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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

**GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
GENERAL MANDATE TO REGISTER AND
ISSUE DEBT FINANCING INSTRUMENTS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 of this circular.

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, is set out on pages 91 to 96 of this circular. A proxy form for use at the AGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 17 June 2025) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

20 May 2025

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DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, modified or otherwise supplemented from time to time
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	19 May 2025, being the latest practicable date prior to the publishing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Domestic Shares and H Shares of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

Executive Directors:

Mr. CHEN Dayu (*Chairman*)
Mr. LI Minghui (*General Manager*)
Mr. ZHANG Wei

Non-executive Directors:

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Independent non-executive Directors:

Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

20 May 2025

To the Shareholders

Dear Sir/Madam,

GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
GENERAL MANDATE TO REGISTER AND
ISSUE DEBT FINANCING INSTRUMENTS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding, among other things, the general mandate to the Board to issue additional Shares, the general mandate to the Board to repurchase H Shares, the general mandate to the Board to register and issue debt financing instruments as well as proposed amendments to the Articles of Association, so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the AGM, a special resolution will be proposed to grant a general mandate to the Board to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including sale or transfer of treasury shares out of treasury(if any)) in the share capital of the Company up to 20% of the aggregate number of issued Shares (excluding treasury shares) immediately after the passing of the proposed special resolution in relation to such general mandate (the “**Share Issue Mandate**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. Subject to the passing of the special resolution in relation to the Share Issue Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 1,648,901,628 Shares.

Validity of the Share Issue Mandate

The Share Issue Mandate shall be effective from the date of approving by the AGM until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company; or
- (2) the expiration of the 12-month period following the passing of this resolution; or
- (3) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting.

The Board will only exercise its power under the Share Issue Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO REPURCHASE H SHARES

To promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value, the Company intends to repurchase H Shares in accordance with the requirements of the relevant laws, regulatory requirements and the Articles of Association, taking into account the current operating conditions, financial position and future development prospects of the Company. A special resolution will be proposed by the Company at the AGM for consideration and approval to grant full authorization to the Board or its approved person(s) or delegate to handle relevant matters of repurchase of H Shares within the framework and principles as considered by the AGM (the "**Repurchase Mandate**"):

- (1) a conditional general mandate to the Board, during the Relevant Period (as defined hereinafter), subject to the fluctuation and changes of the capital market and the share price of the Company, to repurchase the H Shares in issue of the Company at its discretion and in a timely manner, in accordance with the applicable laws, regulations and rules and the Articles of Association;
- (2) the total amount of H Shares repurchased by the Company shall not exceed 10% of the aggregate number of issued H Shares (excluding treasury shares) on the date of passing the special resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate. The funds of repurchase include self-owned funds and funds which fulfill the regulatory requirements for repurchase of shares;
- (3) to formulate, approve and implement specific repurchase plans, including but not limited to the price, batch, amount and time of execution of the repurchase of H Shares, opening overseas stock account and handling foreign exchange registration, notifying the creditors of the Company and publishing announcements in accordance with the provisions of the Company Law and the Articles of Association (if applicable);
- (4) to obtain the required approval or fulfill the filing procedures in accordance with applicable laws, regulations and requirements (if applicable);

LETTER FROM THE BOARD

- (5) if there are new provisions in laws and regulations, or new policies by regulatory authorities, or changes in market conditions in relation to the repurchase of H Shares, unless the relevant laws and regulations or requirements of the regulatory authorities or the Articles of Association require for re-vote at the general meeting(s), the Board may adjust the repurchase plan and continue to deal with relevant matters of the repurchase of H Shares in accordance with relevant laws and regulations and the requirements of regulatory authorities as well as the market conditions and the actual situation of the Company;
- (6) if applicable, to handle the deregistration procedures for the repurchased H Shares, decrease the registered capital, amend the Articles of Association regarding the share capital, shareholding structure and others and complete the registration and filing procedures; and
- (7) to sign other documents and handle other matters in relation to the repurchase of H Shares.

Validity of the Repurchase Mandate

The Repurchase Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; or
- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting (the “**Relevant Period**”).

Impact of the Repurchase of H Shares

The fully execution of the Repurchase Mandate during the Relevant Period and any time as permitted by laws and regulations may have adverse impact on the working capital or gearing levels of the Company. However, if the Board considers the execution of the Repurchase Mandate will have a material adverse impact on the working capital or gearing levels of the Company, the Board will not exercise the Repurchase Mandate under such circumstances. After considering the prevailing market conditions, the Board will determine the amount of H Shares to be repurchased, the price and other terms of the repurchase of H Shares to the extent that is in the best interests of the Company.

LETTER FROM THE BOARD

The repurchase of H Shares does not involve connected transaction or obligation to make a mandatory offer under the Takeovers Code.

The price, batch, amount and time of execution of the repurchase of H Shares are to be determined and are subject to uncertainties. The Company will strictly follow the Listing Rules and relevant laws and regulations to carry out the plan for repurchase of H Shares and fulfill information disclosure obligations in a timely manner.

The Listing Rules require the provision of necessary information relevant to the proposed repurchase of Shares to the Shareholders for their consideration, so that the Shareholders will be able to make informed decisions on the relevant resolutions on repurchase of Shares at the AGM, and the explanatory statement containing such information is set out in Appendix I to this circular.

4. GENERAL MANDATE TO REGISTER AND ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to consider and approve to generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount as registered in the interbank market or other markets and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the registration and issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue type, size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Registration and Issue Mandate**”).

The Debt Financing Instruments Registration and Issue Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; or
- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 19 May 2025 in relation to the proposed amendments to the Articles of Association. In order to reflect and comply with the recent changes in the PRC laws and regulations, including the Company Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the relevant amendments to the Listing Rules as well as other rule amendments, and taking into account the actual situation of the Company, the Company intends to make amendments to the Articles of Association. Details of such amendments are set out in Appendix II to this circular. In view of the Company's proposal to discontinue the establishment of the board of supervisors in accordance with the Company Law and to transfer the powers of the board of supervisors to the audit committee of the Company, upon the approval of the proposed amendments to the Articles of Association at the AGM, the current supervisors of the Company, including the employee representative supervisor, will retire accordingly, and the Rules of Procedure for Board of Supervisors of the Company shall be repealed.

6. THE AGM

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, is set out on pages 91 to 96 of this circular. A proxy form for use at the AGM has been enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Thursday, 12 June 2025 are entitled to attend the AGM and vote at the meeting. The share register for H Shares will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both days inclusive), during which period no share transfer of H Shares will be registered.

Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the AGM and voting in person if you so wish.

LETTER FROM THE BOARD

7. VOTES TO BE TAKEN BY POLL

The resolutions to be proposed at the AGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the AGM.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed resolutions in respect of, among other things, the Share Issue Mandate, the Repurchase Mandate, the Debt Financing Instruments Registration and Issue Mandate as well as proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the notice of the AGM.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the special resolution to approve the Repurchase Mandate.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company was 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate, representing 10% of the total number of H Shares in issue (excluding treasury shares) of the Company as at the date of passing the relevant resolution.

REASONS FOR REPURCHASE

The Board believes that the Repurchase Mandate is conducive to promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value. Based on the prevailing market conditions and funding arrangement, the exercise of the Repurchase Mandate may increase the net asset value per share and/or earnings per share. The Repurchase Mandate will be exercised only when the Directors consider that repurchase is beneficial to the Company and the Shareholders.

FUNDS FOR REPURCHASE

In repurchasing H Shares, the Company intends to use its internal funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules, the Company Law and other applicable PRC laws, rules and regulations, and other funds that fulfil the regulatory requirements for repurchase of shares.

Considering the current working capital conditions of the Company, the Board believes that an exercise of the Repurchase Mandate in full will not cause material adverse impact on the working capital and/or gearing levels of the Company (as compared to the financial position as at 31 December 2024 as disclosed in the audited financial statements of the Company in the annual report for the year ended 31 December 2024). However, if the Board believes that the exercise of the Repurchase Mandate will have material adverse impact on the working capital requirements or gearing levels of the Company, the Board tends not to repurchase the H Shares by exercising the power conferred under the Repurchase Mandate. The Board will consider the prevailing market conditions at an appropriate timing to make decisions on the number of H Shares to be repurchased, the price and other terms to repurchase H Shares, in the best interest of the Company.

DISCLOSURE OF INTEREST

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors or their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any H Shares if the Repurchase Mandate is approved by the AGM.

As at the Latest Practicable Date, none of the core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the AGM.

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the powers of the Company to repurchase H Shares pursuant to the Repurchase Mandate in compliance with the Listing Rules, the Articles of Association, the applicable laws, rules and regulations of the PRC, and in accordance with the special resolution set out in the notice of the AGM.

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase has unusual features.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase H Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in the recommendation for a mandatory acquisition in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司) ("BEH") is the controlling Shareholder of the Company directly and indirectly holding approximately 68.68% interests in the issued share capital of the Company. BEH was wholly-owned by Beijing State-owned Capital Operation Management Co., Ltd. (北京國有資本運營管理有限公司) which was established and wholly-owned by State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會). The Company expects that the exercise of the Repurchase Mandate in full will not have any implications for BEH under the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of H Shares under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASED BY THE COMPANY

No repurchase of any H Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date.

DISPOSAL FOR H SHARES REPURCHASED

The Company may cancel these repurchased H Shares or hold them as treasury shares in accordance with the market conditions at the time of repurchase and the capital management needs of the Group.

PRICES OF H SHARES

The highest and lowest trading prices at which the H Shares have been traded on the Hong Kong Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
2024		
May	2.12	1.87
June	2.21	1.82
July	2.05	1.79
August	1.92	1.77
September	2.05	1.69
October	2.28	1.87
November	1.93	1.79
December	1.95	1.79
2025		
January	1.94	1.80
February	1.95	1.83
March	2.17	1.84
April	2.47	1.86
May (as of the Latest Practicable Date)	2.47	2.34

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are set out below (text to be deleted is indicated by strikethrough, text to be added is indicated by underline and bold font and articles without changes are shown in “.....”). Due to addition or deletions of articles, the serial number of relevant articles of the Articles of Association have been adjusted accordingly without separate presentation. Certain amendments to expressions in the Chinese version or the English version of the Articles of Association are not applicable to the other version, as the case may be. The Articles of Association are written in Chinese. The English version of below articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.

Original Articles of Association	Amended Articles of Association
<p>Article 1 To adapt to the requirements of the development of socialist market economy, establish the modern stateowned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), and other relevant provisions.</p>	<p>Article 1 To adapt to the requirements of the development of socialist market economy, establish the modern stateowned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the “Company”) and its shareholders, <u>employees</u> and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), and other relevant provisions.</p>
<p>Article 22 The registered capital of the Company is RMB8,244,508,144.</p>	<p>Article 2225 The registered capital of the Company is RMB8,244,508,144.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 5 The chairman of the board of directors is the Company’s legal representative.</p>	<p>Article 56 The chairman of the board of directors is the Company’s legal representative.</p> <p><u>The resignation of the chairman of the Company shall be deemed to constitute the simultaneous resignation of the legal representative.</u></p> <p><u>Following the resignation of the legal representative, the Company shall appoint a new legal representative within 30 days from the date of such resignation.</u></p>
<p>New Article</p>	<p><u>Article 7 The Company shall bear the legal consequences arising from civil acts conducted by the legal representative on behalf of the Company.</u></p> <p><u>Any restrictions on the powers of the legal representative stipulated in this Articles of Association or by the shareholders’ meeting shall not be enforceable against bona fide counterparty.</u></p> <p><u>If a legal representative incurs damage on another person through the performance of his duties, the Company shall bear the civil liability. After the Company has assumed the civil liability, it may seek indemnity from the legal representative at fault in accordance with applicable laws or the provisions of this Articles of Association.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 7 All the Company’s assets are divided into equal shares. Each shareholder is responsible to the Company up to his subscribed shares. The Company is responsible for its debts up to its total assets.</p>	<p>Article 7 All the Company’s assets are divided into equal shares. Each shareholder is responsible to the Company up to his subscribed shares. The Company is responsible for its debts up to its total assets.</p>
<p>Article 8 From the effective date of this Articles of Association, this Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders.</p> <p>This Articles of Association shall be legally binding on the Company’s shareholders, the Company, members of the Committee of the Communist Party of China (or Commission for Discipline Inspection), directors, supervisors, senior officers, with such personnel being entitled to claim for right on matters relating to the Company, and undertake corresponding obligations in accordance with this Articles of Association.</p> <p>According to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Company’s directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers.</p> <p>.....</p>	<p>Article 8 From the effective date of this Articles of Association, this Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders. This Articles of Association, and shall be legally binding on the Company’s shareholders, the Company, members of the Committee of the Communist Party of China (or Commission for Discipline Inspection), directors, supervisors, senior officers, with such personnel being entitled to claim for right on matters relating to the Company, and undertake corresponding obligations in accordance with this Articles of Association.</p> <p>According to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Company’s directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 9 In accordance with the provisions of the Constitution of the Communist Party of China, the company shall establish organizations of the Communist Party of China; the organizations of the Party (the Party Organization) shall play the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government’s proposals. The working units of the Party shall be established to carry out the activities of the Party.</p> <p>The company shall provide the necessary conditions for the activities carried out by the Party Organization. The institution and staffing of the Party Organization shall be included into the Company’s management organizations and staffing. The working fund of the Party Organization shall be included into the Company’s budget and shall be disbursed from the management fees.</p>	<p>Article 911 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish organizations of the Communist Party of China; the organizations of the Party (the Party Organization) shall play the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government’s proposals. The working units of the Party shall be established to carry and carrying out the activities of the Party. <u>The Company shall provide the necessary conditions for the activities carried out by the Party Organization.</u></p> <p>The company shall provide the necessary conditions for the activities carried out by the Party Organization. The institution and staffing of the Party Organization shall be included into the Company’s management organizations and staffing. The working fund of the Party Organization shall be included into the Company’s budget and shall be disbursed from the management fees.</p>
<p>Article 16 Company shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p> <p>For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. Any unit or individual shall pay the same price for any such shares subscribed.</p>	<p>Article 1618 Company shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p> <p>For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. Any unit or individual Subscribers shall pay the same price for any such shares subscribed.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 18</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon fulfilling the registration or filing procedures with the securities regulatory authority of the State Council or agencies authorized by the State Council in accordance with the law, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares.</p> <p>.....</p>	<p>Article 1820</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon fulfilling the registration or filing procedures with the securities regulatory authority of the State Council or agencies authorized by the State Council in accordance with the law, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares. <u>No shareholders' meeting is required to be convened for the approval of the conversion of domestic shares into H shares for listing and trading on overseas stock exchanges.</u></p> <p>.....</p>
<p>Article 20</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total.</p>	<p>Article 202</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, <u>all of which are ordinary shares.</u></p>
<p>Article 23 Unless otherwise provided in the law and administrative regulations, listing rules of the shares' listing place, or this Articles of Association, the shares of the Company may be transferred according to law without any lien. The transferred share shall be registered in registration agency appointed by the Company.</p>	<p>Article 234 Unless otherwise provided in the law and administrative regulations, listing rules of the shares' listing place, or this Articles of Association, the shares of the Company may <u>shall</u> be transferred according to law without any lien. The transferred share shall be registered in registration agency appointed by the Company.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 24 The Company shall not accept its shares as the subject of a pledge.</p>	<p>Article 245 The Company shall not accept its shares as the subject of a pledge.</p>
<p>Article 25 The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. The shares issued before the Company publicly issues any shares shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange.</p> <p>The directors, supervisors and senior officers of the Company shall report to the Company the shares held by them and the changes thereof. During the term of their office, the shares transferred by any of them each year shall not exceed 25% of the total shares of the Company that he holds. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. If any of the aforesaid persons leaves from his post, he shall not transfer the shares of the Company that he holds within six months from such departure. If the listing rules of the listing venue of the shares of the Company provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p>	<p>Article 256 The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. The shares issued before the Company publicly issues any shares shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. <u>Where laws, administrative regulations, the securities regulatory authorities of the State Council or the listing rules of the place where the Company's shares are listed provide otherwise for the transfer of the Company's shares held by shareholders or actual controllers, such provisions shall apply.</u></p> <p>The directors, supervisors and senior officers of the Company shall report to the Company the shares held by them and the changes thereof. During the term of their office, the shares <u>as determined at their appointments</u> transferred by any of them each year shall not exceed 25% of the total shares of <u>the same class of</u> the Company that he holds. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. If any of the aforesaid persons leaves from his post, he shall not transfer the shares of the Company that he holds within six months from such departure. If the listing rules of the listing venue of the shares of the Company provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p> <p><u>If the shares are pledged during the transfer restriction period prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right during such transfer restriction period.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 26 If a director, supervisor or senior officer of the Company, or a shareholder holding 5% or more of the shares of the Company sells the shares of the Company within six months upon buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the board of directors of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six month restriction.</p> <p>The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph, include those held by their spouses, parents and children and those held using the accounts of others.</p> <p>If the board of directors of the Company does not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the board of directors of the Company does not comply with the first paragraph, the responsible directors shall be jointly and severally responsible in accordance with the law.</p>	<p>Article 267 If a director, supervisor or senior officer of the Company, or a shareholder holding 5% or more of the shares of the Company sells the shares of the Company <u>or other securities with the nature of shareholding</u> within six months upon buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the board of directors of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six month restriction. <u>However, except where a securities company holds more than 5% of the shares as a result of the underwriting of the purchase of the remaining shares after the sale, and where there are other circumstances stipulated by the securities regulatory authority of the State Council or the listing rules of the place where the company's shares are listed.</u></p> <p>The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph, include those held by their spouses, parents and children and those held using the accounts of others.</p> <p>If the board of directors of the Company does not comply with the foregoing first <u>first</u> paragraph <u>of this article</u>, the shareholders can request the board to do so within 30 days. If the board does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the board of directors of the Company does not comply with the first paragraph <u>of this article</u>, the responsible directors shall be jointly and severally responsible in accordance with the law.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 27 According to operational and development needs, the Company may, according to the law and regulations and resolutions of general meetings, increase the capital pursuant to relevant provisions of this Articles of Association.</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) Public issuance of shares;</p> <p>(2) Non-public issuance of shares;</p> <p>.....</p> <p>(5) Other methods prescribed by the law and regulations or approved by the relevant regulatory authorities.</p> <p>.....</p>	<p>Article 278 According to operational and development needs, the Company may, according to the law and regulations and resolutions of general <u>shareholder's</u> meetings, increase the capital pursuant to relevant provisions of this Articles of Association.</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) Public issuance of shares <u>to unspecified parties;</u></p> <p>(2) Non-public issuance of shares <u>to specified parties;</u></p> <p>.....</p> <p>(5) Other methods prescribed by the law and, <u>administrative</u> regulations or approved by the relevant regulatory authorities.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 29 If the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared.</p> <p>.....</p> <p>The reduced registered capital of the Company may not be less than the statutory minimum.</p>	<p>Article 2930 If the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared.</p> <p>.....</p> <p><u>Where the Company reduces its registered capital, it shall reduce the capital contribution or shares in proportion to their respective shareholdings, unless otherwise provided by the law or this Articles of Association.</u></p> <p>The reduced registered capital of the Company may not be less than the statutory minimum.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 30 The Company may, in the following circumstances and without violation of the requirements of laws, regulations, the rules of the places where the Company’s shares are listed and this Articles of Association, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company;</p> <p>.....</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>.....</p>	<p>Article 3031 The Company may, in the following circumstances and without violation of the requirements of laws, regulations, the rules of the places where the Company’s shares are listed and this Articles of Association, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital <u>Reduction of the Company’s registered capital;</u></p> <p>(2) Merger with another company holding shares in the Company;</p> <p>.....</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general <u>shareholder's</u> meeting on the merger or division of the Company;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 31 The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities Regulatory Commission. If the share purchase is made under the circumstances stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.</p>	<p>Article 312 The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities Regulatory Commission. If the share purchase is made under the circumstances stipulated in Items (3), (5) and (6) of paragraph 1 of Article 301 of the Articles of Association, centralized trading shall be adopted publicly.</p>
<p>Article 32 In the event of a repurchase of shares by the Company by an agreement outside a securities exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures specified in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights hereunder.</p>	<p>Deleted Article</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 33 Repurchase of the Company’s shares in accordance with Article 30 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company’s shares in accordance with Article 30 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company’s shares are listed, after the Company has repurchased its shares in accordance with Article 30 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Company’s shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</p>	<p>Article 33 Repurchase of the Company’s shares in accordance with Article 30<u>301</u> (1) and (2) of this Articles of Association shall be subject to approval at a general <u>shareholders’</u> meeting. Repurchase of the Company’s shares in accordance with Article 30<u>301</u> (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general <u>shareholders’</u> meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company’s shares are listed, after the Company has repurchased its shares in accordance with Article 30<u>301</u> of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Company’s shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 37 The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</p>	<p>Article 37 The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</p>
<p>Article 38 Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail.</p>	<p>Article 38 Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail. <u>The Company could close the register of members in accordance with provisions of applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</u></p>
<p>Article 39 When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the convener of the board of director or general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date, shall enjoy the relevant rights.</p>	<p>Article 39 When the Company convenes a general <u>shareholders'</u> meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the convener of the board of director or general <u>shareholders'</u> meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date, shall enjoy the relevant rights.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 40 The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who acquires or intends to acquire shares of the Company.</p>	<p>Article 40 The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans <u>borrowings</u> or otherwise, provide any <u>financial</u> assistance to a person who acquires or <u>intends to acquire</u> shares of the Company <u>or its parent company, except for those with the employee share ownership plan implemented by the Company.</u></p> <p><u>In the interests of the Company, the Company may, by resolution of the shareholders' meeting, or by resolution of the board of directors in accordance with this Articles of Association or the authorization of the shareholders' meeting, provide financial assistance for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions of the board of directors shall be passed by not less than two-thirds of all the directors.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 41</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>.....</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as owner of the shares, but for the purpose of revising the register of shareholder, the board of directors is entitled to demand the surviving shareholder(s) to provide a death certificate as the board thinks fit.</p> <p>(2) For joint shareholders of any share, the person whose name stands first in the register shall be entitled to receive share certificate of the relevant shares, receive notice from the Company, attend the general meetings, or exercise voting of relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders.</p> <p>.....</p>	<p>Article 41</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>.....</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as owner of the shares, but for the purpose of revising the register of shareholder, the board of directors is entitled to demand the surviving shareholder(s) to provide a death certificate as the board thinks fit.</p> <p>(2) For joint shareholders of any share, the person whose name stands first in the register shall be entitled to receive share certificate of the relevant shares, receive notice from the Company, attend the <u>general shareholders'</u> meetings, or exercise voting of relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 42 Shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) To request, convene, hold, participate or send proxy to attend general meeting and speak and exercise corresponding voting rights at the general meeting in accordance with the law;</p> <p>.....</p> <p>(5) To inspect the Articles of Association, register of shareholders, bond stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, and financial and accounting reports;</p> <p>.....</p> <p>(7) If a shareholder opposes the merger or division of the Company at a general meeting, he may request the Company to buy back his shares;</p> <p>.....</p>	<p>Article 42 Shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) To request, convene, hold, participate or send proxy to attend general shareholders' meeting and speak and exercise corresponding voting rights at the general shareholders' meeting in accordance with the law;</p> <p>.....</p> <p>(5) To inspect and duplicate the Articles of Association, register of shareholders, bond stubs, minutes of generalshareholders' meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, and financial and accounting reports, and the shareholders who meet the requirements could inspect the Company's accounting records and vouchers;</p> <p>.....</p> <p>(7) If a shareholder opposes the merger or division of the Company at a general shareholders' meeting, he may request the Company to buy back his shares;</p> <p>.....</p>
<p>Article 43 When a shareholder requests to have access to the information mentioned in the preceding article, he shall present evidence to prove the class and amount of shareholding in writing. The Company shall comply with the shareholder's request after verifying his identity, and may charge reasonable fees for providing copies of the foregoing materials.</p>	<p>Article 43 <u>Shareholders who request inspecting or duplicating the relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.</u></p> <p>When a shareholder requests to have access to or to duplicate the information mentioned in the preceding article, he shall present evidence to prove the class and amount of shareholding in writing. The Company shall comply with the shareholder's request after verifying his identity, and may charge reasonable fees for providing copies of the foregoing materials.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 44 If a resolution of the Company’s general meeting or board meeting contravenes the law or administrative regulations, the shareholders can request the court to annul the decision.</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days from the date on which such resolution is passed.</p>	<p>Article 44 If a resolution of the Company’s general <u>shareholders’</u> meeting or board meeting contravenes the law or administrative regulations, the shareholders can request the court to annul the decision.</p> <p>If the convening procedure or voting method of a general <u>shareholders’</u> meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days from the date on which such resolution is passed. <u>However, the convening procedure or voting method of a shareholders’ meeting or board meeting with only minor deficiencies that does not have a material impact on the resolutions is excluded.</u></p> <p><u>Where the board of directors, shareholders and other relevant parties dispute the validity of a resolution of a shareholders’ meeting, they shall promptly file a lawsuit with the court. The relevant parties shall implement the resolution of the shareholders’ meeting before the court makes a judgement or ruling, such as revocation of the resolution. The Company, its directors and senior management shall diligently perform their duties to ensure the normal operation of the Company.</u></p> <p><u>In the event that the court makes a judgement or ruling on the relevant incidents, the Company shall fulfill its obligation of information disclosure in accordance with the laws, administrative regulations, and the regulations of the securities regulatory authorities of the State Council and the stock exchange where the Company is listed, fully explain the impacts, and actively cooperate with the enforcement of the judgement or ruling after it has become effective. Corrections to prior events shall be handled in a timely manner and the disclosure obligations shall be fulfilled.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
New Article	<p><u>Article 45 The resolution of the shareholders' meeting or the board of directors of the Company shall not be valid if any of the following circumstances exist:</u></p> <p>(1) <u>Failure to convene a shareholders' meeting or a meeting of the board of directors to pass a resolution;</u></p> <p>(2) <u>No votes were taken on the resolutions at the shareholders' meeting or the board of directors' meeting;</u></p> <p>(3) <u>The number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or this Articles of Association;</u></p> <p>(4) <u>The number of persons consenting to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or this Articles of Association.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 45 If a director or senior officer contravenes the law, administrative regulations or this Articles of Association when carrying out his duties resulting in losses to the Company, shareholders individually or together holding 1% or more of the shares for 180 days continuously may request the board of supervisors in writing to commence litigation in the court. If a board of supervisors contravenes the law, administrative regulations or this Articles of Association when carrying out its duties resulting in losses to the Company, the shareholders may request the board of directors in writing to commence litigation at the court.</p> <p>If the board of supervisors or board of directors refuses to commence litigation upon receipt of the shareholder’s written request under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that with an immediate litigation it will cause irreparable losses to the Company, the shareholders so entitled under the previous paragraph may commence litigation directly at the court under their own names for the interest of the Company.</p> <p>.....</p>	<p>Article 456 If a director or senior officer <u>other than members of the Audit Committee</u> contravenes the law, administrative regulations or this Articles of Association when carrying out his duties resulting in losses to the Company, shareholders individually or together holding 1% or more of the shares for 180 days continuously may request the board of supervisors <u>the Audit Committee</u> in writing to commence litigation in the court. If a board of supervisors <u>a member of the Audit Committee</u> contravenes the law, administrative regulations or this Articles of Association when carrying out its duties resulting in losses to the Company, the <u>aforesaid</u> shareholders may request the board of directors in writing to commence litigation at the court.</p> <p>If the board of supervisors <u>the Audit Committee</u> or board of directors refuses to commence litigation upon receipt of the shareholder’s written request under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that with an immediate litigation it will cause irreparable losses to the Company, the shareholders so entitled under the previous paragraph may commence litigation directly at the court under their own names for the interest of the Company.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
	<p><u>If a director, supervisor or senior management of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or provisions under this Articles of Association in the performance of his duty and incurs losses on the Company or if any other person infringes upon the lawful rights and interests of a wholly-owned subsidiary of the Company and incurs losses on the Company, shareholders individually or together holding 1% or more of the shares of the Company for 180 days continuously, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request the board of supervisors and the board of directors of the wholly-owned subsidiary in writing to commence litigation in the court or commence litigation directly at the court under their own names. If a wholly-owned subsidiary of the Company does not have a board of supervisors or a supervisor but does have an audit committee, it shall follow the provisions of the first and second paragraphs of this Article.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 47 Shareholders of the Company shall have the following obligations:</p> <ol style="list-style-type: none"> (1) Comply with law, administrative regulations and this Articles of Association; (2) Pay for the shares based on the shares subscribed and the method of subscription; (3) Cannot ask the Company to redeem those shares except as prescribed by the law or administrative regulations; (4) Cannot abuse his rights as a shareholder to harm the Company’s or other shareholders’ interests; cannot abuse the legal personality of the Company and the limited liability of the shareholders to harm the interests of creditors; <p>A shareholder who abuses his shareholders’ rights resulting in losses to the Company and other shareholders shall compensate according to the law.</p> <p>Shareholders who abuse the legal personality of the Company and limited liability of shareholders in order to escape from liability, thereby seriously damaging the interests of creditors of the Company, shall jointly and severally be responsible for the Company’s debts.</p> <ol style="list-style-type: none"> (5) Other responsibilities required by the law, administrative regulations and this Articles of Association. 	<p>Article 478 Shareholders of the Company shall have the following obligations:</p> <ol style="list-style-type: none"> (1) Comply with law, administrative regulations and this Articles of Association; (2) Pay for the shares based on the shares subscribed and the method of subscription; (3) Cannot ask the Company to redeem those shares its registered capital except as prescribed by the law or administrative regulations; (4) Cannot abuse his rights as a shareholder to harm the Company’s or other shareholders’ interests; cannot abuse the legal personality of the Company and the limited liability of the shareholders to harm the interests of creditors; <p>A shareholder who abuses his shareholders’ rights resulting in losses to the Company and other shareholders shall compensate according to the law.</p> <p>Shareholders who abuse the legal personality of the Company and limited liability of shareholders in order to escape from liability, thereby seriously damaging the interests of creditors of the Company, shall jointly and severally be responsible for the Company’s debts.</p> <ol style="list-style-type: none"> (5) Other responsibilities required by the law, administrative regulations and this Articles of Association.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
	<p><u>A shareholder of the Company who abuses his rights as a shareholder and causes losses to the Company or other shareholders shall be liable for compensation in accordance with the law. If a shareholder of the Company abuses the Company's independent legal person status and the limited liability of the shareholders to evade debts and therefore seriously harms the interests of the creditors of the Company, he shall be held jointly and severally liable for the debts of the Company.</u></p>
<p>New Article</p>	<p><u>Article 49 The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfil their obligations in accordance with the laws and administrative regulations, the securities regulatory authorities of the State Council and the stock exchanges where the Company is listed, so as to safeguard the interests of the listed company.</u></p>
<p>Article 48 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. In case of a breach which results in damage to the Company, he shall be liable to compensate.</p>	<p><u>Article 4850 The controlling shareholders and actual controller of the Company shall comply with the following requirements:</u></p> <p>(1) <u>The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. In case of a breach which results in damage to the Company, he shall be liable to compensate. Exercise shareholders' rights in accordance with the law, and do not abuse the right of control or take advantage of connected relationships to undermine the legitimate rights and interests of the Company or other shareholders;</u></p> <p>(2) <u>Strictly fulfill the public statements and undertakings made and shall not change or waive them without permission;</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
	<p>(3) <u>Strictly fulfill its information disclosure obligations in accordance with the relevant regulations, proactively co-operate with the Company in the information disclosure, and to inform the Company in a timely manner of any material events that have occurred or are intended to occur;</u></p> <p>(4) <u>Shall not occupy the funds of the Company in any way;</u></p> <p>(5) <u>Shall not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p>(6) <u>Shall not make use of the Company's undisclosed material information to gain benefits, not to disclose in any way the undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation and other illegal and unlawful behaviours;</u></p> <p>(7) <u>Shall not harm the legitimate rights and interests of the Company or other shareholders by means of unfair related-party transactions, profit distribution, asset restructuring, external investment or any other means;</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>The controlling shareholder and actual controller have a duty of honesty towards the Company and public shareholders of the Company. The controlling shareholder shall strictly exercise his rights as a capital contributor. The controlling shareholder cannot make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or loan guarantee to damage the lawful interests of the Company and public shareholders. He shall not make use of his controlling position to damage the lawful interests of the Company and public shareholders.</p>	<p>(8) <u>Ensure the integrity of the Company’s assets, the independence of its personnel, financial independence, organisational independence and business independence, and not to affect the Company’s independence in any way;</u></p> <p>(9) <u>Other provisions of laws, administrative regulations, the CSRC, the Stock Exchange and the Articles of Association.</u></p> <p><u>Where a controlling shareholder or an actual controller of the Company does not act as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.</u></p> <p><u>A controlling shareholder or an actual controller of the Company who instructs a director or a senior management to engage in an act that is detrimental to the interests of the Company or the shareholders shall be jointly and severally liable with such director or senior management.</u></p> <p>The controlling shareholder and actual controller have a duty of honesty towards the Company and public shareholders of the Company. The controlling shareholder shall strictly exercise his rights as a capital contributor. The controlling shareholder cannot make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or loan guarantee to damage the lawful interests of the Company and public shareholders. He shall not make use of his controlling position to damage the lawful interests of the Company and public shareholders.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
New Article	<u>Article 51 The controlling shareholders and actual controllers who pledge the shares of the Company held by them or under their effective control shall maintain the Company's control and the stability of production and operation.</u>
New Article	<u>Article 52 The controlling shareholders and actual controllers who transfer their shares in the Company shall comply with the restrictive provisions on share transfers set out in the laws, administrative regulations, the regulations of the securities regulatory authorities of the State Council and the stock exchanges in which the Company is listed, as well as their undertakings in respect of restrictions on share transfers.</u>
<p>Chapter 7 General Meeting</p> <p>Section 1 General Provisions on General Meeting</p> <p>Article 49 The general meeting shall be the organ of authority of the Company and shall exercise the functions and powers according to law.</p>	<p>Chapter 7 General <u>Shareholders'</u> Meeting</p> <p>Section 1 General Provisions on General <u>Shareholders'</u> Meeting</p> <p>Article 49<u>54</u> <u>The shareholders' meeting of the Company consists of all shareholders.</u> The general <u>shareholders'</u> meeting shall be the organ of authority of the Company and shall exercise the functions and powers according to law.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 50 The general meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>(2) Elect and replace directors and supervisors who are not staff representatives. Make decisions on matters in relation to the salary of the relevant directors and supervisors;</p> <p>(3) Review and approve the reports of the board of directors;</p> <p>(4) Review and approve the reports of the board of supervisors;</p> <p>(5) Review and approve the annual financial budgets and final accounting of the Company;</p> <p>(6) Review and approve the profit distribution plan and loss compensation plan of the Company;</p> <p>(7) Decide on increasing or reducing the registered capital of the Company;</p> <p>(8) Decide on merger, division, winding up, liquidation or changing the form of the Company;</p> <p>(9) Pass resolutions on the issuance of bonds or listing plan of other securities by the Company;</p> <p>(10) Pass resolutions on the employment and dismissal of accounting firms by the Company;</p> <p>(11) Amend this Articles of Association;</p>	<p>Article 505 The general <u>shareholders'</u> meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>(2) Elect and replace directors and supervisors who are not staff representatives. Make, and <u>mark</u> decisions on matters in relation to the salary of the relevant directors and supervisors;</p> <p>(3) Review and approve the reports of the board of directors;</p> <p>(4) Review and approve the reports of the board of supervisors;</p> <p>(5) Review and approve the annual financial budgets and final accounting of the Company;</p> <p>(6) Review and approve the profit distribution plan and loss compensation plan of the Company;</p> <p>(7) Decide on increasing or reducing the registered capital of the Company;</p> <p>(8) Decide on merger, division, winding up, liquidation or changing the form of the Company;</p> <p>(9) Pass resolutions on the issuance of bonds or listing plan of other securities by the Company;</p> <p>(10) Pass resolutions on the employment and dismissal of accounting firms <u>that undertakes the Company's auditing business</u> by the Company;</p> <p>(11) Amend this Articles of Association;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 51 of this Articles of Association;	(12 <u>9</u>) Review and approve the external guarantee issues which shall be reviewed at the general <u>shareholder's</u> meeting as prescribed in Article 51 <u>5</u> of this Articles of Association;
(13) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;	(13 <u>0</u>) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;
(14) Review and approve changes in the usage of raised funds;	(14 <u>1</u>) Review and approve changes in the usage of raised funds;
(15) Review share incentive plans and employee stock ownership plan;	(15 <u>2</u>) Review share incentive plans and employee stock ownership plan;
(16) Review proposals of the shareholders who represent 3% or more of the Company's voting shares;	(16 <u>3</u>) Review proposals of the shareholders who <u>hold individually or collectively 3% or more 1% or more</u> of the Company's voting shares;
(17) Review the Company's external donations and sponsorships whose single amount reaches 0.1% or more of the Company's latest audited net assets and are included in profit or loss for the current period;	(17 <u>4</u>) Review the Company's external donations and sponsorships whose single amount reaches 0.1% or more of the Company's latest audited net assets and are included in profit or loss for the current period;
(18) Review other matters to be approved at the general meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company's shares are listed or this Articles of Association.	(18 <u>5</u>) Review other matters to be approved at the general <u>shareholders'</u> meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company's shares are listed or this Articles of Association. <u>The shareholders' meeting may authorize the board of directors to resolve on the issuance of the corporate bonds.</u>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 51 The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent external guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) Any external guarantee by the Company and any subsequent external guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p> <p>.....</p> <p>(7) Other external guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p> <p>.....</p>	<p>Article 515 The following external guarantees of the Company must be reviewed and passed at the <u>general shareholders</u>’ meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent external guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) Any external guarantee by the Company and any subsequent external guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p> <p>.....</p> <p>(7) Other external guarantees which shall be passed at the <u>general shareholders</u>’ meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p> <p>.....</p>
<p>Article 52 Except when the Company is under a special circumstance such as a crisis, the Company shall not, without an approval by a special resolution at a general meeting, enter into a contract to handover all or part of the management of important matters of the Company to a person other than to a director, supervisor or other senior officer.</p>	<p>Article 526 Except when the Company is under a special circumstance such as a crisis, the Company shall not, without an approval by a special resolution at a <u>general shareholders</u>’ meeting, enter into a contract to handover all or part of the management of important matters of the Company to a person other than to a director, supervisor or other senior officer.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 53 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p>	<p>Article 537 The general shareholders' meetings shall include annual general shareholders' meetings and extraordinary general shareholders' meetings. Annual shareholders' meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p>
<p>Article 54 The board of directors shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:</p> <p>.....</p> <p>(2) The losses of the Company that have not been made up reach one-third of the total share capital of the Company;</p> <p>(3) Shareholders who individually or together hold more than 10% of the shares of the Company required in writing an extraordinary shareholders' general meeting to be convened;</p> <p>.....</p> <p>(5) When the board of supervisors suggests a meeting;</p> <p>.....</p>	<p>Article 548 The board of directors shall convene an extraordinary general shareholders' meeting within two months upon the occurrence of any of the following circumstances:</p> <p>.....</p> <p>(2) The losses of the Company that have not been made up reach one-third of the total share capital of the Company;</p> <p>(3) Shareholders who individually or together hold more than 10% of the shares of the Company required in writing an extraordinary shareholders' general meeting to be convened;</p> <p>.....</p> <p>(5) When the board of supervisors Audit Committee suggests a meeting;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 55 The venue to hold a general meeting of the Company shall be the domicile of the Company or other specific location informed by the convener of the general meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company shall also provide internet or other means required by relevant securities regulatory authorities for the convenience of shareholders attendance. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>Article 5560 The venue to hold a general <u>shareholders'</u> meeting of the Company shall be the domicile of the Company or other specific location informed by the convener of the general <u>shareholders'</u> meeting.</p> <p>The general <u>shareholders'</u> meeting shall have a venue and be held on-site. The Company, <u>under the premise of ensuring the legality and validity of the shareholders' meeting, through various ways and means, including the provision of modern information technology means such as communication and voting platforms in the form of internet</u>, shall also provide internet or other means required by relevant securities regulatory authorities for the convenience of for shareholders attendance. A shareholder who participated in a general <u>shareholders'</u> meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Section 2 Proposing and Convening of General Meeting</p> <p>Article 56 Independent directors are entitled to propose an extraordinary general meeting to the board of directors. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the board of directors does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.</p>	<p>Section 2 Proposing and Convening of <u>General Shareholders’ Meeting</u></p> <p>Article 5660 <u>The board of directors shall convene a shareholders’ meeting within the prescribed timeframe.</u> Independent directors are entitled to propose an extraordinary general <u>shareholders’</u> meeting to the board of directors <u>with the approval of a majority of all the independent directors.</u> Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general <u>shareholders’</u> meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general <u>shareholders’</u> meeting, it shall issue a notice of general <u>shareholders’</u> meeting within 5 days upon making the decision. If the board of directors does not agree to convene an extraordinary general <u>shareholders’</u> meeting, it shall explain the reasons and make an announcement accordingly.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 57 The board of supervisors is entitled to propose an extraordinary general meeting to the board of directors, which shall be made in writing. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days of the decision. Any changes made to the original request in the notice shall be agreed by the board of supervisors.</p> <p>If the board of directors disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to convene the general meeting. The board of supervisors shall then be entitled to convene and hold the meeting itself.</p>	<p>Article 5761 The board of supervisors <u>Audit Committee</u> is entitled to propose an extraordinary general <u>shareholders'</u> meeting to the board of directors, which shall be made in writing. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general <u>shareholders'</u> meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general <u>shareholders'</u> meeting, it shall issue a notice of general <u>shareholders'</u> meeting within 5 days of the decision. Any changes made to the original request in the notice shall be agreed by the board of supervisors <u>Audit Committee</u>.</p> <p>If the board of directors disagrees to convene the extraordinary general <u>shareholders'</u> meeting, or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to convene the general <u>shareholders'</u> meeting. The board of supervisors <u>Audit Committee</u> shall then be entitled to convene and hold the meeting itself.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 58 Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting according to the following procedures.</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(3) If the board of directors disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors to hold an extraordinary general meeting in writing.</p>	<p>Article 5862 Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general <u>shareholders'</u> meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general <u>shareholders'</u> meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general <u>shareholders'</u> meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the board of directors agrees to convene an extraordinary general <u>shareholders'</u> meeting, it shall issue a notice of general <u>shareholders'</u> meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(3) If the board of directors disagrees to convene the extraordinary general <u>shareholders'</u> meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors <u>Audit Committee</u> to hold an extraordinary general <u>shareholders'</u> meeting in writing.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>(4) If the board of supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or together hold more than 10% of the shares for more than 90 days consecutively may convene and hold the meeting themselves. Before publicly announcing the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares of the Company. When the convening shareholder issues the notice for general meeting and publicly announces the resolution(s) of the general meeting, they shall submit the relevant proof materials to the CSRC sub-office at the Company's residence and the stock exchange.</p>	<p>(4) If the board of supervisors Audit Committee agrees to convene the extraordinary general shareholders' general shareholders' meeting, it shall issue a notice of general shareholders' general shareholders' meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors Audit Committee does not issue the notice of general shareholders' general shareholders' meeting within the prescribed period, it shall be deemed as the board of supervisors Audit Committee not convening and not holding the general shareholders' general shareholders' meeting. Then the shareholders who individually or together hold more than 10% of the shares for more than 90 days consecutively may convene and hold the meeting themselves. Before publicly announcing the resolution(s) of the general shareholders' general shareholders' meeting, the convening shareholders shall hold no less than 10% of the shares of the Company. When the convening shareholder issues the notice for general shareholders' general shareholders' meeting and publicly announces the resolution(s) of the general shareholders' general shareholders' meeting, they shall submit the relevant proof materials to the CSRC sub-office at the Company's residence and the stock exchange.</p>
<p>Article 59 Where the board of supervisors or shareholders convenes a meeting in accordance with the provisions of this section, a written notice shall be sent to the board of directors and filed with the securities regulatory authorities where the Company is located and relevant stock exchange. The board of directors and the board secretary shall cooperate. The board of directors shall provide the register of shareholders on the shareholding record date. All reasonable fees incurred for the meeting shall be borne by the Company, and be deducted from the amounts due to the director(s) who breaches the duty.</p>	<p>Article 5963 Where the board of supervisors Audit Committee or shareholders convenes a meeting in accordance with the provisions of this section, a written notice shall be sent to the board of directors and filed with the securities regulatory authorities where the Company is located and relevant stock exchange. The board of directors and the board secretary shall cooperate. The board of directors shall provide the register of shareholders on the shareholding record date. All reasonable fees incurred for the meeting shall be borne by the Company, and be deducted from the amounts due to the director(s) who breaches the duty.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Section 3 Proposals and Notices of General Meeting</p> <p>Article 60 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and this Articles of Association.</p>	<p>Section 3 Proposals and Notices of General Shareholders’ Meeting</p> <p>Article 604 The contents of the proposals to be raised shall be within the scope of duties of the general shareholders’ meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and this Articles of Association.</p>
<p>Article 61 When a general meeting is held by the Company, the board of directors, board of supervisors or shareholders who individually or together holding more than 3% of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders who individually or together holding more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the holding of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.</p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 60 herein, no voting for decision should be held at the general meeting.</p>	<p>Article 615 When a general shareholders’ meeting is held by the Company, the board of directors, board of supervisors the Audit Committee or shareholders who individually or together holding more than not less than 31% of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders who individually or together holding more than not less than 31% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general shareholders’ meeting 10 days before the holding of the general shareholders’ meeting. The convener shall issue a supplementary notice of the general shareholders’ meeting within 2 days upon receipt of the proposals, and announce the contents of the ad hoc proposals, <u>and submit ad hoc proposals to the shareholders’ meeting for approval. However, the ad hoc proposal that is in violation of laws, administrative regulations or the provisions of the Articles of Association, or is not within the terms of reference of the shareholders’ meeting shall be excluded.</u></p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general shareholders’ meeting, cannot revise the proposals stated in the notice of general shareholders’ meetings or add new proposals.</p> <p>If a notice of general shareholders’ meeting does not specify the proposed resolutions or does not comply with Article 604 herein, no voting for decision should be held at the general shareholders’ meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 62 Where an annual general meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</p> <p>.....</p>	<p>Article 626 Where an annual general <u>shareholders’</u> meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general <u>shareholders’</u> meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</p> <p>.....</p>
<p>Article 63 The notice of a general meeting shall include the followings:</p> <p>.....</p> <p>(3) a conspicuous statement that all ordinary shareholders (including shareholders of preferred shares with restored voting rights) are entitled to attend at the general meeting, and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</p> <p>(4) the record date for shareholders who are entitled to attend the general meeting;</p> <p>.....</p>	<p>Article 637 The notice of a general <u>shareholders’</u> meeting shall include the followings:</p> <p>.....</p> <p>(3) a conspicuous statement that all ordinary shareholders (including shareholders of preferred shares with restored voting rights) <u>and shareholders who hold shares with special voting rights</u> are entitled to attend at the general <u>shareholders’</u> meeting, and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</p> <p>(4) the record date for shareholders who are entitled to attend the general <u>shareholders’</u> meeting;</p> <p>.....</p>
<p>Article 64 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>.....</p> <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p>Article 648 If a general <u>shareholders’</u> meeting shall discuss the election of directors or supervisors, the notice of general <u>shareholders’</u> meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>.....</p> <p>Each candidate of director or supervisor shall be individually proposed.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 65 Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company’s website or other website designated by stock exchange where the Company’s shares are listed. For holders of domestic-invested shares, the notice of a general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council 15 days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting of shareholders.</p>	<p>Article 659 Notice of general <u>shareholders’</u> meeting shall be served to any shareholder (whether has voting right on general <u>shareholders’</u> meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company’s website or other website designated by stock exchange where the Company’s shares are listed. For holders of domestic-invested shares, the notice of a general <u>shareholders’</u> meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council 15 days or 10 clear business days (whichever is longer) (the extraordinary general <u>shareholders’</u> meeting) or 20 clear business days (the annual general <u>shareholders’</u> meeting) before the date of convening such meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general <u>shareholders’</u> meeting of shareholders.</p>
<p>Article 66 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement giving reasons within 2 days before the scheduled date, unless otherwise prescribed in listing rules of the listing venue (if so, the latter shall prevail).</p>	<p>Article 6670 After issuance of the notice for the general <u>shareholders’</u> meeting, the general <u>shareholders’</u> meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement giving reasons within 2 days before the scheduled date, unless otherwise prescribed in listing rules of the listing venue (if so, the latter shall prevail).</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Section 4 Convening General Meeting</p> <p>Article 68 All shareholders on the register of members on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of relevant law, regulations and this Articles of Association.</p> <p>.....</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general meeting;</p> <p>.....</p>	<p>Section 4 Convening General <u>Shareholders’</u> Meeting</p> <p>Article 68<u>72</u> All shareholders on the register of members on the shareholding record date shall be entitled to attend the general <u>shareholders’</u> meeting, and vote in accordance with the provisions of relevant law, regulations and this Articles of Association.</p> <p>.....</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general <u>shareholders’</u> meeting;</p> <p>.....</p> <p><u>The board of directors of the Company or other conveners shall take necessary precautions to ensure the normal order of the shareholders’ meeting. With respect to acts of interfering with shareholders’ meetings, picking quarrels and provoking trouble and infringing upon the legitimate rights and interests of shareholders, measures will be taken to restrain such acts and reported to the relevant authorities for investigation and action in a timely manner.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 69 An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his shareholder’s identity. If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity card, the proxy shall also present the shareholder’s identity proof together with the authorization letter from the shareholder.</p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization. If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.</p> <p>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</p>	<p>Article 6973 An individual shareholder who attends the general shareholders’ meeting in person shall present valid proof which can confirm his shareholder’s identity <u>or other valid document or proof of his identity.</u> If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity card, the proxy shall also present the shareholder’s identity proof together with the authorization letter from the shareholder. <u>The person who attend the meeting on behalf of the others should produce his/her valid identity document and shareholders’ power of attorney.</u></p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization. If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person. <u>If a shareholder is a legal person, it shall attend the meeting by its legal representative or a proxy authorized by the legal representative. Where the legal representative attends the meeting in person, he/she shall present valid identity proof and proof of his/her qualification as the legal representative. Where a proxy attends the meeting on behalf of the legal person shareholder, the proxy shall present valid identity proof and a written power of attorney issued by the legal representative of the legal person shareholder in accordance with the law.</u></p> <p>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general shareholders’ meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 70</p> <p>The instrument issued by the shareholder to authorize another person to attend the general meeting shall state the following contents:</p> <p>(1) Name of the proxy;</p> <p>(2) Whether the proxy has voting rights;</p> <p>(3) Indication of consent, objection or abstention concerning each proposal on the general meeting agenda;</p> <p>.....</p> <p>(5) Signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person shall be affixed;</p> <p>(6) Specifying the number of shares represented by such proxy;</p> <p>(7) If more than one proxy is appointed, the instrument shall specify the number of shares represented by each proxy respectively.</p>	<p>Article 704</p> <p>The instrument issued by the shareholder to authorize another person to attend the general <u>shareholders'</u> meeting shall state the following contents:</p> <p><u>(1) Name of the principal, and the class and number of shares held in the Company;</u></p> <p>(12) Name of the proxy;</p> <p>(2) Whether the proxy has voting rights;</p> <p>(3) <u>Shareholders' specific indication, including</u> Indication <u>indications</u> of consent, objection or abstention concerning each proposal on the general <u>shareholders'</u> meeting agenda;</p> <p>.....</p> <p>(5) Signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person shall be affixed;</p> <p>(6) Specifying the number of shares represented by such proxy;</p> <p>(7) If more than one proxy is appointed, the instrument shall specify the number of shares represented by each proxy respectively.</p>

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Original Articles of Association	Amended Articles of Association
<p>Article 71 Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>Article 715 Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>
<p>Article 72 The authorization letter shall state that if the shareholder does not give specific instructions, whether the proxy shall vote at his/her own discretion.</p>	<p>Deleted Article</p>
<p>Article 73 An registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies.</p>	<p>Article 736 An registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies.</p>
<p>Article 75 When holding a general meeting, all the directors, supervisors and secretaries to the board of directors shall attend. The general manager and other senior management members shall present at the meeting except with proper reasons for absence.</p>	<p>Article 758 When holding a general meeting, all the directors, supervisors and secretaries to the board of directors shall attend. The general manager and other senior management members shall present at the meeting except with proper reasons for absence.</p> <p><u>If the shareholders' meeting requests the directors and senior management to attend the meeting, the directors and senior management shall attend the meeting and accept the shareholders' questions.</u></p>

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Original Articles of Association	Amended Articles of Association
<p>Article 76 The general meeting shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duty or will not discharge his duty, the meeting shall be convened and presided over by the vice chairman of the board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside). Where the vice chairman of the board is unable to discharge the duty or will not discharge the duty, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p> <p>If a general meeting is convened by board of supervisors, the chairman of the board of supervisors shall preside over the meeting. If the chairman of the board of supervisors is unable to or will not discharge his duties, more than one half of the supervisors shall nominate a supervisor to preside over the meeting.</p> <p>If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>	<p>Article 7679 The general shareholders' meeting shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duty or will not discharge his duty, the meeting shall be convened and presided over by the vice chairman of the board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside). Where the vice chairman of the board is unable to discharge the duty or will not discharge the duty, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p> <p>If a general shareholders' meeting is convened by board of supervisors the Audit Committee, the chairman of the board of supervisors convener of the Audit Committee shall preside over the meeting. If the chairman of the board of supervisors convener of the Audit Committee is unable to or will not discharge his duties, more than one half of the supervisors members of the Audit Committee shall nominate a supervisor member of the Audit Committee to preside over the meeting.</p> <p>If a general shareholders' meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>

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Original Articles of Association	Amended Articles of Association
<p>In a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, the shareholders may nominate one person to serve as the chairman and continue with the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>	<p>In a general shareholders' meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, the shareholders may nominate one person to serve as the chairman and continue with the shareholders' meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>
<p>Article 77 The Company shall stipulate the rules of procedures for the general meeting and specify in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principles of authorization to the board of directors by the general meeting. The rules of procedures for the general meeting shall be appended to this Articles of Association. They shall be stipulated by the board of directors and approved by the general meeting.</p>	<p>Article 7780 The Company shall stipulate the rules of procedures for the general shareholders' meeting and specify in details the procedure for <u>convening</u>, convening and voting at the general shareholders' meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principles of authorization to the board of directors by the general shareholders' meeting, <u>and the content of the authorization should be clear and specific</u>. The rules of procedures for the general shareholders' meeting shall be appended to this Articles of Association. They shall be stipulated by the board of directors and approved by the general shareholders' meeting.</p>
<p>Article 78 In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting, which shall include the performance of independent nonexecutive directors.</p>	<p>Article 7881 In the annual general shareholders' meeting, the board of directors and board of supervisors shall report their work during the past year to the general shareholders' meeting, which shall include the performance of independent nonexecutive directors.</p>
<p>Article 79 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.</p>	<p>Article 7982 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general shareholders' meeting.</p>

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Original Articles of Association	Amended Articles of Association
<p>Article 81 The general meeting shall have minutes prepared by the secretary to the board of directors. The minutes shall state the following contents:</p> <p>.....</p> <p>(2) The name of the meeting chairman and the names of the directors, supervisors, managers, and other senior management members attending or present at the meeting;</p> <p>(3) The numbers of shareholders (including domestic-invested shareholders and overseas shareholders (if any)) and proxies attending the meeting, number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;</p> <p>.....</p>	<p>Article 814 The general <u>shareholders'</u> meeting shall have minutes prepared by the secretary to the board of directors. The minutes shall state the following contents:</p> <p>.....</p> <p>(2) The name of the meeting chairman and the names of the directors, supervisors, managers, and other senior management members attending or present at the meeting;</p> <p>(3) The numbers of shareholders (including domestic-invested shareholders and overseas shareholders (if any)) and proxies attending the <u>shareholders'</u> meeting, number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 82 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners and their representatives and the meeting chairman shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means of voting, for a period of no less than 10 years.</p>	<p>Article 825 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners and <u>or</u> their representatives and the meeting chairman <u>sitting in on the meeting</u> shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means of voting, for a period of no less than 10 years.</p>
<p>Article 83 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the place where the Company's shares are listed.</p>	<p>Article 836 The convener shall ensure that the general <u>shareholders'</u> meeting be conducted continuously until final resolutions are made. If the general <u>shareholders'</u> meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the <u>shareholders'</u> meeting or directly terminate that <u>shareholders'</u> meeting immediately followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the place where the Company's shares are listed.</p>
<p>Section 5 Voting and Resolutions at General Meetings</p> <p>Article 84 Resolutions of the general meeting include ordinary resolutions or special resolutions.</p> <p>Ordinary resolution at a general meeting shall be passed by more than one half of the voting shares held by shareholders (including their proxies) attending the general meeting.</p> <p>Special resolution at a general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.</p>	<p>Section 5 Voting and Resolutions at General <u>Shareholders'</u> Meetings</p> <p>Article 847 Resolutions of the general <u>shareholders'</u> meeting include ordinary resolutions or special resolutions.</p> <p>Ordinary resolution at a general <u>shareholders'</u> meeting shall be passed by more than one half of the voting shares held by shareholders (including their proxies) attending the general <u>shareholders'</u> meeting.</p> <p>Special resolution at a general <u>shareholders'</u> meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general <u>shareholders'</u> meeting.</p>

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Original Articles of Association	Amended Articles of Association
<p>Article 85 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights, or investor protection institutions established in accordance with laws, regulations, and provisions of the China Securities Regulatory Commission may solicit for the voting rights from shareholders. When soliciting shareholder's voting rights, specific voting intentions and other information must be fully disclosed to the persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p> <p>.....</p>	<p>Article 858 When shareholders (including proxies) vote at the general <u>shareholders'</u> meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general <u>shareholders'</u> meeting.</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights, or investor protection institutions established in accordance with laws, regulations, and provisions of the China Securities Regulatory Commission may solicit for the voting rights from shareholders. When soliciting shareholder's voting rights, specific voting intentions and other information must be fully disclosed to the persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general <u>shareholders'</u> meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general <u>shareholders'</u> meeting shall fully disclose the voting results of the non-related party shareholders.</p> <p>.....</p>
<p>Article 86 Voting at general meeting will record the name of the voter.</p>	<p>Article 869 Voting at general <u>shareholders'</u> meeting will record the name of the voter.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 87 As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14), (17) and (18) in Article 50 or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.</p>	<p>Article 8790 As for the powers to be exercised by the general <u>shareholders'</u> meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (7), (9), (11), (10), (12), (14), (17) and (18) <u>and (15)</u> in Article 504 or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general <u>shareholders'</u> meeting.</p>
<p>Article 88 As for the powers to be exercised by the general meeting of shareholders, such items as set out paragraphs (7), (8), (9), (11), (13) and (15) in Article 50 or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general meeting by ordinary resolutions to be of significant impact to the Company and thereby shall be passed by special resolutions, shall be passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder's proposals.</p>	<p>Article 8891 As for the powers to be exercised by the general <u>shareholders'</u> meeting of shareholders, such items as set out paragraphs (4), (5), (7), (8), (9), (11), (13) and (15) <u>(10) and (12)</u> in Article 504 or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general <u>shareholders'</u> meeting by ordinary resolutions to be of significant impact to the Company and thereby shall be passed by special resolutions, shall be passed by special resolutions at a general <u>shareholders'</u> meeting. And such matters set out in paragraph (16) <u>(13)</u> shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder's proposals.</p>
<p>Article 89 The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</p>	<p>Article 8992 The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</p>

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Original Articles of Association	Amended Articles of Association
<p>Article 91 The Company shall establish the Communist Party Committee of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Party Committee) and the Discipline Inspection Committee of Communist Party of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Discipline Committee). In principle, the chairman of the board of directors of the Company and the secretary of the Party Committee shall be the same person, and one full-time deputy secretary shall be assigned in charge of Party-related work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the management team through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management team can also join the Party Committee in accordance with the relevant rules and procedures.</p> <p>.....</p>	<p>Article 91 The Company shall establish the Communist Party Committee of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Party Committee) and the Discipline Inspection Committee of Communist Party of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Discipline Committee). In principle, the chairman of the board of directors of the Company and the secretary of the Party Committee shall be the same person, and one full-time deputy secretary shall be assigned in charge of Party-related work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the management team through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management team can also join the Party Committee in accordance with the relevant rules and procedures.</p> <p>.....</p>
<p>Article 95 Directors shall be elected by the general meeting and serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless otherwise stipulated by the relevant laws, regulations and listing rules of the place where the Company's shares are listed.</p> <p>.....</p>	<p>Article 95 Directors shall be elected by the general <u>shareholders'</u> meeting and serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless otherwise stipulated by the relevant laws, regulations and listing rules of the place where the Company's shares are listed.</p> <p>.....</p>
<p>Article 97 Where unless otherwise provided by relevant laws and regulations, a director can be removed by ordinary resolution passed on a general meeting before the expiry of his term of office (but such removal does not prejudice the director's claim for damages pursuant to any contract).</p>	<p>Article 97100 Where unless otherwise provided by relevant laws and regulations, a director can be removed by ordinary resolution passed on a general <u>shareholders'</u> meeting before the expiry of his term of office (but such removal does not prejudice the director's claim for damages pursuant to any contract).</p>
<p>Article 98 If a director is unable to attend board meetings in person for two consecutive meetings, and does not appoint other directors to attend board meeting on his behalf, he shall be deemed as failing to carry out his duties. The board of directors shall propose to the general meeting to replace him.</p>	<p>Article 98101 If a director is unable to attend board meetings in person for two consecutive meetings, and does not appoint other directors to attend board meeting on his behalf, he shall be deemed as failing to carry out his duties. The board of directors shall propose to the general <u>shareholders'</u> meeting to replace him.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 99 A director may resign before expiry of his term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days.</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p>Save for the circumstances referred to in the preceding paragraph, the director’s resignation takes effect upon delivery of his/her resignation report to the board of directors.</p>	<p>Article 99102 A director may resign before expiry of his term of service. When a director resigns, he shall submit a written resignation notice to the board of directors <u>Company, and the resignation shall take effect on the date when the Company receives the notice of resignation.</u> The board of directors <u>Company</u> shall disclose the relevant circumstances within 2 <u>trading</u> days. <u>Relevant laws and regulations and the listing rules of the place where the Company’s shares are listed shall apply where otherwise provided.</u></p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. <u>before the re-elected directors take office, the former directors shall still fulfill their duties as directors in accordance with the laws, administrative regulations, departmental rules and the provisions of this Articles of Association.</u></p> <p>Save for the circumstances referred to in the preceding paragraph, the director’s resignation takes effect upon delivery of his/her resignation report to the board of directors.</p>
<p>Article 100 When a director’s resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the board of directors. His fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will be still in effective for a reasonable period specified by this Articles of Association.</p>	<p>Article 1003 When a director’s resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the board of directors. His fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will be still in effective for a reasonable period specified by this Articles of Association.</p> <p><u>A director’s liability arising from the performance of his or her duties during his or her tenure of office shall not be waived or terminated by his or her departure from office.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>New article</p>	<p><u>Article 104 The shareholders’ meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is made.</u></p> <p><u>If a director is removed before the expiration of his or her term of office without a valid reason, the director may request the Company to compensate him or her.</u></p>
<p>Article 102 If a director breaches the laws, administrative regulations, departmental regulations or this Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for damages.</p>	<p>Article 1026 <u>The Company will be held responsible for any damages caused to others by a director in the performance of his or her duties for the Company; the director shall also be held responsible for damages if he or she is willful or grossly negligent.</u></p> <p>If a director breaches the laws, administrative regulations, departmental regulations or this Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for damages</p>
<p>Article 103</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 14 of this Articles of Association shall apply to the qualifications and obligations of independent directors.</p>	<p>Article 1037</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 14<u>3</u> of this Articles of Association shall apply to the qualifications and obligations of independent directors.</p>
<p>Article 106 The Company shall formulate working rules of independent directors, which will specify the qualification, nomination, election and replacement and rights and obligations, liabilities, and such system shall be approved at the general meeting.</p>	<p>Article 10610 The Company shall formulate working rules of independent directors, which will specify the qualification, nomination, election and replacement and rights and obligations, liabilities, and such system shall be approved at the general shareholders’ meeting.</p>
<p>Article 108 The Company shall set up a board of directors which shall be accountable to the general meeting.</p>	<p>Article 10812 The Company shall set up a board of directors which shall be accountable to the general shareholders’ meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 109 The board of directors shall compose of eleven directors, including four independent directors. The board of directors shall have one chairman, and the general meeting shall decide whether or how to set up the post of vice chairman by an ordinary resolution at the general meeting. (The reference to vice chairman herein and thereafter within this Articles of Association is only applicable to circumstances where position(s) of vice chairman (or vice chairmen) is set up in the Company.)</p> <p>The chairman and vice chairman (or vice chairmen) of the board of directors shall be elected and removed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the board shall serve a term of three years and may be re-elected upon the expiry of their terms.</p>	<p>Article 10913 The board of directors shall compose of eleven <u>nine to thirteen</u> directors, including four independent directors. The board of directors shall have one chairman, and the general <u>shareholders'</u> meeting shall decide whether or how to set up the post of vice chairman by an ordinary resolution at the general <u>shareholders'</u> meeting. (The reference to vice chairman herein and thereafter within this Articles of Association is only applicable to circumstances where position(s) of vice chairman (or vice chairmen) is set up in the Company.)</p> <p><u>When the number of employees of the Company reaches 300 or more, the board of directors shall include representatives of the Company's employees among its members. Employee representatives in the board of directors shall be democratically elected by the Company's employees through the employee representative meeting, employee meeting or other forms, and need not be submitted to the shareholders' meeting for consideration.</u></p> <p>The chairman and vice chairman (or vice chairmen) of the board of directors shall be elected and removed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the board shall serve a term of three years and may be re-elected upon the expiry of their terms.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 110 The board of directors exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of general meetings and report its work to the general meetings;</p> <p>(2) to implement resolutions of the general meetings;</p> <p>(3) to decide on the Company’s development strategies, medium and long term development plans, business plans and investment plans;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company;</p> <p>.....</p> <p>(6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof;</p> <p>.....</p> <p>(9) within the scope authorized by the general meeting, to decide, among others, the Company’s external investment, purchase and sale of assets, provision of securities on the company’s assets, matters on external guarantees, wealth management entrustment, related party transactions;</p> <p>.....</p> <p>(18) to propose to the board of directors on the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>.....</p>	<p>Article 1104 The board of directors exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of general <u>shareholders’</u> meetings and report its work to the general <u>shareholders’</u> meetings;</p> <p>(2) to implement resolutions of the general <u>shareholders’</u> meetings;</p> <p>(3) to decide on the Company’s <u>operational direction</u>, development strategies, medium and long term development plans, business plans and investment <u>schemes and</u> plans;</p> <p>(4) to formulate <u>decide</u> the annual financial budgets and final accounts of the Company;</p> <p>.....</p> <p>(6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof;</p> <p>.....</p> <p>(9) within the scope authorized by the general <u>shareholders’</u> meeting, to decide, among others, the Company’s external investment, purchase and sale of assets, provision of securities on the company’s assets, matters on external guarantees, wealth management entrustment, related party transactions, <u>external donations</u>;</p> <p>.....</p> <p>(18) to propose to the board of directors <u>shareholders’ meeting</u> on the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>.....</p> <p>(21) to review and approve the matters on the Company’s external guarantee which are not covered by Article 51 for review and consideration at a general meeting;</p> <p>(22) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company’s shares are listed, this Articles of Associations and the general meetings.</p> <p>.....</p> <p>The above matters of authority exercised by the board of directors or any transaction or arrangement of the Company which shall be reviewed by a general meeting according to listing rules, shall be submitted to the general meeting for review.</p> <p>.....</p>	<p>.....</p> <p>(21) to review and approve the matters on the Company’s external guarantee which are not covered by Article 51<u>5</u> for review and consideration at a general <u>shareholders’</u> meeting;</p> <p>(22) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company’s shares are listed, this Articles of Associations and the general<u>shareholders’</u> meetings.</p> <p>.....</p> <p>The above matters of authority exercised by the board of directors or any transaction or arrangement of the Company which shall be reviewed by a general <u>shareholders’</u> meeting according to listing rules, shall be submitted to the general <u>shareholders’</u> meeting for review.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 111 The board of directors shall formulate the rules of procedures for meetings of the board of directors to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the board of directors stipulate the holding and voting procedures of the board of directors, and shall be appended to the Articles of Association. It shall be formulated by the board of directors and approved by the general meeting.</p>	<p>Article 1115 The board of directors shall formulate the rules of procedures for meetings of the board of directors to ensure implementation of the resolutions of the general <u>shareholders'</u> meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the board of directors stipulate the holding and voting procedures of the board of directors, and shall be appended to the Articles of Association. It shall be formulated by the board of directors and approved by the general <u>shareholders'</u> meeting.</p>
<p>Article 112 The board of directors may set up specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.</p> <p>.....</p>	<p>Article 1126 <u>The board of directors of the Company has set up an Audit Committee to exercise the duties and powers of the board of supervisors as stipulated in the Company Law.</u> The board of directors may set up Audit Committee, <u>other</u> specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.</p> <p>.....</p>
<p>Article 113 The chairman of the board shall exercise the following functions and powers:</p> <p>(1) to preside over general meetings and to convene and preside over meetings of the board of directors;</p> <p>.....</p> <p>(9) in case of emergency of catastrophic natural disasters and other force majeure, exercise the special right of disposal over the Company's affairs that are in line with the requirements of laws and interests of the Company, and report to the board of directors and the general meeting afterwards;</p> <p>.....</p>	<p>Article 1137 The chairman of the board shall exercise the following functions and powers:</p> <p>(1) to preside over general <u>shareholders'</u> meetings and to convene and preside over meetings of the board of directors;</p> <p>.....</p> <p>(9) in case of emergency of catastrophic natural disasters and other force majeure, exercise the special right of disposal over the Company's affairs that are in line with the requirements of laws and interests of the Company, and report to the board of directors and the general <u>shareholders'</u> meeting afterwards;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 114 The vice chairman shall assist the chairman of the board of directors in work. When the chairman is unable to or does not carry out his duties, they shall be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties shall be carried out by the vice chairman nominated by more than one half of the directors). If the vice chairman is unable to or does not carry out his duties, more than one half of the directors shall nominate a director to carry out the duties.</p>	<p>Article 1148 The vice chairman shall assist the chairman of the board of directors in work. When the chairman is unable to or does not carry out his duties, they shall be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties shall be carried out by the vice chairman nominated by more than one half of the directors). If the vice chairman is unable to or does not carry out his duties, more than one half of the directors shall nominate a director to carry out the duties.</p>
<p>Article 115</p> <p>Regular meetings of the board of directors shall be held at least four times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors 14 days before the meeting is held.</p> <p>The Party Committee, chairman, specialized committee of the board of directors, any shareholder holding more than one-tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph 4 of this article, given that a proper notice shall be given to directors, supervisors and general manager.</p>	<p>Article 1159</p> <p>Regular meetings of the board of directors shall be held at least four times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors 14 days before the meeting is held.</p> <p>The Party Committee, chairman, specialized committee of the board of directors, any shareholder holding more than one-tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph 4 of this article, given that a proper notice shall be given to directors, supervisors and general manager.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 116 The notice of board meetings may be delivered in the manners as set out in Article 203 of the Articles of Association.</p> <p>.....</p>	<p>Article 11620 The notice of board meetings may be delivered in the manners as set out in Article 203189 of the Articles of Association.</p> <p>.....</p>
<p>Article 119 Except for the consideration on the related party transactions by the board of directors as set out in Article 121, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p> <p>As for the voting on a board resolution, each director shall have one vote only. When the number of votes cast for and against a resolution equals, the chairman of the board of directors shall have a casting vote.</p>	<p>Article 11923 Except for the consideration on the related party transactions by the board of directors as set out in Article 1215, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p> <p>As for the voting on a board resolution, each director shall have one vote only. When the number of votes cast for and against a resolution equals, the chairman of the board of directors shall have a casting vote.</p>
<p>Article 121 When a director is connected to companies which is the subject of a resolution to be decided at a board meeting, the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. That director’s meeting can be held if more than one half of the independent directors attends. Resolutions made by the board meeting shall be passed by more than one half of the independent directors. If less than three independent directors attend the board meeting, the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 1215 When a director is connected to companies <u>or individuals</u> which is the subject of a resolution to be decided at a board meeting, the connected director <u>shall promptly report in writing to the board of directors and</u> shall not vote on that resolution, and shall not vote on behalf of other directors. That director’s meeting can be held if more than one half of the independent directors attends. Resolutions made by the board meeting shall be passed by more than one half of the independent directors. If less than three independent directors attend the board meeting, the matter shall be submitted to the general <u>shareholders’</u> meeting for consideration.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 127</p> <p>The primary responsibilities of the secretary of the board include:</p> <p>.....</p> <p>(2) organize board meeting and shareholders general meeting, prepare the relevant documentations, prepare the meeting minutes, ensure the meeting’s decision-making processes in line with statutory procedures, and be fully aware of the implementation of the board’s resolutions;</p> <p>.....</p> <p>The scope of responsibilities of the secretary to the board includes:</p> <p>(1) organize the meetings of the Board and the meetings of the Shareholders, prepare relevant documentations, prepare meeting minutes, ensure the accuracy of the meeting minutes, keep the meeting documents including the meeting minutes and take the initiative to fully comprehend the implementation of the related resolutions, report to the Board with suggestions on important issues.</p> <p>.....</p> <p>(9) coordinate to provide information to the Company’s board of supervisors and other regulatory agencies needed for performance of their supervisory functions, and assist the investigation relevant to the Company’s chief accountant, directors and general manager on fulfillment of fiduciary.</p> <p>.....</p>	<p>Article 12731</p> <p>The primary responsibilities of the secretary of the board include:</p> <p>.....</p> <p>(2) organize board meeting and shareholders’ general meeting, prepare the relevant documentations, prepare the meeting minutes, ensure the meeting’s decision-making processes in line with statutory procedures, and be fully aware of the implementation of the board’s resolutions;</p> <p>.....</p> <p>The scope of responsibilities of the secretary to the board includes:</p> <p>(1) organize the meetings of the Board and the <u>shareholders'</u> meetings of the Shareholders, prepare relevant documentations, prepare meeting minutes, ensure the accuracy of the meeting minutes, keep the meeting documents including the meeting minutes and take the initiative to fully comprehend the implementation of the related resolutions, report to the Board with suggestions on important issues.</p> <p>.....</p> <p>(9) coordinate to provide information to the Company’s board of supervisors <u>Audit Committee</u> and other regulatory agencies needed for performance of their supervisory functions, and assist the investigation relevant to the Company’s chief accountant, directors and general manager on fulfillment of fiduciary.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 134</p> <p>The working rules of the general manager include the following:</p> <p>.....</p> <p>(3) limits of authority in using company funds and assets as well the signing of significant contracts, together with the reporting system to the board of directors and the board of supervisors;</p> <p>.....</p>	<p>Article 1348</p> <p>The working rules of the general manager include the following:</p> <p>.....</p> <p>(3) limits of authority in using company funds and assets as well the signing of significant contracts, together with the reporting system to the board of directors and the board of supervisors;</p> <p>.....</p>
<p>Chapter 13 Board of Supervisors</p> <p>Article 138 to Article 155</p>	<p>Deleted the whole chapter</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Chapter 14 Qualifications and Obligations of the Company’s Directors, Supervisors and Other Senior Management</p> <p>Article 156 A person may not serve as a Director, supervisor, general manager or any other senior management members of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>2. a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>.....</p> <p>4. a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>5. a person who has a relatively large amount of debts due and outstanding;</p>	<p>Chapter 143 Qualifications and Obligations of the Company’s Directors,Supervisors and Other Senior Management</p> <p>Article 15612 A person may not serve as a Director, supervisor, general manager or any other senior management members of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>2. a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation; <u>or two (2) years have not elapsed since the expiration of the probation period for suspended sentence;</u></p> <p>.....</p> <p>4. a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license <u>and being ordered to close;</u></p> <p>5. a person who has a relatively large amount of debts due and outstanding <u>is listed as defaulter subject to enforcement by the court;</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>6. a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>7. a person who is prohibited to enter the securities market by the CSRC and the aforesaid prohibition period has not yet expired;</p> <p>8. a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p> <p>9. non-natural person;</p> <p>10. other circumstances prescribed by the law, administrative regulations or departmental regulations or rules of security regulators and exchange(s) in the territory where the Company's shares are listed.</p>	<p>6. a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>7. a person who is prohibited to enter the securities market by the CSRC and the aforesaid prohibition period has not yet expired;</p> <p><u>7. a person who is publicly recognized by the stock exchange as unsuitable to serve as a director, senior management, etc. of a listed company and the aforesaid prohibition period has not yet expired;</u></p> <p>8. a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p> <p>9. non-natural person;</p> <p>10. other circumstances prescribed by the law, administrative regulations or departmental regulations or rules of security regulators and exchange(s) in the territory where the Company's shares are listed.</p> <p><u>If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or employment shall be invalid. If any of the circumstances in this Article occurs during a director's term of office, the Company shall remove him or her from his or her position and stop him or her from performing his or her duties.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 157 Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:</p> <p>.....</p> <p>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</p> <p>5. shall not enter into contracts or transactions with the Company either in violation of these Articles of Association or without the consent of a general meeting;</p>	<p>Article 15743 Directors <u>and senior management members</u> shall comply with laws, administrative regulations, and this Articles of Association and, <u>have a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their powers to seek improper benefits,</u> with the following duties of loyalty to the Company, directors:</p> <p>.....</p> <p>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</p> <p>5. shall not enter into contracts or transactions with the Company <u>directly or indirectly without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of this Articles of Association</u> either in violation of these Articles of Association or without the consent of a general meeting;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>6. shall not, without the consent of a general meeting, take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or for any other person, or operate business similar to the Company's for himself/herself or for any other person;</p> <p>.....</p>	<p>65. shall not, without the consent of a general meeting, take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or for any other person, <u>except when it is reported to the board of directors or the shareholders' meeting and approved by a resolution of the board of directors or the shareholders' meeting, or when the Company is unable to utilize the business opportunity in accordance with the laws, administrative regulations or the provisions of this Articles of Association;</u></p> <p>6. <u>or shall not</u> operate business similar to the Company's for himself/herself or for any other person <u>without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting;</u></p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
	<p><u>The provisions of item (4) of paragraph 2 in this Article shall apply to contracts or transactions entered into with the Company by close family members of the directors and senior management members, enterprises directly or indirectly controlled by the directors and senior management members or their close family members, and associates who have other affiliations with the directors and senior management members.</u></p>
<p>Article 158 Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:</p> <p>.....</p>	<p>Article 158⁴⁴ Directors <u>and senior management members</u> shall comply with <u>the provisions of</u> laws, administrative regulations, and this Articles of Association, <u>and they shall have a duty of diligence to the Company. In performing their duties, they should exercise the level of reasonable care that is typically expected of managers, always acting in the best interests of the Company,</u> and, with the following duties of diligence to the Company, directors:</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>5. shall provide accurate information and materials to the board of supervisors, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors;</p> <p>.....</p>	<p>5. shall provide accurate information and materials to the board of supervisors <u>Audit Committee</u>, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors <u>Audit Committee</u>;</p> <p>.....</p>
<p>Article 159 The fiduciary duties of the Directors, supervisors, general manager and other senior management members of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p>Article 15945 The fiduciary duties of the Directors, supervisors, general manager and other senior management members of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 160 Where a Director, supervisor, general manager and other senior management members of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his/her service contract with the Company), he shall disclose the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board.</p> <p>Unless the interested director, supervisor or senior management of the Company has disclosed such interest to the board of directors as required under the preceding paragraph hereof and the matter has been approved by the board of directors at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor or senior management concerned.</p> <p>A director, supervisor or senior management of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a Connected Person of that director, supervisor or senior officer has an interest.</p>	<p>Article 16016 Where a Director, supervisor, general manager and other senior management members of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his/her service contract with the Company), he shall disclose the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board.</p> <p>Unless the interested director, supervisor or senior management of the Company has disclosed such interest to the board of directors as required under the preceding paragraph hereof and the matter has been approved by the board of directors at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor or senior management concerned.</p> <p>A director, supervisor or senior management of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a Connected Person of that director, supervisor or senior officer has an interest.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 161 The Company shall enter into a contract in writing with every director and supervisor of the Company concerning his emoluments. Such contract shall be approved by the general meeting before it is entered into. The above-mentioned emoluments shall include:</p> <p>1. emoluments in respect of his service as a director, supervisor or senior officer of the Company;</p> <p>.....</p> <p>4. funds as compensation for his loss of office or retirement to the aforementioned directors and supervisors.</p> <p>A director or supervisor may not sue the Company for benefits due to him/her on the basis of the above-mentioned matters, except under a contract as mentioned above.</p>	<p>Article 16117 The Company shall enter into a contract in writing with every director and supervisor of the Company concerning his emoluments. Such contract shall be approved by the general <u>shareholders'</u> meeting before it is entered into. The above-mentioned emoluments shall include:</p> <p>1. emoluments in respect of his service as a director, supervisor or senior officer of the Company;</p> <p>.....</p> <p>4. funds as compensation for his loss of office or retirement to the aforementioned directors and supervisors.</p> <p>A director or supervisor may not sue the Company for benefits due to him/her on the basis of the above-mentioned matters, except under a contract as mentioned above.</p>
<p>New article</p>	<p><u>Article 148</u> <u>The Company shall be liable for any damages caused to others by a senior management member in the performance of his or her duties for the Company; the senior management member who acts intentionally or with gross negligence, he or she shall also bear liability for such damages.</u></p> <p><u>If a senior management member breaches the laws, administrative regulations, departmental regulations or this Articles of Association when carrying out his or her duties for the Company and causes loss to the Company, he or she shall be liable for compensation.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 164 The provisions of Article 157 of the Articles of Association on the duty of loyalty of directors and the provisions of item (4), (5) and (6) of Article 158 on the duty of diligence shall also apply to senior management.</p>	<p>Deleted article</p>
<p>Article 165 Supervisors shall abide by the laws, administrative regulations and the Articles of Association, bear the obligations of loyalty and diligence to the Company, and shall not utilize their positions to accept bribes or other illegal incomes, nor shall misappropriate the Company's property.</p>	<p>Deleted article</p>
<p>Article 166 The Company may establish a liability insurance system as needed for directors, supervisors and senior management in order to reduce the risks which may arise from the ordinary performance of duties by such personnel.</p>	<p>Article 16651 The Company may establish a liability insurance system as needed for directors, supervisors and senior management in order to reduce the risks which may arise from the ordinary performance of duties by such personnel.</p>
<p>Article 169 The board of directors of the Company shall place before the shareholders at each general meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the authorities-in-charge require the Company to prepare.</p>	<p>Article 16954 The board of directors of the Company shall place before the shareholders at each general shareholders' meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the authorities-in-charge require the Company to prepare.</p>
<p>Article 170 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this chapter.</p> <p>At least 21 days before the annual general meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company's shares, with the address subject to the registered address in the shareholders register.</p>	<p>Article 17055 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general shareholders' meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this chapter.</p> <p>At least 21 days before the annual general shareholders' meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company's shares, with the address subject to the registered address in the shareholders register.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 172 The Company shall not maintain any account books other than statutory account books.</p>	<p>Article 17257 The Company shall not maintain any account books other than statutory account books. <u>Accounts shall not be opened in the name of any individuals for the deposit of the Company's funds.</u></p>
<p>Article 174</p> <p>After the Company draws the statutory common reserve from the after-tax profits, it may, upon a resolution made by the general meeting, draw a discretionary common reserve from the after-tax profits.</p> <p>.....</p> <p>If the shareholders meeting distributes the profits by violating the provisions of the preceding paragraph before the losses are made up and the statutory common reserves are drawn, the profits distributed must be refunded to the Company.</p> <p>.....</p>	<p>Article 17459</p> <p>After the Company draws the statutory common reserve from the after-tax profits, it may, upon a resolution made by the general shareholders' meeting, draw a discretionary common reserve from the after-tax profits.</p> <p>.....</p> <p>If the shareholders meeting distributes the profits by violating the provisions of the preceding paragraph before the losses are made up and the statutory common reserves are drawn, the profits distributed must be refunded to the Company. <u>If losses are caused to the Company, shareholders and responsible directors and senior management members shall be held responsible for damages.</u></p> <p>.....</p>
<p>Article 175 The reserve of the Company is used to make up the Company's losses, increase the production operation of the Company or increase the Company's capital. However, capital reserve shall not be used to make up the Company's losses.</p> <p>.....</p>	<p>Article 17560 The reserve of the Company is used to make up the Company's losses, increase the production operation of the Company or increase the Company's registered capital. However, capital reserve shall not be used to make up the Company's losses.</p> <p><u>The Company's losses shall be first made up from the discretionary reserve fund and the statutory reserve fund; if the losses still cannot be covered, the capital reserve fund can be used in accordance with the regulations.</u></p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 178 After the general meeting has resolved on the plan to allocate profits, the board of directors shall complete the distribution of dividends (or bonus shares) within 2 months of the meeting.</p>	<p>Article 17863 After the general <u>shareholders'</u> meeting has resolved on the plan to allocate profits, the board of directors shall complete the distribution of dividends (or bonus shares) within 2 months of the <u>shareholders'</u> meeting.</p>
<p>Article 179 The Company will give full consideration to the interests of shareholders and make the implementation of a reasonable profit distribution policy according to business situation and market environment. The Company's profit distribution policy shall to the greatest extent maintain continuity and stability, and give priority to cash dividends, with the specific profit-sharing ratio to be passed with a resolution in accordance with relevant laws and regulations at the general meeting.</p>	<p>Article 17964 The Company will give full consideration to the interests of shareholders and make the implementation of a reasonable profit distribution policy according to business situation and market environment. The Company's profit distribution policy shall to the greatest extent maintain continuity and stability, and give priority to cash dividends, with the specific profit-sharing ratio to be passed with a resolution in accordance with relevant laws and regulations at the general <u>shareholders'</u> meeting.</p>
<p>Article 181 The term of employment of an accounting firm employed by the Company shall start from the end of the annual general meeting until the end of the next annual general meeting.</p>	<p>Article 18166 The term of employment of an accounting firm employed by the Company shall start from the end of the annual general <u>shareholders'</u> meeting until the end of the next annual general <u>shareholders'</u> meeting.</p>
<p>Article 183 The hiring of the accounting firm by the Company must be determined by the general meeting. The board of directors cannot hire an accounting firm before the decision by the general meeting.</p>	<p>Article 18368 The hiring <u>and dismissing</u> of the accounting firm by the Company must be <u>shall be</u> determined by the general <u>shareholders'</u> meeting. The board of directors cannot hire an accounting firm before the decision by the general <u>shareholders'</u> meeting.</p>
<p>Article 184 The remuneration of an accounting firm employed by the board of directors or the way to set the remuneration shall be determined by the board of directors.</p>	<p>Article 18469 The remuneration <u>audit fee</u> of an accounting firm employed by the board of directors or the way to set the remuneration shall be determined by the board of directors <u>shareholders'</u> <u>meeting</u>.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 185 Where the Company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance. Where the general meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any improper irregularities in the Company.</p>	<p>Article 18570 Where the Company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance. Where the general shareholders' meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes its resignation, it shall explain to the general shareholders' meeting whether there are any improper irregularities in the Company.</p>
<p>Article 186 The merger of a company may be effected by way of merger or consolidation.</p> <p>.....</p>	<p>Article 18671 The merger of a company may be effected by way of merger or consolidation.</p> <p>.....</p> <p><u>A merger may be conducted if the price paid for the merger does not exceed 10% of the company's net assets, unless otherwise provided for in this Articles of Association.</u></p> <p><u>Where a merger of a company pursuant to the preceding paragraph is not resolved by the shareholders' meeting, it shall be resolved by the board of directors.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>New article</p>	<p><u>Article 174 If the Company still has a loss after making up for it in accordance with paragraph 2 of Article 160 of this Articles of Association, it may reduce its registered capital to make up for the loss. If the registered capital is reduced to make up for the loss, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to pay the capital contribution or the share payment.</u></p> <p><u>If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 30 of this Articles of Association shall not apply, but an announcement shall be made in accordance with the provisions of the Company Law within 30 days from the date of the resolution on the reduction of the registered capital made by the shareholders' meeting.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it may not distribute profits until the accumulated amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the Company's registered capital.</u></p>
<p>Article 189 The Company shall be dissolved under any of the following circumstances:</p> <p>.....</p> <p>(2) The general meeting decides to dissolve it;</p> <p>.....</p>	<p>Article 18975 The Company shall be dissolved under any of the following circumstances:</p> <p>.....</p> <p>(2) The general <u>shareholders'</u> meeting decides to dissolve it;</p> <p>.....</p> <p><u>The Company shall, within 10 days of the occurrence of the causes for dissolution stipulated in the preceding paragraph, publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 190 Where the Company is dissolved according to the provisions of Article 189 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group shall be formed within 15 days as of the occurrence of the causes of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or any other people as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the People’s court to designate relevant persons to form a liquidation group.</p> <p>Where the Company is dissolved according to the provisions of Article 189 (4) of this Articles of Association of Association, the People’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>	<p>Article 19076 Where the Company is dissolved according to the provisions of Article 18975 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group it shall be formed within 15 days as of the occurrence of the causes of dissolution, to carry out a liquidation. <u>The directors shall be the persons responsible for the Company’s liquidation and shall form a liquidation committee to carry out a liquidation within fifteen days from the date of the occurrence of the causes of dissolution.</u> The liquidation group shall comprise the directors or any other people as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the People’s court to designate relevant persons to form a liquidation group. <u>The liquidation committee shall consist of the directors, unless otherwise provided for in this Articles of Association or unless the shareholders’ meeting resolves to elect another person. If the persons responsible for liquidation fail to perform their liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be held responsible for damages.</u></p> <p>Where the Company is dissolved according to the provisions of Article 18975 (4) of this Articles of Association of Association, the People’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 191 If the board of directors decides that the Company shall be liquidated (except the liquidation as a result of company’s declaration of bankruptcy), the notice of the shareholders’ general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board of directors is of the opinion that the Company can pay its debts in full within 12 months after the commencement of the liquidation.</p> <p>The functions and powers of the board of directors shall terminate immediately after the shareholders’ general meeting has passed the resolution to carry out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders’ general meeting and shall make a report to the shareholders’ general meeting on the committee’s income and expenditure as well as the business of the Company and the progress of the liquidation at least annually. It shall make a final report to the shareholders’ general meeting when the liquidation is completed.</p>	<p>Article 19177 If the board of directors decides that the Company shall be liquidated (except the liquidation as a result of company’s declaration of bankruptcy), the notice of the shareholders’ general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board of directors is of the opinion that the Company can pay its debts in full within 12 months after the commencement of the liquidation.</p> <p>The functions and powers of the board of directors shall terminate immediately after the shareholders’ general meeting has passed the resolution to carry out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders’ general meeting and shall make a report to the shareholders’ general meeting on the committee’s income and expenditure as well as the business of the Company and the progress of the liquidation at least annually. It shall make a final report to the shareholders’ general meeting when the liquidation is completed.</p>
<p>Article 192 The liquidation committee shall, within ten days as of its formation, notify the creditors, and shall, within 60 days, make a public announcement on newspapers recognized by the Exchange for the listing of shares of the Company. Creditors shall, within thirty days as of the receipt of the notice or within 45 days as of the publications of the public announcement in the case of failing to receiving the notice, declare credits against the liquidation committee.</p> <p>.....</p>	<p>Article 19278 The liquidation committee shall, within ten days as of its formation, notify the creditors, and shall, within 60 days, make a public announcement on newspapers <u>or the National Enterprise Credit Information Publicity System</u> recognized by the Exchange for the listing of shares of the Company. Creditors shall, within thirty days as of the receipt of the notice or within 45 days as of the publications of the public announcement in the case of failing to receiving the notice, declare credits against the liquidation committee.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 194 The liquidation committee shall, after liquidating the properties of the Company and preparing balance sheets and checklists of properties, make a plan of liquidation, and report it to the shareholders' general meeting or the People's court for confirmation.</p>	<p>Article 19480 The liquidation committee shall, after liquidating the properties of the Company and preparing balance sheets and checklists of properties, make a plan of liquidation, and report it to the shareholders' general meeting or the People's court for confirmation.</p>
<p>Article 195 In case of liquidation upon dissolution, if the liquidation committee notices that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing balance sheets and checklists of properties, it shall file an application to the People's court for bankruptcy.</p> <p>Once the People's court declares the bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the People's court.</p>	<p>Article 19581 In case of liquidation upon dissolution, if the liquidation committee notices that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing balance sheets and checklists of properties, it shall file an application to the People's court for bankruptcy <u>and liquidation.</u></p> <p>Once the People's court declares the bankruptcy of the Company <u>After the People's Court accepts the bankruptcy application,</u> the liquidation committee shall hand over the liquidation matters <u>to the bankruptcy administrator appointed by</u> the People's court.</p>
<p>Article 196 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report and submit the same to the shareholders' general meeting or the People's court for confirmation. And the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company's termination.</p>	<p>Article 19682 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report and submit the same to the shareholders' general meeting or the People's court for confirmation. And the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company's termination.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 197 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law.</p> <p>None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the Company.</p> <p>Where any of the members of the liquidation committee causes any loss to the Company or any creditor by intention or due to gross negligence, he shall make corresponding compensations.</p>	<p>Article 19783 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law. <u>The members of the liquidation committee are under fiduciary duties and duties of due diligence in the performance of their liquidation duties.</u></p> <p><u>The members of the liquidation committee shall be held responsible for damages for any losses caused to the Company as a result of their negligence in performing their liquidation duties;</u> None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the Company. Where any <u>person</u> of the members of the liquidation committee causes any loss to the Company or any creditor by intention or due to gross negligence, he shall make corresponding compensations.</p>
<p>Article 199 In any one of the following circumstances, the Company shall amend its Articles of Association:</p> <p>.....</p> <p>(3) The shareholders' general meeting decides that the Article of Association should be amended.</p>	<p>Article 19985 In any one of the following circumstances, the Company shall amend its Articles of Association:</p> <p>.....</p> <p>(3) The shareholders' general meeting decides that the Article of Association should be amended.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 200 Amendments to the Articles of Association passed by resolutions at the shareholders' general meeting, which require examination and approval by the competent authorities, shall be submitted to the competent authorities for approval. Any amendments requiring alternation registration shall be filed for alteration registration according to the law.</p>	<p>Article 200186 Amendments to the Articles of Association passed by resolutions at the shareholders' general meeting, which require examination and approval by the competent authorities, shall be submitted to the competent authorities for approval. Any amendments requiring alternation registration shall be filed for alteration registration according to the law.</p>
<p>Article 201 The board of directors shall amend this Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the relevant competent authority.</p> <p>Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend this Articles of Association in line with the following principles:</p> <p>(1) Where as a result of the implementation of the shareholders' general meeting's resolution, there is the need to make necessary non-substantive modifications (as required in accordance with the resolutions of the shareholders' general meeting which involve amendments to the registered capital amount, shares capital, the company name and address in the Articles of Association), the board of directors shall has the right to modify this Articles of Association according to specific circumstances;</p> <p>(2) If the shareholders' general meeting adopts this Articles of Association and files it to the competent institutions for approval, it is necessary to change the text or the order of articles, the board of directors is entitled to amend this Articles of Association in accordance with the requirements of the competent authority.</p>	<p>Article 201187 The board of directors shall amend this Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the relevant competent authority.</p> <p>Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend this Articles of Association in line with the following principles:</p> <p>(1) Where as a result of the implementation of the shareholders' general meeting's resolution, there is the need to make necessary non-substantive modifications (as required in accordance with the resolutions of the shareholders' general meeting which involve amendments to the registered capital amount, shares capital, the company name and address in the Articles of Association), the board of directors shall has the right to modify this Articles of Association according to specific circumstances;</p> <p>(2) If the shareholders' general meeting adopts this Articles of Association and files it to the competent institutions for approval, it is necessary to change the text or the order of articles, the board of directors is entitled to amend this Articles of Association in accordance with the requirements of the competent authority.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 204 Unless otherwise provided in other articles of this Articles of Association, the notice means as set out in the preceding article may also be applicable to notices for shareholders’ general meeting, meetings of board of directors or the supervisory committee.</p>	<p>Article 204¹⁹⁰ Unless otherwise provided in other articles of this Articles of Association, the notice means as set out in the preceding article may also be applicable to notices for shareholders’ general meeting, meetings of board of directors or the supervisory committee.</p>
<p>Article 207 The Company shall comply with the following rules in settling disputes:</p> <p>(1) Whenever any disputes or claims arise from this Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company between (i) the Company and its directors or senior officers; and (ii) a holder of overseas listed foreign shares and a director or supervisor or the general manager or other senior officers of the Company, and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration.</p> <p>Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, supervisors, general manager or other senior officers of the Company or the Company, shall submit to arbitration.</p> <p>.....</p>	<p>Article 207¹⁹³ The Company shall comply with the following rules in settling disputes:</p> <p>(1) Whenever any disputes or claims arise from this Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company between (i) the Company and its directors or senior officers; and (ii) a holder of overseas listed foreign shares and a director or supervisor or the general manager or other senior officers of the Company, and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration.</p> <p>Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, supervisors, general manager or other senior officers of the Company or the Company, shall submit to arbitration.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Amended Articles of Association
<p>Article 208 Definition</p> <p>.....</p> <p>(3) “Associated relationship” is the relationship between the controlling shareholder, actual controller, directors, supervisors or senior officers, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company’s interests. However, enterprises owned by the State will not be regarded as having associated relationship only because they are owned by the State.</p>	<p>Article 208¹⁹⁴ Definition</p> <p>.....</p> <p>(3) “Associated relationship” is the relationship between the controlling shareholder, actual controller, directors, supervisors or senior officers, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company’s interests. However, enterprises owned by the State will not be regarded as having associated relationship only because they are owned by the State.</p>

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "AGM") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the "Board") for the year ended 31 December 2024.
2. To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2024.
3. To consider and approve the report of the Company's auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2024.
4. To consider and approve the profit distribution proposal and the plan of distribution of final dividends of the Company for the year ended 31 December 2024.
5. To consider and approve the annual report of the Company for the year ended 31 December 2024.
6. To consider and approve the investment business plan of the Company for the year 2025.

NOTICE OF THE ANNUAL GENERAL MEETING

7. To consider and approve the budget report of the Company for the year 2025.
8. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2025, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares (including sale or transfer of treasury shares out of treasury (if any)) allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed 20 per cent of the aggregate number of Shares in issue (excluding treasury shares) as of the passing date of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “PRC”) (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities of the PRC are obtained;

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For the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”
2. To consider and approve the grant of a general mandate to the Board for the proposed repurchase of H shares of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING

3. To consider and approve the following:

“THAT:

generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount as registered in the interbank market or other markets and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the registration and issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue type, size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Registration and Issue Mandate**”).

The Debt Financing Instruments Registration and Issue Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; or
 - (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting.”
4. To consider and approve the amendments to the articles of association of the Company.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

Beijing, the PRC
20 May 2025

As at the date of this notice, the executive directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. **DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 8 ABOVE ARE SET OUT IN THE 2024 ANNUAL REPORT OF THE COMPANY, AND DETAILS OF SPECIAL RESOLUTIONS NO. 1 TO 4 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 20 MAY 2025.**

2. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H shares are advised that the share register for H shares will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Thursday, 12 June 2025 are entitled to attend and vote at the AGM. Holders of H shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 June 2025 for registration.

3. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)**

Holders of H shares are advised that the share register for H shares will be closed from Thursday, 3 July 2025 to Tuesday, 8 July 2025 (both days inclusive). In order to qualify for the proposed final dividends (subject to the approval by the shareholders at the AGM), holders of the H shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 July 2025 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Tuesday, 8 July 2025.

4. The directors of the Company (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM.

5. **PROXY**

Shareholders of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

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The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

For holders of H shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Tuesday, 17 June 2025) or adjournment thereof (as the case may be). Holders of H shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: 7-9/F, No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

Any vote of shareholders at the AGM must be taken by poll.

8. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

9. References to time and dates in this notice are to Hong Kong time and dates.