider and approve the resolution in relation to formulation of the Implementation Rules for Cumulative Voting System;
10. To consider and approve the resolution in relation to formulation of the Management System for Profit Distribution; and
11. To consider and approve the resolution in relation to amendments to the Management System for Raised Funds.

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

Yantai, the PRC, 9 October 2025

*As of the date of this notice, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui, Ms. Wang Meng and Mr. Wang Yan Hui, the non-executive Directors are Mr. Liu Tsung-Yi and Mr. Zhang Wei, and the independent non-executive Directors are Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing.*

*Notes:*

1. For the purpose of determining who may attend the EGM to be held on Tuesday, 28 October 2025, the register of holders of H Shares will be closed from Thursday, 23 October 2025 to Tuesday, 28 October 2025 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting at the EGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Wednesday, 22 October 2025.

The address of Tricor Investor Services Limited is as follows:

17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
Fax No.: (852) 2810 8185

2. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.andre.com.cn](http://www.andre.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.

\* For identification purpose only

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## NOTICE OF EGM

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4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H Share registrar, Tricor Investor Services Limited (for Holders of H Shares) at least 24 hours before the EGM or any adjourned meeting thereof. The Company's H Share registrar, Tricor Investor Services Limited, is located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (Fax No.: (852) 2810 8185).
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any shares of the Company (the "**Shares**"), any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; if more than one of such holders are present at the EGM in person or by proxy, the vote of the senior holder in the register of members of the Company in respect of the relevant Shares who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
7. The EGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.
8. For the matters relating to the attendance of the EGM by Holders of A Shares, please refer to the notice of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn).