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

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a 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 of Air China Limited, you should at once hand this circular and the form of proxy and the notice of attendance to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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# **中國國際航空股份有限公司 AIR CHINA LIMITED**

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

**(Stock Code: 00753)**

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES**  
**OF SHAREHOLDERS' MEETINGS AND**  
**THE RULES AND PROCEDURES OF**  
**MEETINGS OF THE BOARD**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**AND**  
**(4) NOTICE OF H SHAREHOLDERS' CLASS MEETING**
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A letter from the Board is set out on pages 3 to 7 of this circular.

The notices convening the EGM and the H Shareholders' Class Meeting to be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC, are set out on pages 178 to 179 and pages 180 to 181 of this circular, respectively.

Whether or not you are able to attend the EGM/the H Shareholders' Class Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening such meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM/H Shareholders' Class Meeting or any adjournment thereof should you so wish.

11 September 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meaning:*

“A Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for and traded in Renminbi and listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holders of A Share(s)
“A Shareholders’ Class Meeting”	the A shareholders’ class meeting of the Company to be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Air China Limited, a company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange as its primary listing venue and on the Official List of the UK Listing Authority as its secondary listing venue, and whose A Shares are listed on the Shanghai Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC for the Shareholders to consider and, if thought fit, to pass the resolutions set out in the notice of the EGM
“Group”	the Company and its subsidiaries
“H Shareholder(s)”	holders of H Share(s)

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## DEFINITIONS

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“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Hong Kong Stock Exchange as its primary listing venue and have been admitted to the Official List of the UK Listing Authority as its secondary listing venue
“H Shareholders’ Class Meeting”	the H Shareholders’ Class Meeting of the Company to be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC for the Shareholders to consider and, if thought fit, to pass the resolutions set out in the notice of H Shareholders’ Class Meeting
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and modified from time to time
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“Shareholder(s)”	the shareholder(s) of the Company

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## LETTER FROM THE BOARD

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### 中國國際航空股份有限公司 AIR CHINA LIMITED

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

(Stock Code: 00753)

*Executive Directors:*

Mr. Ma Chongxian (*Chairman*)

Mr. Wang Mingyuan

*Non-Executive Directors:*

Mr. Feng Gang

Mr. Patrick Healy

*Employee representative Director:*

Mr. Xiao Peng

*Independent Non-Executive Directors:*

Mr. Li Fushen

Mr. He Yun

Mr. Xu Junxin

Ms. Winnie Tam Wan-chi

*Registered Address:*

1st Floor-9th Floor 101

Building 1

30 Tianzhu Road

Shunyi District

Beijing, the PRC

*Principal Place of Business in Hong Kong:*

5th Floor, CNAC House

12 Tung Fai Road

Hong Kong International Airport

Hong Kong

11 September 2023

*To the Shareholders*

Dear Sirs or Madams,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES**  
**OF SHAREHOLDERS' MEETINGS AND**  
**THE RULES AND PROCEDURES OF**  
**MEETINGS OF THE BOARD**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**AND**  
**(4) NOTICE OF H SHAREHOLDERS' CLASS MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

Reference is made to the announcement of the Company dated 30 August 2023 in relation to the proposed amendments to the Articles of Association, the Rules and Procedures of Shareholders' Meetings and the Rules and Procedures of Meetings of the Board.

### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 August 2023 in relation to the proposed amendments to the articles of association.

On 14 February 2023, the State Council issued The Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》), according to which The Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the “**Special Regulations**”) was repealed. On 17 February 2023, upon the approval by the State Council, the China Securities Regulatory Commission (the “**CSRC**”) issued 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》), according to which The Mandatory Provisions for Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) was repealed with effect from 31 March 2023. Following the aforementioned newly implemented regulatory requirements, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) made amendments to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”) with effect from 1 August 2023. In addition, the CSRC and the Shanghai Stock Exchange issued The Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) and The Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in August 2023) (《上海證券交易所股票上市規則(2023年8月修訂)》) in August 2023 successively. In light of the above-mentioned revision of rules, and combining with the actual operation and management needs of the Company, the Company proposed to amend the Articles of Association.

The main amendments include: (1) to delete relevant contents in relation to the Mandatory Provisions in the Articles of Association, including the relevant requirements of class meetings, and the arbitration provisions for dispute resolutions; (2) to update and adjust the expressions involving the repurchase of shares, the provision of financial assistance for acquiring the shares of the Company, the qualifications and obligations of directors, supervisors and senior officers, the definition of controlling shareholder and the liquidation of the Company in the Articles of Association in accordance with the relevant requirements under The Guidance

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## LETTER FROM THE BOARD

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on the Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC; (3) to make certain amendments in relation to the management of independent directors and amend the relevant requirements on the independent directors' appointment and the performance of duties; and (4) other compliance and regulatory modifications.

The proposed amendments to the Articles of Association (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions) will not compromise protection of the Shareholders and will not have material impact on measures relating to the Shareholders' protection, as H shares and A shares are regarded as the same class of ordinary shares under the PRC laws, and the substantive rights attached to these two types of shares (including voting rights, dividends and asset allocation upon liquidation) are the same.

The full text of the proposed amendments to the Articles of Association is set out in Appendix I to this circular.

The proposed amendments to the Articles of Association are subject to approval by the Shareholders by way of a special resolution at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting.

### **III. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS AND THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

On 30 August 2023, the Board also resolved to propose to the Shareholders certain amendments to the Rules and Procedures of Shareholders' Meetings and the Rules and Procedures of Meetings of the Board, so as to, among others, align with the proposed amendments to the Articles of Association.

The details of the amendments to the Rules and Procedures of Shareholders' Meetings and the Rules and Procedures of Meetings of the Board are set out in Appendix II and III to this circular, respectively.

The proposed amendments to the Rules and Procedures of Shareholders' Meetings are subject to approval by the Shareholders by way of a special resolution at the EGM, H Shareholders' Class Meeting and A Shareholders' Class Meeting. The proposed amendments to the Rules and Procedures of Meetings of the Board are subject to approval by the Shareholders by way of a special resolution at the EGM.

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## LETTER FROM THE BOARD

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### IV. EGM AND H SHAREHOLDERS' CLASS MEETING

The EGM of the Company will be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the resolutions in relation to (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules and Procedures of Shareholders' Meetings; and (iii) the proposed amendments to the Rules and Procedures of Meetings of the Board. A notice of EGM containing such resolutions is set out in Appendix IV to this circular.

The H Shareholders' Class Meeting of the Company will be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the resolutions in relation to (i) the proposed amendments to the articles of association; and (ii) the proposed amendments to the rules and procedures of shareholders' meetings. A notice of H Shareholders' Class Meeting containing such resolutions is set out in Appendix V to this circular.

The H Share register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 2023 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Any holders of H Shares, whose names appear on the Company's register of members at the close of business on Thursday, 19 October 2023, are entitled to attend and vote at the EGM and the H Shareholders' Class Meeting after completing the registration procedures for attending such meeting.

The form of proxy to be used at the EGM and the notice of attendance and form of proxy to be used at the H Shareholders' Class Meeting are also enclosed herein and published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.airchina.com.cn>). Whether or not you are able to attend the EGM/the H Shareholders' Class Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening such meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM/H Shareholders' Class Meeting or any adjournment thereof should you so wish. If you are eligible and intend to attend the H Shareholders' Class Meeting, you are required to complete and return the notice of attendance in accordance with the instructions printed thereon to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before Thursday, 5 October 2023.



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## LETTER FROM THE BOARD

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### V. RECOMMENDATIONS OF THE BOARD

The Board recommends the Shareholders to vote in favour of the resolutions proposed at the EGM and/or the H Shareholders' Class Meeting respectively.

By Order of the Board  
**Air China Limited**  
**Huang Bin Huen Ho Yin**  
*Joint Company Secretaries*

Beijing, the PRC

Set out below are the details of the proposed amendments to the Articles of Association. The revisions have been underlined (if applicable) for the convenience of perusal.

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<b>CHAPTER 1 GENERAL PROVISIONS</b>	
<p>Article 1 Air China Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the State Council on 30 September 2004, as evidenced by the approval document Guo Zi Gai Ge [2004] No. 872. It was registered with and has obtained a business licence from the State Administration for Industry &amp; Commerce of the People’s Republic of China.</p> <p>The promoters of the Company are: China National Aviation Holding Corporation Limited and China National Aviation Corporation (Group) Limited (registered in Hong Kong Special Administration Region).</p>	<p>Article 1 Air China Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), <u>the Securities Law of the People’s Republic of China (the “Securities Law”)</u> <del>the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”)</del> and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of the State Council on 30 September 2004, as evidenced by the approval document Guo Zi Gai Ge [2004] No. 872. It was registered with and has obtained a business licence from the State Administration for Industry &amp; Commerce of the People’s Republic of China.</p> <p>The promoters of the Company are: China National Aviation Holding Corporation Limited and China National Aviation Corporation (Group) Limited (registered in Hong Kong Special Administration Region).</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 6 In accordance with the provisions of the Company Law, the Special Regulations and the Mandatory Provisions for Articles of Association of Companies Listing Overseas (the “Mandatory Provisions”), the Guidance on the Articles of Association of Listed Companies (the “Guidance”), the Standards on Corporate Governance for Listed Companies (the “CG Standards”) and other PRC laws and administrative regulations and departmental rules, the Company amended the original Articles of Association of the Company (the “Original Articles of Association”) and adopted these Articles of Association (the “Articles of Association” or “these Articles of Association”).</p> <p>These Articles of Association shall take effect after being adopted by a special resolution at the Company’s general meeting and upon approval of the companies approving department authorized by the State Council. After these Articles of Association come into effect, the Original Articles of Association shall be superseded by these Articles of Association.</p>	<p>Article 6 In accordance with the provisions of the Company Law, <del>the Special Regulations and the Mandatory Provisions for Articles of Association of Companies Listing Overseas (the “Mandatory Provisions”);</del> <u>the Securities Law, the Guidance on the Articles of Association of Listed Companies (the “Guidance”), the Standards on Corporate Governance for Listed Companies (the “CG Standards”),</u> <b><u>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”)</u></b> and other PRC laws and administrative regulations and departmental rules, the Company amended the original Articles of Association of the Company (the “Original Articles of Association”) and adopted these Articles of Association (the “Articles of Association” or “these Articles of Association”).</p> <p><del>These Articles of Association shall take effect after being adopted by a special resolution at the Company’s general meeting and upon approval of the companies approving department authorized by the State Council. After these Articles of Association come into effect, the Original Articles of Association shall be superseded by these Articles of Association.</del></p>
<p>Article 8 The Articles of Association are binding on the Company and its shareholders, members of the Party Committee, directors, supervisors, president,</p>	<p>Article 8 The Articles of Association are binding on the Company and its shareholders, <del>members of the Party Committee,</del> directors, supervisors, president,</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>vice presidents and other senior officers; all of whom may, according to the Company’s Articles of Association, assert their rights in respect of the affairs of the Company.</p> <p>Subject to chapter 23 of these Articles of Association, a shareholder may take action against the Company pursuant to the Company’s Articles of Association. The Company may take action against a shareholder, directors, supervisors, president, vice presidents and other senior officers of the Company pursuant to the Company’s Articles of Association. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, president, vice presidents and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>The “other senior officers” referred to in these Articles of Association mean the board secretary, chief accountant, chief pilot, general legal counsel and other senior officers appointed by the board of directors of the Company.</p>	<p>vice presidents and other senior officers; all of whom may, according to the Company’s Articles of Association, assert their rights in respect of the affairs of the Company.</p> <p><del>Subject to chapter 23 of these Articles of Association,</del> a <u>A</u> shareholder may take action against the Company pursuant to the Company’s Articles of Association. The Company may take action against a shareholder, directors, supervisors, president, vice presidents and other senior officers of the Company pursuant to the Company’s Articles of Association. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, president, vice presidents and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p><del>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</del></p> <p>The “other senior officers” referred to in these Articles of Association mean the board secretary, chief accountant, chief pilot, general legal counsel and other senior officers appointed by the board of directors of the Company.</p>
<p>Article 9 The Company may invest in other enterprises; provided that unless otherwise provided by law, the Company shall not act as a capital contributor which assumes joint</p>	<p>Article 9 The Company may invest in other enterprises; provided that unless otherwise provided by laws, <u>regulations and other regulatory documents</u>, the Company shall not act as a capital contributor which</p>

<p align="center"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p align="center"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>and several liabilities of the enterprises it invested in.</p>	<p>assumes joint and several liabilities of the enterprises it invested in.</p>
<p>Article 10 Subject to compliance with PRC laws and regulations, the Company shall have the right to raise funds or to obtain loans, including (but not limited to) issuing company bonds, and have the right to charge or pledge its assets.</p>	<p><del>Article 10 Subject to compliance with PRC laws and regulations, the Company shall have the right to raise funds or to obtain loans, including (but not limited to) issuing company bonds, and have the right to charge or pledge its assets.</del></p>
<p align="center"><b>CHAPTER 3 SHARES AND REGISTERED CAPITAL</b></p>	
<p>Article 15 There shall, at all times, be ordinary shares in the Company. Subject to the approval of the companies approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p>	<p><del>Article 15</del> <b>Article 14</b> There shall, at all times, be ordinary shares in the Company. Subject to the approval of the <del>companies approving</del> department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p>
<p>Article 17 Subject to the approval of the authority in charge of securities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p> <p>“Foreign Investors” referred to in the previous paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC.</p>	<p><del>Article 17</del> <b>Article 16</b> <del>Subject to the approval of the authority in charge of securities of the State Council, the</del> <b>The</b> Company may issue shares to Domestic Investors and Foreign Investors <b><u>according to the laws, and shall file with the securities regulatory authority of the State Council according to the requirements.</u></b></p> <p>“Foreign Investors” referred to in the previous paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC.</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 20 Upon the approval of the companies approving department authorized by the State Council, the Company issued 6,500,000,000 ordinary shares to the promoters at the time when the Company was established. At the time of establishment, the capital contribution of the promoters of the Company was as follows:</p> <p>...</p>	<p><del>Article 20</del><b>Article 19</b> Upon the approval of the <del>companies approving</del> department authorized by the State Council, the Company issued 6,500,000,000 ordinary shares to the promoters at the time when the Company was established. At the time of establishment, the capital contribution of the promoters of the Company was as follows:</p> <p>...</p>
<p>Article 21 The Company shall issue additional 2,933,210,909 ordinary shares after its incorporation, and the promoters of the Company shall sell 293,321,091 ordinary shares, all of which are H Shares.</p> <p>The share capital structure of the Company after the issue and sale referred to in the previous paragraph shall be as follows: the Company has a total of 9,433,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited holds 4,826,195,989 Domestic Shares, representing approximately 51.16% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 Foreign Shares, representing approximately 14.64% of the Company’s total share capital; other holders of the H Shares hold 3,226,532,000 shares, representing approximately 34.20% of the Company’s total share capital.</p> <p>Upon completion of the offering of the H Shares set forth above and subject to the</p>	<p><del>Article 21</del><b>Article 20</b> <u>As approved by the competence authorities, the changes in the share capital of the Company were as follows:</u></p> <p>The Company shall issue additional 2,933,210,909 ordinary shares after its incorporation, and the promoters of the Company shall sell 293,321,091 ordinary shares, all of which are H Shares.</p> <p><del>The share capital structure of the Company after the issue and sale referred to in the previous paragraph shall be as follows: the Company has a total of 9,433,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited holds 4,826,195,989 Domestic Shares, representing approximately 51.16% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 Foreign Shares, representing approximately 14.64% of the Company’s total share capital; other holders of the H Shares hold 3,226,532,000</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>approval in form of a special resolution adopted at the shareholders’ general meeting, the general meeting for holders of the domestic shares and the general meeting for holders of the foreign shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,639,000,000 A shares in 2006. China National Aviation Holding Corporation Limited, a shareholder of the Company, also increased its shareholding in the Company to a total amount of 122,870,578 shares pursuant to its undertakings made to China Securities Regulatory Commission (the “CSRC”). The share capital structure of the Company after the said capital increase and the said increase in shareholding of the shareholder shall be as follows:</p> <p>the Company has a total of 11,072,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited holds 4,949,066,567 A Shares, representing approximately 44.70% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 A Shares, representing approximately 12.47% of the Company’s total share capital; other holders of A Shares hold 1,516,129,422 shares, representing approximately 13.69% of the Company’s total share capital; holders of H Shares hold 3,226,532,000 shares, representing approximately 29.14% of the Company’s total share capital.</p>	<p><del>shares, representing approximately 34.20% of the Company’s total share capital.</del></p> <p>Upon completion of the offering of the H Shares set forth above <del>and subject to the approval in form of a special resolution adopted at the shareholders’ general meeting, the general meeting for holders of the domestic shares and the general meeting for holders of the foreign shares, as approved by the approving authority authorised by the State Council,</del> the Company has issued 1,639,000,000 A shares in 2006. <del>China National Aviation Holding Corporation Limited, a shareholder of the Company, also increased its shareholding in the Company to a total amount of 122,870,578 shares pursuant to its undertakings made to China Securities Regulatory Commission (the “CSRC”). The share capital structure of the Company after the said capital increase and the said increase in shareholding of the shareholder shall be as follows:</del></p> <p><del>the Company has a total of 11,072,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited holds 4,949,066,567 A Shares, representing approximately 44.70% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 A Shares, representing approximately 12.47% of the Company’s total share capital; other holders of A Shares hold 1,516,129,422 shares,</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Upon the completion of the issuance of A shares and subject to the approval after verification by competent examination and approval departments authorized by the State Council, the Company has issued 1,179,151,364 H Shares to Cathay Pacific Airways Limited, a shareholder of the Company, in 2006.</p> <p>Upon the completion of the said additional issuance of H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 483,592,400 new A Shares on a non-public issue basis and 157,000,000 new H Shares to China National Aviation Corporation (Group) Limited, a shareholder of the Company, on a non-public issue basis in the year of 2010.</p> <p>Upon the completion of the aforesaid non-public issue of A Shares and H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 192,796,331 new A Shares to China National Aviation Holding Corporation Limited, a shareholder of the Company, on a non-public issue basis in the year of 2013.</p> <p>Upon the completion of the aforesaid non-public issue of A Shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,440,064,181 A Shares on a non-public issue basis in the year of 2017.</p>	<p><del>representing approximately 13.69% of the Company's total share capital; holders of H Shares hold 3,226,532,000 shares, representing approximately 29.14% of the Company's total share capital.</del></p> <p>Upon the completion of the issuance of A shares <del>and subject to the approval after verification by competent examination and approval departments authorized by the State Council,</del> the Company has issued 1,179,151,364 H Shares to Cathay Pacific Airways Limited, a shareholder of the Company, in 2006.</p> <p>Upon the completion of the said additional issuance of H Shares, <del>as approved by the approving authority authorised by the State Council,</del> the Company has issued 483,592,400 new A Shares on a non-public issue basis and 157,000,000 new H Shares to China National Aviation Corporation (Group) Limited, a shareholder of the Company, on a non-public issue basis in the year of 2010.</p> <p>Upon the completion of the aforesaid non-public issue of A Shares and H Shares, <del>as approved by the approving authority authorised by the State Council,</del> the Company has issued 192,796,331 new A Shares to China National Aviation Holding Corporation Limited, a shareholder of the Company, on a non-public issue basis in the year of 2013.</p>



<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Upon the completion of the aforesaid non-public issue of A Shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,675,977,653 A Shares on a non-public issuance basis in the year of 2023.</p> <p>The present share capital structure of the Company is as follows: the Company has a total of 16,200,792,838 ordinary shares in issue, of which 11,638,109,474 shares are held by holders of A Shares, representing approximately 71.84% of the Company’s total share capital, and 4,562,683,364 shares are held by holders of H Shares, representing approximately 28.16% of the Company’s total share capital.</p>	<p>Upon the completion of the aforesaid non-public issue of A Shares, <del>as approved by the approving authority authorised by the State Council,</del> the Company has issued 1,440,064,181 A Shares on a non-public issue basis in the year of 2017.</p> <p>Upon the completion of the aforesaid non-public issue of A Shares, <del>as approved by the approving authority authorised by the State Council,</del> the Company has issued 1,675,977,653 A Shares on a non-public issuance basis in the year of 2023.</p> <p>The present share capital structure of the Company is as follows: the Company has a total of 16,200,792,838 ordinary shares in issue, of which 11,638,109,474 shares are held by holders of A Shares, representing approximately 71.84% of the Company’s total share capital, and 4,562,683,364 shares are held by holders of H Shares, representing approximately 28.16% of the Company’s total share capital.</p>
<p>Article 22 The Company’s board of directors may take all necessary action for the issuance of Overseas-Listed Foreign Shares and A Shares after proposals for issuance of the same have been approved by the securities authority of the State Council.</p> <p>The Company may implement its proposal to issue Overseas-Listed Foreign Shares and A Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the CSRC.</p>	<p><del>Article 22 The Company’s board of directors may take all necessary action for the issuance of Overseas Listed Foreign Shares and A Shares after proposals for issuance of the same have been approved by the securities authority of the State Council.</del></p> <p><del>The Company may implement its proposal to issue Overseas Listed Foreign Shares and A Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the CSRC.</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 23 Where the total number of shares stated in the proposal for the issuance of shares includes Overseas-Listed Foreign Shares and A Shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</p>	<p><del>Article 23 Where the total number of shares stated in the proposal for the issuance of shares includes Overseas Listed Foreign Shares and A Shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</del></p>
	<p><b><u>Article 22 The Company or the Company’s subsidiaries (including the Company’s affiliated enterprises) shall not provide any assistance in the form of donates, advances, guarantees, compensation or loans to persons who acquire or intend to acquire the shares of the Company.</u></b></p>
<p>CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES</p>	<p><del>CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES</del> <b><u>INCREASE, DECREASE AND REPURCHASE OF SHARES</u></b></p>
<p>Article 25 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1)by public offering of shares;</p> <p>(2)by non-public offering of shares;</p> <p>(3)by issuing bonus shares to its existing shareholders;</p>	<p><del>Article 25</del><b>Article 23</b> The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1)by public offering of shares;</p> <p>(2)by non-public offering of shares;</p> <p>(3)by issuing bonus shares to its existing shareholders;</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(4)by converting the common reserve into share capital;</p> <p>(5)by any other means which is prescribed by law and administrative regulations and approved by the CSRC.</p> <p>After the Company’s increase of capital has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant State laws and administrative regulations.</p>	<p>(4)by converting the common reserve into share capital;</p> <p>(5)by any other means which is prescribed by law and administrative regulations and approved by the <u>securities regulatory authority of the State Council</u><del>CSRC</del>.</p> <p>After the Company’s increase of capital has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant State laws and administrative regulations.</p>
<p>Article 26 Except as provided for by other provisions of law and administrative regulations, shares of the Company may be freely transferred without any lien attached.</p>	<p><del>Article 26 Except as provided for by other provisions of law and administrative regulations, shares of the Company may be freely transferred without any lien attached.</del></p>
<p>Article 29 The Company may, in accordance with the procedures set out in the Company’s Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</p> <p>(1) reducing its registered capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) using the shares for the employee share ownership plan or as share incentive;</p> <p>(4) acquiring as requested the shares of shareholders who vote against any</p>	<p><del>Article 29</del> <b><u>Article 26 The Company shall not acquire shares of the Company. However, except in one of the following circumstances: The Company may, in accordance with the procedures set out in the Company’s Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</u></b></p> <p>(1) reducing its registered capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) using the shares for the employee share ownership plan or as share incentive;</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>resolution on the merger or demerger of the Company adopted at a shareholders’ general meeting;</p> <p>(5) using the shares for the conversion of the corporate bonds issued by the listed company which are convertible into shares;</p> <p>(6) necessary for safeguarding the value of the Company and the shareholders’ interests;</p> <p>(7) other circumstances permitted by laws and administrative regulations.</p> <p>Save as the aforesaid circumstances, the Company shall not conduct activities of dealing in its shares.</p> <p>The Company’s repurchase of its issued shares shall comply with the provisions of Article 30 to Article 33 of these Articles of Association.</p>	<p>(4) acquiring as requested the shares of shareholders who vote against any resolution on the merger or demerger of the Company adopted at a shareholders’ general meeting;</p> <p>(5) using the shares for the conversion of the corporate bonds issued by the listed company which are convertible into shares;</p> <p>(6) necessary for safeguarding the value of the Company and the shareholders’ interests;</p> <p>(7) other circumstances permitted by laws and administrative regulations.</p> <p><del>Save as the aforesaid circumstances, the Company shall not conduct activities of dealing in its shares.</del></p> <p>The Company’s repurchase of its issued shares shall comply with the provisions of <del>Article 30 to Article 33</del> <b>Article 27 to Article 28</b> of these Articles of Association.</p>
<p>Article 30 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <p>(1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(2) by repurchasing shares through public dealing on a stock exchange;</p>	<p><del>Article 30</del> <b>Article 27</b> <u>The Company may acquire the shares of the Company by way of open and centralized trading, or by other means approved by the laws and regulations and the securities regulatory authority of the State Council.</u> <del>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</del></p> <p><del>(1) by making a general offer for the repurchase of shares to all its shareholders</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(3) by repurchasing shares outside of the stock exchange by means of an agreement;</p> <p>(4) by any other mean which is permitted by law and administrative regulations and by the authority in charge of securities of the State Council.</p> <p>The repurchase of the shares of the Company arising from the circumstances provided under items (3), (5) and (6) of the first paragraph of Article 29 of these Articles of Association shall be carried out by way of open and centralized trading.</p>	<p><del>on a pro rata basis;</del></p> <p><del>(2) by repurchasing shares through public dealing on a stock exchange;</del></p> <p><del>(3) by repurchasing shares outside of the stock exchange by means of an agreement;</del></p> <p><del>(4) by any other mean which is permitted by law and administrative regulations and by the authority in charge of securities of the State Council.</del></p> <p>The repurchase of the shares of the Company arising from the circumstances provided under items (3), (5) and (6) of the first paragraph of Article <del>29</del><u>26</u> of these Articles of Association shall be carried out by way of open and centralized trading.</p>
<p>Article 31 The Company must obtain the prior approval of the shareholders in a general meeting, in accordance with the Articles of Association of the Company, before it may repurchase shares outside of the stock exchange by means of an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), release, vary or waive its rights under an agreement which has been entered into in the manner set out above.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement to become liable to repurchase</p>	<p><del>Article 31 The Company must obtain the prior approval of the shareholders in a general meeting, in accordance with the Articles of Association of the Company, before it may repurchase shares outside of the stock exchange by means of an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), release, vary or waive its rights under an agreement which has been entered into in the manner set out above.</del></p> <p><del>An agreement for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement to become liable to repurchase</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shares or an agreement to have the right to repurchase shares.</p> <p>The Company may not assign an agreement for the repurchase of its shares or any right contained in such an agreement.</p>	<p><del>shares or an agreement to have the right to repurchase shares.</del></p> <p><del>The Company may not assign an agreement for the repurchase of its shares or any right contained in such an agreement.</del></p>
<p>Article 33 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of the book balance of distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;</p> <p>(2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book balance of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book balance of distributable profits of the Company;</p> <p>(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book balance of distributable profits of the Company or out of the proceeds of a new issue of shares</p>	<p><del>Article 33 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:</del></p> <p><del>(1) where the Company repurchases shares at par value, payment shall be made out of the book balance of distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;</del></p> <p><del>(2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book balance of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</del></p> <p><del>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book balance of distributable profits of the Company;</del></p> <p><del>(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book balance of distributable profits of the Company or out of the proceeds of a new issue of shares</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company’s capital common reserve fund account (including the premiums on the new issue) at the time of the repurchase;</p> <p>(3) the Company shall make the following payments out of the Company’s distributable profits:</p> <p>(i) payment for the acquisition of the right to repurchase its own shares;</p> <p>(ii) payment for variation of any contract for the repurchase of its shares;</p> <p>(iii) payment for the release of its obligation(s) under the contract for the repurchase of its shares;</p> <p>(4) after the Company’s registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company’s capital common reserve fund account.</p>	<p><del>made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company’s capital common reserve fund account (including the premiums on the new issue) at the time of the repurchase;</del></p> <p><del>(3) the Company shall make the following payments out of the Company’s distributable profits:</del></p> <p><del>(i) payment for the acquisition of the right to repurchase its own shares;</del></p> <p><del>(ii) payment for variation of any contract for the repurchase of its shares;</del></p> <p><del>(iii) payment for the release of its obligation(s) under the contract for the repurchase of its shares;</del></p> <p><del>(4) after the Company’s registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company’s capital common reserve fund account.</del></p>
<p><b>CHAPTER 5 FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES</b></p>	<p><del><b>CHAPTER 5 FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES</b></del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 34 The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the “Obligor”).</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</p> <p>This Article shall not apply to the circumstances specified in Article 36 of these Articles of Association.</p>	<p><del>Article 34 The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the “Obligor”).</del></p> <p><del>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</del></p> <p><del>This Article shall not apply to the circumstances specified in Article 36 of these Articles of Association.</del></p>
<p>Article 35 For the purposes of this Chapter, “financial assistance” includes (without limitation) the following:</p> <p>(1) gift;</p> <p>(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), indemnity (other than indemnity in respect of the Company’s own default) or release or waiver of any rights;</p> <p>(3) provision of loan, or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or</p>	<p><del>Article 35 For the purposes of this Chapter, “financial assistance” includes (without limitation) the following:</del></p> <p><del>(1) gift;</del></p> <p><del>(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), indemnity (other than indemnity in respect of the Company’s own default) or release or waiver of any rights;</del></p> <p><del>(3) provision of loan, or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or</del></p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>the assignment of rights under, such loan or agreement;</p> <p>(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>For the purposes of this Chapter, “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.</p>	<p><del>the assignment of rights under, such loan or agreement;</del></p> <p><del>(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</del></p> <p><del>For the purposes of this Chapter, “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.</del></p>
<p>Article 36 The following actions shall not be deemed to be activities prohibited by Article 34 of these Articles of Association:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is given in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p>	<p><del>Article 36 The following actions shall not be deemed to be activities prohibited by Article 34 of these Articles of Association:</del></p> <p><del>(1) the provision of financial assistance by the Company where the financial assistance is given in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;</del></p> <p><del>(2) the lawful distribution of the Company’s assets by way of dividend;</del></p> <p><del>(3) the allotment of bonus shares as dividends;</del></p>

<p align="center"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p align="center"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company);</p> <p>(6) contributions made by the Company to employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	<p><del>(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Articles of Association;</del></p> <p><del>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company);</del></p> <p><del>(6) contributions made by the Company to employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</del></p>
<p align="center"><b><u>CHAPTER 5 SHARE TRANSFER</u></b></p>	
	<p><b><u>Article 29 Unless otherwise provided in laws, regulations and other regulatory documents, the shares of the Company shall be transferrable in accordance with laws without any lien attached.</u></b></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u>Article 30 The Company shall not accept any pledge being created over its own shares.</u></p>
	<p><u>Article 31 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’s public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on a stock exchange.</u></p> <p><u>The directors, supervisors and senior officers of the Company shall report to the Company the shares of the Company held by him/her and the changes thereof. During the term of his/her office, the shares transferred by him/her each year shall not exceed 25% of the total shares of the Company that he/she holds. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the shares of the Company are listed and traded on a stock exchange. The aforesaid persons shall not transfer the shares of the Company that he/she holds within half a year after leaving his/her office.</u></p>
	<p><u>Article 32 Should a shareholder, director, supervisor or senior officer holding 5% or more of the Company’s shares sells his/her shares in the Company or other securities of equity nature within six months from the date of purchase of the same, or repurchase the shares within six months</u></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u>from the date of selling the same, the profits derived from such activities shall be vested in the Company. The board of directors of the Company shall recover from the aforementioned parties the gains derived therefrom, except where a securities company holding 5% or more of the shares as a result of its purchase of remaining shares after sold under an underwriting obligation, and otherwise required by the securities regulatory authority of the State Council.</u></p> <p><u>Shares or other securities of equity nature held by directors, supervisors, senior officers and natural person shareholders referred to in the preceding paragraph include shares or other securities of equity nature held by their spouses, parents, children and under accounts of other persons.</u></p> <p><u>Should the Company’s board of directors not comply with the provision set forth in the first paragraph of this Article and act accordingly, the shareholders shall have the right to request the board of directors to duly act in accordance with the same within 30 days. Should the Company’s board of directors not act in accordance with the same within the aforementioned period, the shareholders shall have the right to initiate proceedings at a People’s Court directly in his/her own name for the interests of the Company.</u></p>

Existing Articles of the Articles of Association (January 2023)	Amended Articles (Note: if no markup is shown, it means that no amendment has been made)
	<b><u>Should the Company’s board of directors not comply with the provision set out in the first paragraph of this Article and act accordingly, the responsible directors shall assume joint liabilities in accordance with the laws.</u></b>
<b>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</b>	
<p>Article 37 Share certificates of the Company shall be in registered form.</p> <p>The share certificate of the Company shall contain the following main particulars:</p> <p>(1) the name of the Company;</p> <p>(2) the date of registration and incorporation of the Company;</p> <p>(3) the class of shares, par value and number of shares it represents;</p> <p>(4) the share certificate number;</p> <p>(5) other matters required to be stated therein by the Company Law, Special Regulations and the stock exchange(s) on which the Company’s shares are listed.</p>	<p><del>Article 37</del> <b>Article 33</b> Share certificates of the Company shall be in registered form.</p> <p>The share certificate of the Company shall contain the following main particulars:</p> <p>(1) the name of the Company;</p> <p>(2) the date of registration and incorporation of the Company;</p> <p>(3) the class of shares, par value and number of shares it represents;</p> <p>(4) the share certificate number;</p> <p>(5) other matters required to be stated therein by the Company Law, <del>Special Regulations</del> and the stock exchange(s) on which the Company’s shares are listed.</p>
<p>Article 38 Share certificates of the Company may be assigned, given as a gift, inherited or charged in accordance with relevant provisions of laws, administrative regulations and these Articles of Association.</p> <p>For assignment and transfer of share certificates, relevant registration shall be</p>	<p><del>Article 38</del> <b>Article 34</b> Share certificates of the Company may be assigned, given as a gift, inherited or <del>pledged</del> <del>charged</del> in accordance with relevant provisions of laws, administrative regulations and these Articles of Association: <del>For assignment and transfer of share certificates,</del> <b>and</b> relevant registration shall be carried out with the</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>carried out with the share registration institution authorized by the Company.</p>	<p>share registration institution authorized by the Company.</p>
<p>Article 40 The Company shall not accept any pledge being created over its own shares.</p>	<p><del>Article 40 The Company shall not accept any pledge being created over its own shares.</del></p>
<p>Article 41 During their terms of office, directors, supervisors, president, vice presidents and other senior officers shall report periodically to the Company their shareholdings in the Company and the change of such shareholdings. The transfer of shares by such personnel shall be conducted in accordance with the law, regulations and/or relevant provisions of the Listing Rules.</p>	<p><del>Article 41 During their terms of office, directors, supervisors, president, vice presidents and other senior officers shall report periodically to the Company their shareholdings in the Company and the change of such shareholdings. The transfer of shares by such personnel shall be conducted in accordance with the law, regulations and/or relevant provisions of the Listing Rules.</del></p>
<p>Article 42 Should the Company’s directors, supervisors, president, vice president, other senior management personnel and shareholders holding more than 5% of the Company’s shares sell their shares in the Company within 6 months from the date of purchase of the same, or repurchase the Company’s shares within 6 months from the date of selling the same, the profits derived from such activities shall be vested in the Company. The Company’s Board of Directors shall recover from the aforementioned parties the gains derived therefrom, except that the six-month time limit with respect to the sale of such shares shall not apply to any holding 5% or more of the shares of the Company by any securities company as a result of its purchase of remaining shares sold under an underwriting obligation.</p>	<p><del>Article 42 Should the Company’s directors, supervisors, president, vice president, other senior management personnel and shareholders holding more than 5% of the Company’s shares sell their shares in the Company within 6 months from the date of purchase of the same, or repurchase the Company’s shares within 6 months from the date of selling the same, the profits derived from such activities shall be vested in the Company. The Company’s Board of Directors shall recover from the aforementioned parties the gains derived therefrom, except that the six month time limit with respect to the sale of such shares shall not apply to any holding 5% or more of the shares of the Company by any securities company as a result of its purchase of remaining shares sold under an underwriting obligation.</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Should the Company’s Board of Directors not comply with the provision set forth in the preceding paragraph and act accordingly, the shareholders shall have the right to request the Board of Directors to duly act in accordance with the same within 30 days. Should the Company’s Board of Directors not act in accordance with the same within the aforementioned period, the shareholders shall have the right to initiate proceedings at a People’s Court directly in his/her own name for the interests of the Company.</p> <p>Should the Company’s Board of Directors not comply with the provision set forth in the first paragraph and act accordingly, the responsible Directors shall assume joint liability in accordance with the law.</p>	<p><del>Should the Company’s Board of Directors not comply with the provision set forth in the preceding paragraph and act accordingly, the shareholders shall have the right to request the Board of Directors to duly act in accordance with the same within 30 days. Should the Company’s Board of Directors not act in accordance with the same within the aforementioned period, the shareholders shall have the right to initiate proceedings at a People’s Court directly in his/her own name for the interests of the Company.</del></p> <p><del>Should the Company’s Board of Directors not comply with the provision set forth in the first paragraph and act accordingly, the responsible Directors shall assume joint liability in accordance with the law.</del></p>
<p>Article 49 When the Company intends to convene a shareholders’ general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholding, the board of directors or the convener of the shareholders’ general meeting shall decide on a date for the record of shareholding. Shareholders whose names are registered on the share register after the closing of the market on such date shall be the Company’s shareholders with the entitlement to the relevant rights. Should the Articles of Association have contrary requirements, the Company shall comply with such requirements.</p>	<p><del>Article 49 When the Company intends to convene a shareholders’ general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholding, the board of directors or the convener of the shareholders’ general meeting shall decide on a date for the record of shareholding. Shareholders whose names are registered on the share register after the closing of the market on such date shall be the Company’s shareholders with the entitlement to the relevant rights. Should the Articles of Association have contrary requirements, the Company shall comply with such requirements.</del></p>
<p>Article 52 Where the Company has issued a replacement share certificate pursuant to the Articles of Association and a bona fide</p>	<p><del>Article 52 Where the Company has issued a replacement share certificate pursuant to the Articles of Association and a bona fide</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>purchaser acquires or becomes the registered owner of such shares, his name (title) shall not be removed from the register of shareholders.</p>	<p><del>purchaser acquires or becomes the registered owner of such shares, his name (title) shall not be removed from the register of shareholders.</del></p>
<p>Article 53 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a fraudulent manner.</p>	<p><del>Article 53 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a fraudulent manner.</del></p>
<p><b>CHAPTER 7 SHAREHOLDERS’ RIGHTS AND OBLIGATIONS</b></p>	
	<p><u>Article 45 When the Company intends to convene a shareholders’ general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholding, the board of directors or the convener of the shareholders’ general meeting shall decide on a date for the record of shareholding. Shareholders whose names are registered on the share register after the closing of the market on such date shall be the Company’s shareholders with the entitlement to the relevant rights. Should the Articles of Association have contrary requirements, the Company shall comply with such requirements.</u></p>
<p>Article 55 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p>	<p><del>Article 55</del> <b>Article 46</b> Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(2) the right to request to convene, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to vote thereat in proportion to the number of shares in their possession pursuant to the laws;</p> <p>(3) the right of supervisory management over the Company’s business operations and the right to present proposals or to raise queries;</p> <p>(4) the right to transfer, donate or pledge the shares in their possession in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>(i) the right to obtain a copy of the Articles of Association, subject to payment of costs;</p> <p>(ii) the right to inspect and copy, subject to payment of a reasonable fee:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal particulars of each of the Company’s directors, supervisors, president, vice presidents and other senior officers, including:</p> <p>(aa) present and former name and alias;</p> <p>(bb) principal address (place of residence);</p>	<p>(2) the right to request to convene, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to <b>speak and</b> vote thereat in proportion to the number of shares in their possession pursuant to the laws;</p> <p>(3) the right of supervisory management over the Company’s business operations and the right to present proposals or to raise queries;</p> <p>(4) the right to transfer, donate or pledge the shares in their possession in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>(i) the right to obtain a copy of the Articles of Association, subject to payment of costs;</p> <p>(ii) the right to inspect, and copy, <del>subject to</del> <b>after</b> payment of a reasonable fee:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) <del>personal particulars of each of the Company’s directors, supervisors, president, vice presidents and other senior officers, including:</del></p> <p><del>(aa) present and former name and alias;</del></p> <p><del>(bb) principal address (place of residence);</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(cc) nationality;</p> <p>(dd) primary and all other part-time occupations and duties;</p> <p>(ee) identification documents and the numbers thereof;</p> <p>(c) report on the state of the Company’s share capital;</p> <p>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(e) minutes of shareholders’ general meetings;</p> <p>(f) counterfoils of corporate bonds, resolutions of the board of directors, resolutions of the supervisory board, financial and accounting report;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) With respect to shareholders who vote against any resolution adopted at the shareholders’ general meeting on the merger or demerger of the Company, the</p>	<p><del>(cc) nationality;</del></p> <p><del>(dd) primary and all other part time occupations and duties;</del></p> <p><del>(ee) identification documents and the numbers thereof;</del></p> <p><del>(e)</del> report on the state of the Company’s share capital;</p> <p><del>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</del></p> <p><del>(e)</del> <b>(c)</b> minutes of shareholders’ general meetings;</p> <p><del>(f)</del> <b>(d)</b> counterfoils of corporate bonds, resolutions of the board of directors, resolutions of the supervisory board, financial and accounting report;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) With respect to shareholders who vote against any resolution adopted at the shareholders’ general meeting on the merger or demerger of the Company, the right to</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>right to request the Company to acquire their shares;</p> <p>(8) the right to file the proceedings with, and bring its claim against a third party which has impaired the benefits of the Company or infringed the lawful interests of the shareholders before, a People’s Court in accordance with the Company law or other laws and administrative regulations;</p> <p>(9) other rights conferred by laws, administrative regulations, departmental rules and regulations and the Articles of Association of the Company.</p>	<p>request the Company to acquire their shares;</p> <p><del>(8) the right to file the proceedings with, and bring its claim against a third party which has impaired the benefits of the Company or infringed the lawful interests of the shareholders before, a People’s Court in accordance with the Company law or other laws and administrative regulations;</del></p> <p><del>(9)</del> other rights conferred by laws, administrative regulations, departmental rules and regulations and the Articles of Association of the Company.</p> <p><b><u>Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the preceding paragraphs, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder’s identity, the Company shall provide information requested by such shareholder.</u></b></p>
	<p><b><u>Article 47 If the content of a resolution of the shareholders’ general meeting or the board of directors of the Company violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People’s Court to render the same invalid.</u></b></p> <p><b><u>If the procedures for convening or the method of voting at a shareholders’ general meeting or meeting of the board</u></b></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u>of directors violate the laws, administrative regulations or these Articles of Association, or the contents of a resolution violate these Articles of Association, the shareholders shall have the right to submit a petition to the People’s Court to revoke the same within sixty (60) days from the date on which such resolution is passed.</u></p>
	<p><u>Article 48 Any director or senior officer who, when performing their duties in the Company, violates the laws, administrative regulations, or the provisions contained in these Articles of Association resulting in causing losses to the Company, the shareholders individually or jointly holding 1% or more of the shares of the Company for 180 consecutive days or more shall have the right to request in writing the supervisory committee to initiate proceedings at a People’s Court. Where the supervisory committee, when performing its duties in the Company, violates the laws, administrative regulations, or the provisions contained in these Articles of Association resulting in causing losses to the Company, the shareholders shall have the rights to request in writing to the board of directors to initiate proceedings at a People’s Court.</u></p> <p><u>If the supervisory committee or the board of directors refuses to initiate proceedings upon receipt of the written request of shareholders stated in the preceding</u></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u>paragraph, or fails to initiate such proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company’s interests, the shareholders described in the preceding paragraph shall have the right to initiate proceedings at a People’s Court directly in their own names in the interest of the Company.</u></p> <p><u>If any person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders described in the first paragraph of this Article may initiate proceedings at a People’s Court in accordance with the provisions of the preceding two paragraphs.</u></p>
	<p><u>Article 49 If any director or senior officer violates the laws, administrative regulations or these Articles of Association resulting in causing harm to the interests of the shareholders, the shareholders may initiate proceedings at a People’s Court.</u></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 59 In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company’s shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company’s assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights, save pursuant to a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association.</p>	<p><del>Article 59 In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company’s shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</del></p> <p><del>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</del></p> <p><del>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company’s assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</del></p> <p><del>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights, save pursuant to a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association.</del></p>
<p>Article 60 For the purpose of the foregoing Article, a “controlling shareholder” means a person who satisfies any one of the following conditions:</p>	<p><del>Article 60</del> <b>Article 53</b> For the purpose of the foregoing Article, a <u>A</u> “controlling shareholder” <b>means a shareholder who holds shares representing 50% or more of the total share capital of the Company; or</b></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(1) a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</p>	<p><b><u>a shareholder having sufficient voting right in respect of the shares he/she holds to pose a significant influence on the resolutions of the shareholders’ general meetings despite holding less than 50% of the total share capital of the Company.</u></b> <del>means a person who satisfies any one of the following conditions:</del></p> <p><del>(1) a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;</del></p> <p><del>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</del></p> <p><del>(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</del></p> <p><del>(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</del></p>
<p><b>CHAPTER 8 SHAREHOLDERS’ GENERAL MEETINGS</b></p>	
<p>Article 61 The shareholders’ general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.</p>	<p><del>Article 61 The shareholders’ general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.</del></p>
<p>Article 62 The shareholders’ general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company’s operational policies and investment plans;</p>	<p><del>Article 62</del> <b><u>Article 54</u></b> The shareholders’ general meeting <b><u>is the organ of authority of the Company, and</u></b> shall <del>have exercise</del> the following functions and powers <b><u>in accordance with laws:</u></b></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(2) to elect and replace directors (excluding the employee representative director) and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors appointed from personnel who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve the board of directors’ reports;</p> <p>(5) to examine and approve the supervisory committee’s reports;</p> <p>(6) to examine and approve the Company’s proposed preliminary and final annual financial budgets;</p> <p>(7) to examine and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(8) to decide on the increase or reduction of the Company’s registered capital;</p> <p>(9) to decide on matters such as merger, division, dissolution, liquidation or change of the form of the Company;</p> <p>(10) to decide on the issue of debentures by the Company;</p> <p>(11) to decide on the appointment, dismissal and non-reappointment of the accountants of</p>	<p>(1) to decide on the Company’s operational policies and investment plans;</p> <p>(2) to elect and replace directors (excluding the employee representative director) and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors appointed from personnel who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve the board of directors’ reports;</p> <p>(5) to examine and approve the supervisory committee’s reports;</p> <p>(6) to examine and approve the Company’s proposed preliminary and final annual financial budgets;</p> <p>(7) to examine and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(8) to decide on the increase or reduction of the Company’s registered capital;</p> <p>(9) to decide on matters such as merger, division, dissolution, liquidation or change of the form of the Company;</p> <p>(10) to decide on the issue of debentures by the Company;</p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>the Company;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to resolve the material purchase and sale of assets with a value in excess of 30% of the most recent audited total assets of the Company during the year;</p> <p>(14) to resolve issues relating to the provision of guarantee in favour of third parties that must be approved at the shareholders’ general meeting in accordance with the laws, administrative regulations and Articles of Association;</p> <p>(15) to consider and approve the variation of use of proceeds;</p> <p>(16) to consider the shares incentive program;</p> <p>(17) to decide on other matters which, according to law, administrative regulation, departmental rules and regulations or the Articles of Association, need to be approved by shareholders in general meetings;</p>	<p>(11) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to resolve the material purchase and sale of assets with a value in excess of 30% of the most recent audited total assets of the Company during the year;</p> <p>(14) to resolve issues relating to the provision of guarantee in favour of third parties that must be approved at the shareholders’ general meeting in accordance with the laws, administrative regulations, <b>other regulatory documents</b> and Articles of Association;</p> <p>(15) to consider and approve the variation of use of proceeds;</p> <p>(16) to consider the shares incentive program <b>and employee share ownership plan</b>;</p> <p>(17) to decide on other matters which, according to <del>laws</del>, administrative regulations, <b>other regulatory documents</b>, <del>departmental rules and regulations</del> or the Articles of Association, need to be approved by shareholders in general meetings;</p>
<p>Article 63 Any matters in relation to the provision of guarantee in favour of third parties by the Company shall be approved by the board of directors. The following matters</p>	<p><del>Article 63</del> <b>Article 55</b> Any matters in relation to the provision of guarantee in favour of third parties by the Company shall be approved by the board of directors. The</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>relating to the provision of guarantee shall be submitted to the shareholders’ general meetings for examination and approval after the same have been considered by the board of directors:</p> <p>(1) Any guarantee to be provided by the Company and its controlling subsidiaries, with the total amount of the guarantee provided in favour of third parties that reaches or exceeds 50% of the most recent audited net assets;</p> <p>(2) guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</p> <p>(3) any single guarantee with an amount which exceeds 10% of the most recent audited net asset value of the Company;</p> <p>(4) guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates;</p> <p>(5) any guarantee provided by the Company in favour of third parties with the total amount of the guarantee reaches or exceeds 30% of the most recent audited total assets;</p> <p>(6) matters relating to the provision of guarantee that need to be submitted to the shareholders’ general meeting for examination and approval as required by other laws and regulations and the Articles</p>	<p>following matters relating to the provision of guarantee shall be submitted to the shareholders’ general meetings for examination and approval after the same have been considered by the board of directors:</p> <p>(1) Any guarantee to be provided by the Company and its controlling subsidiaries, with the total amount of the guarantee provided in favour of third parties that <del>reaches or exceeds</del> 50% of the most recent audited net assets;</p> <p>(2) <del>guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</del><b><u>any guarantee provided by the Company in favour of third parties with the total amount of the guarantee exceeds 30% of the most recent audited total assets;</u></b></p> <p>(3) <del>any single guarantee with an amount which exceeds 10% of the most recent audited net asset value of the Company;</del><b><u>any guarantee provided by the Company within one year with the amount of guarantee exceeds 30% of the most recent audited total assets;</u></b></p> <p>(4) <del>guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates;</del><b><u>guarantees to be provided in favour of an entity which is subject to a gearing ratio of over 70%;</u></b></p>

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<p>of Association of the Company.</p> <p>If a director, president, vice president and other senior management personnel commits any act in breach of the provisions governing the authority in respect of the examination and approval of, and the examination procedures in relation to, the provision of guarantee in favour of a third party under the laws, administrative regulations or the Articles of Association of the Company, which results in causing the Company to suffer from loss, such director, president, vice president and senior management personnel shall be liable for indemnity and the Company may bring an action against the same in accordance with the law.</p>	<p>(5) <del>any guarantee provided by the Company in favour of third parties with the total amount of the guarantee reaches or exceeds 30% of the most recent audited total assets;</del><b><u>any single guarantee with an amount which exceeds 10% of the most recent audited net asset value;</u></b></p> <p>(6) <b><u>guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates;</u></b></p> <p>(7) matters relating to the provision of guarantee that need to be submitted to the shareholders’ general meeting for examination and approval as required by other laws and regulations and the Articles of Association of the Company.</p> <p>If a director, president, vice president and other senior management personnel commits any act in breach of the provisions governing the authority in respect of the examination and approval of, and the examination procedures in relation to, the provision of guarantee in favour of a third party under the laws, administrative regulations or the Articles of Association of the Company, which results in causing the Company to suffer from loss, such director, president, vice president and senior management personnel shall be liable for indemnity and the Company may bring an action against the same in accordance with the law.</p>

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<p>Article 64 Matters which should be determined at a shareholders’ general meeting as stipulated by the laws, administrative regulations and these Articles of Association must be considered at a shareholders’ general meeting in order to protect the right of the Company’s shareholders to make decision over such matters. When necessary or under reasonable circumstances, the shareholders’ general meeting may authorize the board of directors to make a decision within its scope of authorization granted at a shareholders’ general meeting on specific issues which are related to matters to be resolved but cannot be determined immediately at the shareholders’ general meeting.</p> <p>With respect to granting authorization to the board of directors at the shareholders’ general meeting, if a matter for authorization is the matter subject to an ordinary resolution, such authorization shall be adopted by more than one- half (1/2) (exclusive of one-half) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting; if a matter for authorization is the matter subject to special resolution, such authorization shall be adopted by more than two-thirds (2/3) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting. The content of the scope of authorization shall be clear and specific.</p>	<p><del>Article 64</del> <b>Article 56</b> Matters which should be determined at a shareholders’ general meeting as stipulated by the laws, administrative regulations and these Articles of Association must be considered at a shareholders’ general meeting in order to protect the right of the Company’s shareholders to make decision over such matters. When necessary or under reasonable circumstances, the shareholders’ general meeting may authorize the board of directors to make a decision within its scope of authorization granted at a shareholders’ general meeting on specific issues which are related to matters to be resolved but cannot be determined immediately at the shareholders’ general meeting.</p> <p>With respect to granting authorization to the board of directors at the shareholders’ general meeting, if a matter for authorization is the matter subject to an ordinary resolution, such authorization shall be adopted by <b>more than half</b> <del>more than one half (1/2) (exclusive of one-half)</del> of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting; if a matter for authorization is the matter subject to special resolution, such authorization shall be adopted by more than two-thirds (2/3) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting. The content of the scope of authorization shall be clear and specific.</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 65 The Company shall not, without the prior approval of shareholders in a general meeting, enter into any contract with any person (other than a director, supervisor, president, vice presidents and other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company’s business.</p>	<p><del>Article 65 The Company shall not, without the prior approval of shareholders in a general meeting, enter into any contract with any person (other than a director, supervisor, president, vice presidents and other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company’s business.</del></p>
<p>Article 67 Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days prior to the date of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days prior to the date of the meeting.</p> <p>If it is otherwise provided in the laws, administrative regulations, departmental rules and the securities regulatory authorities or stock exchanges in the jurisdictions where the shares of the Company are listed, such requirements shall prevail.</p> <p>However, the convening of a shareholders’ general meeting shall not be subject to the above notice period requirements of all of the promoter shareholders shall have agreed in writing.</p>	<p><del>Article 67 Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days prior to the date of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days prior to the date of the meeting.</del></p> <p><del>If it is otherwise provided in the laws, administrative regulations, departmental rules and the securities regulatory authorities or stock exchanges in the jurisdictions where the shares of the Company are listed, such requirements shall prevail.</del></p> <p><del>However, the convening of a shareholders’ general meeting shall not be subject to the above notice period requirements of all of the promoter shareholders shall have agreed in writing.</del></p>

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	<p><u>Article 58 The board of directors shall convene a shareholders’ general meeting within the time limit as stipulated in Article 57 of these Articles of Association.</u></p> <p><u>The independent directors, the supervisory committee or shareholders who separately or jointly hold shares of the Company in excess of 10% shall have the right to propose to the board of directors and request for convening an extraordinary general meeting. The following procedures shall be adopted should the independent directors, the supervisory committee, shareholders who separately or jointly hold shares of the Company in excess of 10% propose to the board of directors and request for convening of an extraordinary general meeting:</u></p> <p><u>(1) Sign a copy, or several copies, of written request in the same form and substance, and request the board of directors to convene a meeting, with clearly stated topics for discussion at the meeting. Within 10 days of receiving the aforesaid written request, the board of directors shall reply in writing on whether or not they agree to convene the meeting.</u></p> <p><u>(2) Should the board of directors agree to convene the meeting, a notice for convening such meeting shall be issued within 5 days after the board of directors has passed the resolution. Prior approval for making amendment to the original</u></p>

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	<p><b><u>proposal contained in the notice shall be obtained from the original proposer.</u></b></p> <p><b><u>(3) Should the board of directors not agree to convene the meeting as proposed by the independent directors, it shall state its reasons and issue an announcement of the same.</u></b></p> <p><b><u>(4) Should the board of directors not agree to convene the meeting as proposed by the supervisory committee, or not provide any reply within 10 days upon receipt of the said request, the board of directors is deemed to be unable to perform or failed to perform its duties in respect of convening such meeting. The supervisory committee may convene and preside over the meeting by itself. The procedures for convening such meeting shall be identical to those employed by the board of directors for convening a meeting as far as practicable.</u></b></p> <p><b><u>(5) Should the board of directors not agree to convene the meeting as proposed by the shareholders, or not provide any reply within 10 days upon receipt of the said request, the shareholders shall propose to the supervisory committee in writing to convene the meeting.</u></b></p> <p><b><u>Should the supervisory committee agree to convene the meeting, it shall issue a notice for convening the meeting within 5 days upon receipt of the said request. Prior</u></b></p>

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	<p><u>approval for making amendment to the original proposal contained in the notice shall be obtained from the original proposer.</u></p> <p><u>Should the supervisory committee not issue a notice for the meeting within the stipulated period, the supervisory committee shall be deemed to not convene and preside over such meeting and shareholders who separately or jointly hold 10% or more of the Company's shares for a consecutive 90 days or more may convene and preside over the said meeting themselves (Prior to the announcement of the resolutions adopted at the meeting, the shares held by the convening shareholders shall not be less than 10% of the total number of shares). The procedures for convening such meeting shall be identical to those employed by the board of directors for convening a meeting as far as practicable.</u></p> <p><u>Should the supervisory committee or the shareholders convene and hold a meeting by itself/themselves pursuant to the preceding paragraphs, it/they shall inform the board of directors in writing, and file the same with the relevant competent departments in accordance with the applicable requirements. The board of directors and the secretary to the board of directors shall provide assistance in connection with the meeting. The board of directors shall provide the</u></p>



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	<p><u>share register. The Company shall bear all reasonable costs incurred by the meeting.</u></p>
	<p><u>Article 62 Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days prior to the date of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days prior to the date of the meeting.</u></p> <p><u>If it is otherwise provided in the laws, administrative regulations, other regulatory documents and the securities regulatory authorities or stock exchanges in the jurisdictions where the shares of the Company are listed, such requirements shall prevail.</u></p>
<p>Article 71 A notice of a meeting of the shareholders of the Company shall satisfy the following criteria:</p> <p>(1) be in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put</p>	<p><del>Article 71</del> <u>Article 63 A notice of a meeting of the shareholders of the Company shall satisfy the following criteria: The notice of a shareholder’s general meeting shall include the following information:</u></p> <p><u>(1) the time, the venue and the duration of the meeting;</u></p> <p><u>(2) matters and proposals submitted to the meeting for consideration;</u></p> <p><u>(3) contain a conspicuous statement that: all shareholders are entitled to attend the shareholders’ general meeting, and may</u></p>

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<p>before them. Without limiting the generality of the foregoing principle, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president, vice presidents and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p><u><b>appoint proxies in writing to attend the meeting and vote on their behalf. A proxy need not be a shareholder of the Company;</b></u></p> <p><u><b>(4) the record date of shareholding for determining the entitlement of shareholders to attend the shareholders’ general meeting;</b></u></p> <p><u><b>(5) the name and telephone number of the standing contact person for meeting affairs;</b></u></p> <p><u><b>(6) the voting time and voting procedures for online voting or other means of voting.</b></u></p> <p><del>(1) be in writing;</del></p> <p><del>(2) specify the place, date and time of the meeting;</del></p> <p><del>(3) state the matters to be discussed at the meeting;</del></p> <p><del>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing principle, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause</del></p>

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	<p><del>and effect of such proposal must be properly explained;</del></p> <p><del>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president, vice presidents and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on the interests of shareholders of the same class;</del></p> <p><del>(6) contain the full text of any special resolution to be proposed at the meeting;</del></p> <p><del>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</del></p> <p><del>(8) specify the time and place for lodging proxy forms for the relevant meeting.</del></p>
	<p><b><u>Article 64 In the event that the election of directors and supervisors is to be discussed at a shareholders’ general meeting, the notice of the shareholders’ general meeting shall fully disclose the details of candidates for the directors and supervisors in accordance with the relevant requirements.</u></b></p>
<p>Article 72 Notice of shareholders’ general meeting shall be served on the shareholders (whether or not such shareholder is entitled</p>	<p><del>Article 72</del><b>Article 65</b> Notice of shareholders’ general meeting shall be served on the shareholders (whether or not such</p>

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<p>to vote at the meeting), by personal delivery or by prepaid mail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the holders of A shares, notice of the meetings may be issued by way of public announcement. Such public announcement shall be published in one (1) or more national newspapers designated by the securities authority of the State Council; after the publication of such announcement, all holders of A shares shall be deemed to have received the notice of the relevant shareholders’ meeting.</p> <p>For holders of Overseas-Listed Foreign Shares, subject to compliance with the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed, the notice of shareholders’ general meeting may also be issued by other means as specified in Article 231 herein.</p>	<p>shareholder is entitled to vote at the meeting), by <u>way of announcement or other ways provided in Article 212. Where a notice is served by way of announcement, upon the publication of such announcement, all relevant persons shall be deemed to have received the notice.</u> <del>personal delivery or by prepaid mail to the address of the shareholder as shown in the register of shareholders.</del></p> <p><del>For the holders of A shares, notice of the meetings may be issued by way of public announcement. Such public announcement shall be published in one (1) or more national newspapers designated by the securities authority of the State Council; after the publication of such announcement, all holders of A shares shall be deemed to have received the notice of the relevant shareholders’ meeting.</del></p> <p><del>For holders of Overseas Listed Foreign Shares, subject to compliance with the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed, the notice of shareholders’ general meeting may also be issued by other means as specified in Article 231 herein.</del></p>
<p>Article 73 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.</p>	<p><del>Article 73 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.</del></p>

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	<p><u>Article 66 When notice of a shareholders’ general meeting is dispatched, the shareholders’ general meeting shall not be postponed or cancelled without proper reasons and the proposals stated in the notice of the shareholders’ general meeting shall not be cancelled. In the event that the shareholders’ general meeting is postponed or cancelled, the convener shall make an announcement at least two business days prior to the originally scheduled date of convening the shareholders’ general meeting and expatiate on the reasons.</u></p>
	<p><u>Article 67 All ordinary shareholders registered on the record date of shareholding or their proxies shall be entitled to attend the shareholders’ general meeting and exercise their voting rights in accordance with the relevant laws, regulations and these Articles of Association.</u></p>
<p>Article 74 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p>	<p><del>Article 74</del> <u>Article 68</u></p> <p><u>Shareholders may attend the shareholders’ general meeting in person or appoint a proxy (whether or not such person is a shareholder) to attend and vote on their behalf.</u></p> <p><del>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so</del></p>

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<p>(1) the shareholders’ right to speak at the meeting;</p> <p>(2) the right to demand or join in demanding a poll;</p> <p>(3) unless otherwise required by the applicable listing rules or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.</p> <p>If the shareholder is the recognized clearing house defined by the applicable listing rules or other securities laws and regulations, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.</p>	<p><del>appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</del></p> <p><del>(1) the shareholders’ right to speak at the meeting;</del></p> <p><del>(2) the right to demand or join in demanding a poll;</del></p> <p><del>(3) unless otherwise required by the applicable listing rules or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.</del></p> <p>If the shareholder is the recognized clearing house defined by the applicable listing rules or other securities laws and regulations, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting <del>or at any class meeting</del>, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise <del>the rights</del> <b><u>equivalent to the rights of other shareholders of the Company</u></b> on behalf of the recognized clearing house (or its attorney) <del>as if he is an individual shareholder of the Company,</del> <b><u>including the right to speak and to vote.</u></b></p>
<p>Article 76 The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of</p>	<p><del>Article 76</del> <b><u>Article 70</u></b> <del>The instrument appointing a voting proxy and, if such instrument</del> <b><u>If the instrument appointing a</u></b></p>

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<p>attorney or other authority on behalf of the appointor, a notary certified copy of that power of attorney or other authority shall be deposited at the premises of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.</p>	<p><u>voting proxy</u> is signed by a person under a power of attorney <del>or other authority</del> on behalf of the appointor, <u>such power of attorney or other authority shall be notarially certified.</u> <del>A</del> notary certified copy of that power of attorney or other authority shall, <u>together with the instrument appointing the voting proxy,</u> be deposited at the premises of the Company or at such other place as is specified for that purpose in the notice convening the meeting; <del>not less than twenty four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</del></p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.</p>
<p>Article 77 Any form issued to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions and provide shareholders with opportunities of instructing the proxy to vote on each individual matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p>	<p><del>Article 77</del> <u>Article 71</u> <del>Any form issued to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions and provide shareholders with opportunities of instructing the proxy to vote on each individual matter to be voted on at the meeting.</del> <u>The authorization letter issued by shareholders to appoint other persons to attend the shareholders’ general meeting shall clearly state the followings:</u></p>

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	<p><b><u>(1) the name of the proxy;</u></b></p> <p><b><u>(2) whether the proxy has the right to vote;</u></b></p> <p><b><u>(3) the respective instruction of voting “for”, “against” or “abstain” for each resolution in the agenda of the shareholders’ general meeting;</u></b></p> <p><b><u>(4) date of signing the proxy form and the effective period;</u></b></p> <p><b><u>(5) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.</u></b></p> <p>Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, <b><u>specifies whether</u></b> the proxy may vote as he thinks fit.</p>
<p>Article 78 A vote given in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of such matters before the commencement of the relevant meeting.</p>	<p><del>Article 78 A vote given in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of such matters before the commencement of the relevant meeting.</del></p>
<p>Article 79 In the course of considering matters relating to connected transactions at a shareholders’ general meeting, the connected shareholders shall abstain from</p>	<p><del>Article 79 In the course of considering matters relating to connected transactions at a shareholders’ general meeting, the connected shareholders shall abstain from</del></p>



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<p>voting. The number of shares carrying the voting rights held by such shareholders shall be excluded from the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the announcement of the resolution of the shareholders’ general meeting.</p> <p>The said connected shareholders means the following shareholders: shareholders who are connected parties or, in case of non-connected parties, persons who have material interests in transactions pending for resolution or their associates pursuant to the applicable securities listing rules as amended from time to time.</p>	<p><del>voting. The number of shares carrying the voting rights held by such shareholders shall be excluded from the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the announcement of the resolution of the shareholders’ general meeting.</del></p> <p><del>The said connected shareholders means the following shareholders: shareholders who are connected parties or, in case of non-connected parties, persons who have material interests in transactions pending for resolution or their associates pursuant to the applicable securities listing rules as amended from time to time.</del></p>
<p>Article 80 If an individual shareholder appoints a proxy to attend the shareholders’ general meeting, such proxy shall present his/her own identification documents and the power of attorney signed by the appointor. If the legal representative of a legal person shareholder appoints a proxy to attend the shareholders’ general meeting, such proxy shall present his/her own identification documents and the power of attorney signed by the legal representative. If a person is authorized by resolution to attend the shareholders’ general meeting upon resolutions at the board of directors of a legal person shareholder or other decision making authority, such person shall present his/her own identification documents and the written authorization issued upon resolution by the board of directors of the legal person shareholder or other decision making</p>	<p><del>Article 80</del> <b><u>Article 72</u></b> <b><u>If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid documents or certificates showing his/her identity and the shareholding certificate.</u></b> If an individual shareholder appoints a proxy to attend the shareholders’ general meeting, such proxy shall present his/her own identification documents and the power of attorney signed by the appointor. <b><u>Legal person shareholders shall be represented at the meeting by the legal representative or the proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her qualification as a legal representative.</u></b> If the legal representative of a legal person shareholder appoints a</p>

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<p>authority with the legal person seal affixed thereon. The letter of authorization shall specify its date of issue.</p>	<p>proxy to attend the shareholders’ general meeting, such proxy shall present his/her own identification documents and the power of attorney signed by the legal representative. If a person is authorized by resolution to attend the shareholders’ general meeting upon resolutions at the board of directors of a legal person shareholder or other decision making authority, such person shall present his/her own identification documents and the written authorization issued upon resolution by the board of directors of the legal person shareholder or other decision making authority with the legal person seal affixed thereon. The letter of authorization shall specify its date of issue.</p>
<p>Article 81 The Company’s board of directors, independent directors and shareholders who have satisfied certain conditions (which are determined based on such standards as promulgated from time to time by the relevant competent authorities) may publicly solicit the voting rights from shareholders at a shareholders’ general meeting. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for solicitation of voting rights is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights. Any person who publicly solicits voting rights from the shareholders</p>	<p><del>Article 81</del> <b>Article 73</b> <u>In the event that the</u> <del>The</del> Company’s board of directors, independent directors <del>and</del>, shareholders who have satisfied certain conditions (which are determined based on such standards as promulgated from time to time by the relevant competent authorities) <b><u>or investor protection institutions established in accordance with laws and regulations publicly request the shareholders to entrust them to exercise the proposal rights, voting rights and other shareholders’ rights on their behalf, the solicitor shall disclose the soliciting announcement and relevant soliciting documents in accordance with the laws and regulations, and the Company shall cooperate. Consideration or de facto consideration for soliciting the</u></b></p>

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<p>of the Company shall also comply with other provisions stipulated by the relevant competent authorities and the stock exchanges on which the shares of the Company are listed and traded.</p>	<p><del>shareholders' rights publicly is prohibited. may publicly solicit the voting rights from shareholders at a shareholders' general meeting. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for solicitation of voting rights is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights. Any person who publicly solicits voting rights from the shareholders of the Company</del> <b><u>to entrust him/her to exercise the proposal right, voting right and other shareholders' rights on their behalf</u></b> shall also comply with other provisions stipulated by the relevant competent authorities and the stock exchanges on which the shares of the Company are listed and traded.</p>
	<p><b><u>Article 74 The Chairman of the board of directors shall preside over and chair every shareholders' general meeting. If the Chairman is unable to or does not perform his/her duties, the vice-chairman of the board of directors shall preside over and chair the meeting. If the vice-chairman of the board of directors is unable to or does not perform his/her duties, a director jointly elected by more than half of the number of directors shall preside over and chair the meeting. If more than half of the number of directors are unable to elect a director to preside</u></b></p>

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	<p><u>over and chair the meeting, then shareholders present at the meeting may elect one (1) person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</u></p> <p><u>A shareholders' general meeting convened by the supervisory committee on their own shall be presided by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to or does not perform his/her duties, a supervisor jointly elected by more than half of the number of supervisors shall preside over the said meeting.</u></p> <p><u>Where the shareholders' general meeting is convened by the shareholders on their own, the convener shall elect a representative to preside over the meeting.</u></p> <p><u>When convening a shareholders' general meeting, should the chairman of the meeting violates the rules and procedures, resulting that the shareholders' general meeting becomes unable to proceed, a person may, subject to the consent of more than half of the number of shareholders with voting rights attending the meeting at the scene, be elected at the shareholders' general meeting to act as the chairman of the</u></p>

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	<p><u>shareholders’ general meeting such that the meeting may be continued.</u></p>
	<p><u>Article 75 At the annual general meeting, the board of directors and the supervisory committee shall report to the shareholders’ general meeting on their respective work over the past year.</u></p>
	<p><u>Article 76 Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them. The number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall be subject to registration of the meeting.</u></p>
	<p><u>Article 77 The convener shall ensure that the shareholders’ general meeting is held continuously until a final resolution is formed. If the shareholders’ general meeting is suspended or no resolution can be made due to force majeure and other special reasons, necessary measures shall be taken to resume the shareholders’ general meeting as soon as possible or to terminate this shareholders’ general meeting directly, and an announcement shall be made promptly. At the same time, the convener shall report to the local office of securities regulatory authority of the State Council and the stock exchange in the locality of the Company.</u></p>

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<p>Article 82 Resolutions of shareholders’ general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing more than one-half (exclusive of one-half) of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>	<p><del>Article 82</del> <b>Article 78</b> Resolutions of shareholders’ general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing <b>more than half</b> <del>more than one half (exclusive of one half)</del> of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>
	<p><b><u>Article 79 A shareholder (including a proxy), when voting at a shareholders’ general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Except otherwise provided for election of directors in Article 102 and election of supervisors in Article 143 of these Articles of Association in connection with the adoption of the cumulative voting system, each share shall have one (1) vote. The shares held by the Company itself shall not be attached with voting rights. Those shares shall not be counted as the total number of voting shares held by shareholders attending the shareholders’ general meetings.</u></b></p>

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	<p><u>Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be disclosed to the public in a timely manner.</u></p>
	<p><u>Article 80 In the course of considering matters relating to connected transactions at a shareholders’ general meeting, the connected shareholders shall abstain from voting. The number of shares carrying the voting rights held by such shareholders shall be excluded from the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the announcement of the resolution of the shareholders’ general meeting.</u></p> <p><u>The said connected shareholders means the following shareholders: shareholders who are connected parties or, in case of non-connected parties, persons who have material interests in transactions pending for resolution or their associates pursuant to the applicable securities listing rules as amended from time to time.</u></p>
	<p><u>Article 81 Unless the Company is in a crisis or other special circumstances, it shall not, without approval by a special resolution at a shareholders’ general meeting, enter into a contract to handover all or material business management of the Company to a person</u></p>

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	<p><b><u>other than a director, supervisor, president, vice president and other senior officer.</u></b></p>
	<p><b><u>Article 82 Except for the cumulative voting system, the shareholders’ general meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, they shall be voted in chronological order in which the proposals are made. Except for force majeure and other special reasons that cause the shareholders’ general meeting to be suspended or unable to come to resolution, the shareholders’ general meeting shall not set aside the proposals or withhold from voting.</u></b></p>
	<p><b><u>Article 83 When a proposal is considered at a shareholders’ general meeting, no amendment shall be made to the proposal, otherwise, the relevant change shall be regarded as a new proposal and cannot be voted on at this shareholders’ general meeting.</u></b></p>
	<p><b><u>Article 84 Each voting right shall be exercised either at the meeting, by online voting or any of other available means. In case of repeated voting on the same voting right, the result of the first vote shall prevail.</u></b></p>
	<p><b><u>Article 85 Before voting takes place on a proposal at a shareholders’ general meeting, two shareholders’ representatives shall be elected to participate in vote counting and scrutinizing. In the event that a</u></b></p>



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	<p><u>shareholder is related to the matter to be considered, the relevant shareholder and his/her proxy shall not participate in the vote counting and scrutinizing.</u></p> <p><u>When voting takes place on a proposal at a shareholders’ general meeting, lawyers, representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</u></p> <p><u>The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their respective voting results through corresponding voting systems.</u></p>
	<p><u>Article 86 A shareholders’ general meeting shall not conclude earlier at the venue than over the network or otherwise. The chairman of the meeting shall announce the voting details and result of every proposal and announce whether a proposal has been passed or not based on the voting result.</u></p> <p><u>Before the voting result is officially announced, the relevant parties including the Company, counting officer, monitoring officer, substantial shareholders and network service provider involved at the venue of the shareholders’ general meeting, over the network or otherwise</u></p>

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	<p><b><u>shall be obliged to keep the voting details confidential.</u></b></p>
<p>Article 83 A shareholder (including a proxy), when voting at a shareholders’ general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Except otherwise provided for election of directors in Article 111 and election of supervisors in Article 150 of these Articles of Association in connection with the adoption of the cumulative voting system for election of directors, each share shall have one (1) vote. The shares held by the Company itself shall not be attached with voting rights. Those shares shall not be counted as the total number of voting shares held by shareholders attending the shareholders’ general meetings.</p>	<p><del>Article 83</del> <b>Article 87</b> <del>A shareholder (including a proxy), when voting at a shareholders’ general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Except otherwise provided for election of directors in Article 111 and election of supervisors in Article 150 of these Articles of Association in connection with the adoption of the cumulative voting system for election of directors, each share shall have one (1) vote. The shares held by the Company itself shall not be attached with voting rights. Those shares shall not be counted as the total number of voting shares held by shareholders attending the shareholders’ general meetings.</del></p>
<p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be disclosed to the public in a timely manner.</p>	<p><del>Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be disclosed to the public in a timely manner.</del></p>
<p>Where a shareholder is, under the applicable listing rules as amended from time to time, required to abstain from voting on any particular resolution or to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such</p>	<p><b><u>A shareholder attending the shareholders’ general meeting shall express its opinion of “for”, “against” or “abstain” on the proposal submitted for voting.</u></b></p> <p>Where a shareholder is, under the applicable listing rules as amended from time to time, required to abstain from voting on any</p>

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<p>requirement or restriction shall not be counted.</p>	<p>particular resolution or to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> <p><b><u>Votes that are not filled in, incorrectly filled in, or not legible, or votes that are not cast are considered to be abstention by the voter, and the result of the vote on the number of shares held by such voter shall be counted as “abstained”.</u></b></p>
<p>Article 84 At any shareholders’ general meeting, a resolution shall be decided on a show of hands unless a poll is demanded:</p> <p>(1) by the chairman of the meeting;</p> <p>(2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat;</p> <p>(3) by one (1) or more shareholders (including proxies) representing 10% or more of the shares (held solely or in combination) carrying the right to vote at the meeting, before or after a vote is carried out by a show of hands.</p>	<p><del>Article 84</del> <b><u>Article 88 Any vote of shareholders at a shareholders’ general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. At any shareholders’ general meeting, a resolution shall be decided on a show of hands unless a poll is demanded:</u></b></p> <p><del>(1) by the chairman of the meeting;</del></p> <p><del>(2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat;</del></p> <p><del>(3) by one (1) or more shareholders (including proxies) representing 10% or more of the shares (held solely or in combination) carrying the right to vote at the meeting, before or after a vote is carried out by a show of hands.</del></p>

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<p>Unless otherwise required by the applicable listing rules or other securities laws and regulations or a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed without proof of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	<p><del>Unless otherwise required by the applicable listing rules or other securities laws and regulations or a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed without proof of the number or proportion of votes in favour of or against such resolution.</del></p> <p><del>The demand for a poll may be withdrawn by the person who demands the same.</del></p>
<p>Article 85 A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. Unless the applicable listing rules or other securities laws and regulations require otherwise, a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	<p><del>Article 85 A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. Unless the applicable listing rules or other securities laws and regulations require otherwise, a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</del></p>
<p>Article 86 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes in the same way.</p>	<p><del>Article 86 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes in the same way.</del></p>
<p>Article 87 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show</p>	<p><del>Article 87 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show</del></p>

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<p>of hands takes place or at which the poll is demanded shall have a casting vote.</p>	<p><del>of hands takes place or at which the poll is demanded shall have a casting vote.</del></p>
<p>Article 89 The following matters shall be resolved by a special resolution at a shareholders’ general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the demerger, merger, dissolution and liquidation or change of the form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) the material purchase or sale of assets or the provision of guarantee by the Company during the year that is in excess of 30% of the most recent audited total assets value of the Company;</p> <p>(6) the shares incentive program;</p> <p>(7) any other matter as provided for by the laws, administrative regulations, departmental rules and regulations or the Articles of Association, and as considered by the shareholders at a shareholders’ general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.</p>	<p><del>Article 89</del> <b>Article 90</b> The following matters shall be resolved by a special resolution at a shareholders’ general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the demerger, <b>spin-off</b>, merger, dissolution and liquidation or change of the form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) the material purchase or sale of assets or the provision of guarantee by the Company during the year that is in excess of 30% of the most recent audited total assets value of the Company;</p> <p>(6) the shares incentive program;</p> <p>(7) any other matter as provided for by the laws, administrative regulations, <del>departmental rules</del> and regulations or the Articles of Association, and as considered by the shareholders at a shareholders’ general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 91 The following procedures shall be adopted should the independent directors, the supervisory committee, shareholders who separately or jointly hold voting shares in excess of 10% request for convening of an extraordinary general meeting or class meeting:</p> <p>(1) The said directors, supervisory committee and shareholders shall sign a copy, or several copies, of written request in the same form and substance, and request the board of directors to convene an extraordinary general meeting or a class meeting, with clearly stated topics for discussion at the meeting. Within 10 days of receiving the written request, the board of directors shall reply in writing on whether or not they agree to convene an extraordinary general meeting.</p> <p>(2) Should the board of directors agree to convene an extraordinary general meeting or a class meeting, a notice for convening such meeting shall be issued within 5 days after the board of directors has adopted a resolution. Prior approval for making amendment to the original proposal contained in the notice shall be obtained from the original proposer.</p> <p>(3) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the independent directors, it shall state its reasons and issue an announcement of the same.</p>	<p><del>Article 91 The following procedures shall be adopted should the independent directors, the supervisory committee, shareholders who separately or jointly hold voting shares in excess of 10% request for convening of an extraordinary general meeting or class meeting:</del></p> <p><del>(1) The said directors, supervisory committee and shareholders shall sign a copy, or several copies, of written request in the same form and substance, and request the board of directors to convene an extraordinary general meeting or a class meeting, with clearly stated topics for discussion at the meeting. Within 10 days of receiving the written request, the board of directors shall reply in writing on whether or not they agree to convene an extraordinary general meeting.</del></p> <p><del>(2) Should the board of directors agree to convene an extraordinary general meeting or a class meeting, a notice for convening such meeting shall be issued within 5 days after the board of directors has adopted a resolution. Prior approval for making amendment to the original proposal contained in the notice shall be obtained from the original proposer.</del></p> <p><del>(3) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the independent directors, it shall state its reasons and issue an announcement of the same.</del></p>

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<p>(4) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the supervisory committee, or not provide any reply within 10 days upon receipt of the said request, the board of directors is deemed to be unable to perform or failed to perform its duties in respect of convening such meeting. The supervisory committee may convene and preside over the meeting by itself. The procedures for convening such meeting shall be identical to those employed by the board of directors for convening a shareholders’ general meeting as far as practicable.</p>	<p><del>(4) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the supervisory committee, or not provide any reply within 10 days upon receipt of the said request, the board of directors is deemed to be unable to perform or failed to perform its duties in respect of convening such meeting. The supervisory committee may convene and preside over the meeting by itself. The procedures for convening such meeting shall be identical to those employed by the board of directors for convening a shareholders’ general meeting as far as practicable.</del></p>
<p>(5) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the shareholders, or not provide any reply within 10 days upon receipt of the said request, the shareholders shall propose to the supervisory committee in writing to convene an extraordinary general meeting or a class meeting. Should the supervisory committee agree to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening a shareholder’s general meeting or a class meeting within 5 days of receiving the said request. Prior approval for making amendment to the original proposal contained in the notice shall be obtained from the original proposer. Should the supervisory committee not issue a notice for the shareholders’ general meetings or a class meeting within the stipulated period,</p>	<p><del>(5) Should the board of directors not agree to convene an extraordinary general meeting or a class meeting as proposed by the shareholders, or not provide any reply within 10 days upon receipt of the said request, the shareholders shall propose to the supervisory committee in writing to convene an extraordinary general meeting or a class meeting. Should the supervisory committee agree to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening a shareholder’s general meeting or a class meeting within 5 days of receiving the said request. Prior approval for making amendment to the original proposal contained in the notice shall be obtained from the original proposer. Should the supervisory committee not issue a notice for the shareholders’ general meetings or a class</del></p>

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<p>the supervisory committee shall be deemed to not convene and preside over such meeting and shareholders who separately or jointly hold 10% or more of the Company’s shares for a consecutive 90 days or more may convene and preside over the said meeting. (Prior to the announcement of the resolutions adopted at the shareholders’ general meeting, the shares held by the convening shareholders shall not be less than 10% of the total number of shares). The procedures for convening such meetings shall be identical to those employed by the board of directors for convening a shareholders’ general meeting as far as practicable.</p> <p>Should the supervisory committee or the shareholders convene and hold a meeting pursuant to the rules above, they shall inform the board of directors in writing, and submit their applications to the relevant supervisory departments in accordance with the applicable rules. The board of directors and the secretary to the board of directors shall provide assistance in connection with the meeting. The board of directors shall provide the share register. The Company shall bear all reasonable costs incurred by the meeting. The costs incurred shall be deducted from the amount owed by the Company to such directors who have committed negligence of duties.</p>	<p><del>meeting within the stipulated period, the supervisory committee shall be deemed to not convene and preside over such meeting and shareholders who separately or jointly hold 10% or more of the Company’s shares for a consecutive 90 days or more may convene and preside over the said meeting. (Prior to the announcement of the resolutions adopted at the shareholders’ general meeting, the shares held by the convening shareholders shall not be less than 10% of the total number of shares). The procedures for convening such meetings shall be identical to those employed by the board of directors for convening a shareholders’ general meeting as far as practicable.</del></p> <p><del>Should the supervisory committee or the shareholders convene and hold a meeting pursuant to the rules above, they shall inform the board of directors in writing, and submit their applications to the relevant supervisory departments in accordance with the applicable rules. The board of directors and the secretary to the board of directors shall provide assistance in connection with the meeting. The board of directors shall provide the share register. The Company shall bear all reasonable costs incurred by the meeting. The costs incurred shall be deducted from the amount owed by the Company to such directors who have committed negligence of duties.</del></p>
<p>Article 92 The Chairman of the board of directors shall preside over and chair every shareholders’ general meeting. If the</p>	<p><del>Article 92 The Chairman of the board of directors shall preside over and chair every shareholders’ general meeting. If the</del></p>



<p align="center"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p align="center"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Chairman is unable to or does not perform his/her duties, the vice-chairman of the board of directors shall preside over and chair the meeting. If the vice-chairman of the board of directors is unable to or does not perform his/her duties, a director jointly elected by more than half of the number of Directors shall preside over and chair the meeting. If the director jointly elected by more than half of the number of Directors is unable to preside over and chair the meeting, then shareholders present at the meeting may elect one (1) person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p> <p>A shareholders’ general meeting convened by the supervisory committee on their own shall be presided by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to or does not perform his/her duties, a supervisor jointly elected by more than half of the number of supervisors shall preside over the said meeting.</p> <p>Where the shareholders’ general meeting is convened by the shareholders on their own, the convener shall elect a representative to preside over the meeting.</p> <p>When convening a shareholders’ general meeting, should the person presiding over</p>	<p><del>Chairman is unable to or does not perform his/her duties, the vice chairman of the board of directors shall preside over and chair the meeting. If the vice chairman of the board of directors is unable to or does not perform his/her duties, a director jointly elected by more than half of the number of Directors shall preside over and chair the meeting. If the director jointly elected by more than half of the number of Directors is unable to preside over and chair the meeting, then shareholders present at the meeting may elect one (1) person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</del></p> <p><del>A shareholders’ general meeting convened by the supervisory committee on their own shall be presided by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to or does not perform his/her duties, a supervisor jointly elected by more than half of the number of supervisors shall preside over the said meeting.</del></p> <p><del>Where the shareholders’ general meeting is convened by the shareholders on their own, the convener shall elect a representative to preside over the meeting.</del></p> <p><del>When convening a shareholders’ general meeting, should the person presiding over</del></p>

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<p>the meeting violates the rules and procedures, resulting that the shareholders’ general meeting becomes unable to proceed, a person may, subject to the consent of more than half of the number of shareholders with voting rights attending the meeting at the scene, be elected at the shareholders’ general meeting to act as the person presiding the shareholders’ general meeting such that the meeting may be continued.</p>	<p><del>the meeting violates the rules and procedures, resulting that the shareholders’ general meeting becomes unable to proceed, a person may, subject to the consent of more than half of the number of shareholders with voting rights attending the meeting at the scene, be elected at the shareholders’ general meeting to act as the person presiding the shareholders’ general meeting such that the meeting may be continued.</del></p>
<p>Article 93 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book. The Company shall make a public announcement on the resolutions of the shareholders’ general meeting in accordance with the applicable laws and the relevant provisions stipulated by the stock exchange(s) on which the shares of the Company are listed and traded.</p>	<p><del>Article 93</del><b>Article 92</b> <del>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book.</del> The Company shall make a public announcement on the resolutions of the shareholders’ general meeting in accordance with the applicable laws and the relevant provisions stipulated by the stock exchange(s) on which the shares of the Company are listed and traded.</p>
<p>Article 95 If votes are counted at a shareholders’ general meeting, the result of the count shall be recorded in the minute book.</p> <p>The Company secretary shall make the record of the shareholders’ general meeting, which shall be signed by the person presiding the meeting (chairman of the meeting), directors, supervisors, board secretary and convenor attending the meeting or their representatives.</p> <p>Resolutions adopted by a shareholders’</p>	<p><del>Article 95</del><b>Article 94</b> If votes are counted at a shareholders’ general meeting, the result of the count shall be recorded in the minute book.</p> <p><b><u>The convenor shall ensure that the particulars included in the record of the meeting are true, accurate and complete.</u></b> The Company secretary shall make the record of the shareholders’ general meeting, which shall be signed by the person presiding the meeting (chairman of the meeting), directors, supervisors, board secretary and convenor attending the meeting or their</p>

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<p>general meeting shall be included in the minutes of the meeting. The record and minutes of the meeting shall be in Chinese. Such record and minutes, shareholders’ attendance lists and proxy forms shall be kept at the Company’s place of residence for a period of not less than 10 years.</p>	<p>representatives.</p> <p>Resolutions adopted by a shareholders’ general meeting shall be included in the <del>minutes</del> <b>record</b> of the meeting. The record <del>and minutes</del> of the meeting shall be in Chinese. Such record <del>and minutes</del>, shareholders’ attendance lists and proxy forms shall be kept at the Company’s place of residence for a period of not less than 10 years.</p>
<p>CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS</p>	<p><del>CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS</del></p>
<p>Article 97 Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.</p>	<p><del>Article 97 Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.</del></p>
<p>Article 98 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting convened in accordance with Article 100 to Article 104 of these Articles of Association.</p>	<p><del>Article 98 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting convened in accordance with Article 100 to Article 104 of these Articles of Association.</del></p>
<p>Article 99 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:</p> <p>(1) to increase or decrease the number of shares of that class, or to increase or</p>	<p><del>Article 99 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:</del></p> <p><del>(1) to increase or decrease the number of shares of that class, or to increase or</del></p>

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<p>decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;</p> <p>(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;</p> <p>(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;</p> <p>(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p> <p>(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;</p> <p>(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;</p> <p>(7) to create a new class of shares having voting or equity rights or privileges equal or superior to those of the shares of that class;</p> <p>(8) to restrict the transfer or ownership of</p>	<p><del>decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;</del></p> <p><del>(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;</del></p> <p><del>(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;</del></p> <p><del>(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</del></p> <p><del>(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;</del></p> <p><del>(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;</del></p> <p><del>(7) to create a new class of shares having voting or equity rights or privileges equal or superior to those of the shares of that class;</del></p> <p><del>(8) to restrict the transfer or ownership of</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shares of that class or to increase the types of restrictions attaching thereto;</p> <p>(9) to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;</p> <p>(10) to increase the rights or privileges of shares of another class;</p> <p>(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;</p> <p>(12) to vary or abrogate the provisions of this Chapter.</p>	<p><del>shares of that class or to increase the types of restrictions attaching thereto;</del></p> <p><del>(9) to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;</del></p> <p><del>(10) to increase the rights or privileges of shares of another class;</del></p> <p><del>(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;</del></p> <p><del>(12) to vary or abrogate the provisions of this Chapter.</del></p>
<p>Article 100 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders’ general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of the preceding article, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“ (An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <p>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 30, a</p>	<p><del>Article 100 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders’ general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of the preceding article, but interested shareholder(s) shall not be entitled to vote at such class meetings.</del></p> <p><del>“ (An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</del></p> <p><del>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 30, a</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>“controlling shareholder” within the meaning of Article 60;</p> <p>(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 30, a holder of the shares to which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</p>	<p><del>“controlling shareholder” within the meaning of Article 60;</del></p> <p><del>(2) in the case of a repurchase of shares by an off market agreement pursuant to Article 30, a holder of the shares to which the proposed agreement relates;</del></p> <p><del>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</del></p>
<p>Article 101 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 100 of these Articles of Association, are entitled to vote thereat.</p> <p>Where any shareholder is, under the applicable rules governing the listing of securities as amended from time to time, required to abstain from voting in connection with any particular resolution at a particular class meeting, or is restricted to vote only for or only against any particular resolution at a particular class meeting, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p><del>Article 101 Resolutions of a class of shareholders shall be passed by votes representing more than two thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 100 of these Articles of Association, are entitled to vote thereat.</del></p> <p><del>Where any shareholder is, under the applicable rules governing the listing of securities as amended from time to time, required to abstain from voting in connection with any particular resolution at a particular class meeting, or is restricted to vote only for or only against any particular resolution at a particular class meeting, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 102 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p> <p>The quorum of any class meeting (except for the adjournment), which is proposed to vary the rights of the above-mentioned class of shareholders, shall at least be one third of the total issued shares of the above-mentioned class.</p>	<p><del>Article 102 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty five (45) days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</del></p> <p><del>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</del></p> <p><del>The quorum of any class meeting (except for the adjournment), which is proposed to vary the rights of the above mentioned class of shareholders, shall at least be one third of the total issued shares of the above mentioned class.</del></p>
<p>Article 103 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p>	<p><del>Article 103 Notice of class meetings need only be served on shareholders entitled to vote thereat.</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders’ general meetings. The provisions of the Articles of Association relating to the manner for the conduct of shareholders’ general meetings are also applicable to class meetings.</p>	<p><del>Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders’ general meetings. The provisions of the Articles of Association relating to the manner for the conduct of shareholders’ general meetings are also applicable to class meetings.</del></p>
<p>Article 104 Apart from the holders of other classes of shares, the holders of the A Shares and holders of Overseas-Listed Foreign Shares shall be deemed to be holders of different classes of shares. Holders of Overseas-Listed Foreign Shares shall be deemed to be holders of the same class of shares.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued A Shares and Overseas-Listed Foreign Shares;</p> <p>(2) where the Company’s plan to issue A Shares and Overseas-Listed Foreign Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the authority in charge of securities under the State Council.</p>	<p><del>Article 104 Apart from the holders of other classes of shares, the holders of the A Shares and holders of Overseas-Listed Foreign Shares shall be deemed to be holders of different classes of shares. Holders of Overseas-Listed Foreign Shares shall be deemed to be holders of the same class of shares.</del></p> <p><del>The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</del></p> <p><del>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued A Shares and Overseas-Listed Foreign Shares;</del></p> <p><del>(2) where the Company’s plan to issue A Shares and Overseas-Listed Foreign Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the authority in charge of securities under the State Council.</del></p>
<p>CHAPTER 10: THE PARTY COMMITTEE</p>	<p><del>CHAPTER 10</del> <b>CHAPTER 9</b>: THE PARTY COMMITTEE</p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 106 The Party Committee of the Company shall play a leading role, set the right direction, keep in mind the big picture, promote the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. Decisions relating to major operation and management matters shall be made in accordance with relevant regulations by the board of directors or the management after the pre-study and discussion by the Party Committee.....</p>	<p><del>Article 106</del> <u>Article 97</u> The Party Committee of the Company shall play a leading role, set the right direction, keep in mind the big picture, <del>promote</del> <u>ensure</u> the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. Decisions relating to major operation and management matters shall be made in accordance with relevant regulations by the board of directors or the management after the pre-study and discussion by the Party Committee.....</p>
<p>CHAPTER 11: BOARD OF DIRECTORS</p>	<p>CHAPTER <del>11</del><u>10</u>: BOARD OF DIRECTORS</p>
<p>Article 108 The Company shall have a board of directors. The board of directors shall consist of 7 to 13 directors, at least half of which shall be outside directors (those who do not assume any position within the Company), and of which at least 1/3 of the overall directors shall be independent directors (meaning directors who are independent from the Company’s shareholders and do not hold offices within the Company). At least one independent director shall have appropriate professional qualification, or expertise in accounting or related financial management; the board of directors shall have one (1) employee representative director.</p> <p>The board of directors shall have one (1) Chairman and one (1) Deputy Chairman.</p>	<p><del>Article 108</del> <u>Article 99</u> The Company shall have a board of directors. The board of directors shall consist of 7 to 13 directors, at least half of which shall be outside directors (those who do not assume any position within the Company), and of which at least 1/3 of the overall directors shall be independent directors (<del>meaning directors who are independent from the Company’s shareholders and do not hold offices within the Company</del>). At least one independent director shall have appropriate professional qualification, or expertise in accounting or related financial management; the board of directors shall have one (1) employee representative director.</p> <p>The board of directors shall have one (1) Chairman and one (1) Deputy Chairman.</p> <p><b><u>An independent director refers to a director who does not hold any position other than a director in the Company and</u></b></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><b><u>has no direct or indirect interest relationship with the Company, its substantial shareholders and actual controllers, or any other relationship that may affect his independent and objective judgment.</u></b></p>
<p>Article 110 The following procedures shall be carried out prior to the election of the non-independent directors:</p> <p>(1) The nominator of a candidate for the non-independent directors shall seek the consent of such candidate prior to nomination and shall have a full understanding towards the profession, education, job position, detailed working experience and all other positions held concurrently as well as preparing written materials containing the said information to the Company. Candidates shall undertake to the Company in writing that they have agreed to accept the nomination and that all disclosed information relating to them are true and complete and shall guarantee that they will conscientiously perform the director’s responsibilities after being elected.</p> <p>(2) If the nomination of a candidate for the non-independent directors is taken place before the board meeting of the Company was convened and if the applicable law, regulations and/or the relevant listing rules contain relevant provisions, the written materials concerning the nominee set out in sub- paragraph (1) of this Article shall be publicly announced together with the</p>	<p><del>Article 110</del> <b>Article 101</b> The following procedures shall be carried out prior to the election of the non-independent directors:</p> <p>(1) The nominator of a candidate for the non-independent directors shall seek the consent of such candidate prior to nomination and shall have a full understanding towards the profession, education, job position, detailed working experience and all other positions held concurrently as well as preparing written materials containing the said information to the Company. Candidates shall undertake to the Company in writing that they have agreed to accept the nomination and that all disclosed information relating to them are true and complete and shall guarantee that they will conscientiously perform the director’s responsibilities after being elected.</p> <p>(2) If the nomination of a candidate for the non-independent directors is taken place before the board meeting of the Company was convened and if the applicable laws, regulations, <b><u>other regulatory documents</u></b> and/or the relevant <b><u>regulatory authorities of the jurisdictions where the shares are listed and the</u></b> listing rules contain relevant provisions, the written materials concerning</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>resolutions of the board meeting in accordance with such provisions....</p>	<p>the nominee set out in sub-paragraph (1) of this Article shall be publicly announced together with the resolutions of the board meeting in accordance with such provisions. ...</p>
<p>Article 114 The board of directors is responsible to the shareholders’ general meeting for formulating strategies, making decisions and preventing risks and shall exercise the following duties and powers in accordance with statutory procedures and the Articles of Association:</p> <p>(1) to be responsible for the convening of the shareholders’ general meeting and to report on its work to the shareholders in general meetings;</p> <p>(2) to implement the resolutions passed by the shareholders in general meetings;</p> <p>(3) to determine the Company’s business plans and investment proposals;</p> <p>(4) to formulate the Company’s preliminary and final annual financial budgets;</p> <p>(5) to formulate the Company’s profit distribution proposal and loss recovery proposal;</p> <p>(6) to formulate proposals for the increase or reduction of the Company’s registered capital and for the issuance of the Company’s debentures;</p>	<p><del>Article 114</del><b>Article 105</b> The board of directors is responsible to the shareholders’ general meeting for formulating strategies, making decisions and preventing risks and shall exercise the following duties and powers in accordance with statutory procedures and the Articles of Association:</p> <p>(1) to be responsible for the convening of the shareholders’ general meeting and to report on its work to the shareholders in general meetings;</p> <p>(2) to implement the resolutions passed by the shareholders in general meetings;</p> <p>(3) to determine the Company’s business plans and investment proposals;</p> <p>(4) to formulate the Company’s preliminary and final annual financial budgets;</p> <p>(5) to formulate the Company’s profit distribution proposal and loss recovery proposal;</p> <p>(6) to formulate proposals for the increase or reduction of the Company’s registered capital and for the issuance of the Company’s debentures;</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(7) to draw up the Company’s proposals for the merger, division, dissolution or change of the form of the Company;</p> <p>(8) to decide on other issues relating to the provision of guarantee in favor of a third party other than those must be approved at a shareholders’ general meeting pursuant to the laws, administrative regulations and these Articles of Association;</p> <p>(9) to decide on the external investments, purchase and sale of assets, creation of mortgage over assets, entrusted asset management, connected transactions and other matters within the scope of authorization conferred by the shareholders’ general meeting;</p> <p>(10) to decide on the Company’s internal management structure;</p> <p>(11) to appoint or dismiss the president of the Company, secretary to the board of directors, conduct appraisal on their performance and determine remunerations; and to appoint or dismiss, with reference to the nomination by the president, the vice presidents, chief accountant, chief pilot, general legal counsel and other senior officers, conduct appraisal on their performance and determine remunerations;</p> <p>(12) to formulate the basic management structure of the Company;</p>	<p>(7) to draw up the Company’s proposals for the merger, division, dissolution or change of the form of the Company;</p> <p>(8) to decide on other issues relating to the provision of guarantee in favor of a third party other than those must be approved at a shareholders’ general meeting pursuant to the laws, <del>administrative</del> regulations, <b><u>other regulatory documents</u></b> and these Articles of Association;</p> <p>(9) to decide on the external investments, purchase and sale of assets, creation of mortgage over assets, entrusted asset management, connected transactions, <b><u>external donations</u></b> and other matters within the scope of authorization conferred by the shareholders’ general meeting;</p> <p>(10) to decide on the Company’s internal management structure;</p> <p>(11) to appoint or dismiss the president of the Company, secretary to the board of directors, conduct appraisal on their performance and determine remunerations; and to appoint or dismiss, with reference to the nomination by the president, the vice presidents, chief accountant, chief pilot, general legal counsel and other senior officers, conduct appraisal on their performance and determine remunerations;</p> <p>(12) to formulate the basic management structure of the Company;</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(13) to manage matters relating to the disclosure of information by the Company;</p> <p>(14) to make recommendations to the shareholders’ general meetings on the appointment or change of the accounting firm which performs the audit work for the Company;</p> <p>(15) to hear from the Company’s president reports on work performed and to inspect the work of the president;</p> <p>(16) to formulate proposals for any amendment of the Company’s Articles of Association;</p> <p>(17) to determine the risk management system, the internal control system and the legal compliance management system of the Company, and monitor the relevant systems and their implementation;</p> <p>(18) to guide, inspect and assess the internal audit works and approve the annual audit plan and important audit reports pursuant to laws;</p> <p>(19) to promote the development of corporate governance and supervise the legality of the operation of the management;</p> <p>(20) to exercise any other powers conferred by the shareholders in general meetings and these Articles of Associations.</p>	<p>(13) to manage matters relating to the disclosure of information by the Company;</p> <p>(14) to make recommendations to the shareholders’ general meetings on the appointment or change of the accounting firm which performs the audit work for the Company;</p> <p>(15) to hear from the Company’s president reports on work performed and to inspect the work of the president;</p> <p>(16) to formulate proposals for any amendment of the Company’s Articles of Association;</p> <p>(17) to determine the risk management system, the internal control system and the legal compliance management system of the Company, and monitor the relevant systems and their implementation;</p> <p>(18) to guide, inspect and assess the internal audit works and approve the annual audit plan and important audit reports pursuant to laws;</p> <p>(19) to promote the development of corporate governance and supervise the legality of the operation of the management;</p> <p>(20) to exercise any other powers <b><u>stipulated by laws, regulations, other regulatory documents and these Articles of Association and</u></b> conferred by the</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors (amongst which resolution on matters referred to in sub-paragraph (8) shall require the affirmative vote of more than two-thirds of the directors present at the board meeting) with the exception of resolutions on matters referred to in sub-paragraphs (6), (7) and (16) which shall require the affirmative vote of more than two-thirds of all the directors.</p> <p>If any director is connected with the enterprises that are involved in the matters to be resolved by the board meetings, he shall not exercise his voting rights for such matters, nor shall he exercise voting rights on behalf of other directors. Such board meetings shall be convened by a majority of the directors present thereat who are not connected. Resolutions made by the board meetings shall be passed by a majority of the directors that are not connected. The aforementioned matters that must be passed by two-thirds or more of the directors shall be passed by votes of two-thirds or more of the directors that are not connected. If the number of non-connected directors attending the board meetings falls short of three, such matters shall be submitted to the shareholders' general meeting of the Company for approval.</p>	<p><del>shareholders in general meetings and these Articles of Association.</del></p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors (amongst which resolution on matters referred to in sub-paragraph (8) shall require the affirmative vote of more than two-thirds of the directors present at the board meeting) with the exception of resolutions on matters referred to in sub-paragraphs (6), (7) and (16) which shall require the affirmative vote of more than two-thirds of all the directors.</p> <p>If any director is connected with the enterprises that are involved in the matters to be resolved by the board meetings, he shall not exercise his voting rights for such matters, nor shall he exercise voting rights on behalf of other directors. Such board meetings shall be convened by a majority of the directors present thereat who are not connected. Resolutions made by the board meetings shall be passed by a majority of the directors that are not connected. The aforementioned matters that must be passed by two-thirds or more of the directors shall be passed by votes of two-thirds or more of the directors that are not connected. If the number of non-connected directors attending the board meetings falls short of three, such matters shall be submitted to the shareholders' general meeting of the</p>

<p align="center"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p align="center"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Resolutions made by the board of directors on the Company’s connected transactions shall come into effect only after they are signed by the independent directors.</p>	<p>Company for approval.</p> <p>Resolutions made by the board of directors on the Company’s connected transactions shall come into effect only after they are signed by the independent directors.</p>
<p>Article 117 Unless otherwise provided for in the laws, regulations and/or the relevant listing rules, the board of directors shall, within the scope of authority as conferred by the shareholders’ general meeting, have the right to decide on an investment (including risk investment) or acquisition project. For any major investment or acquisition project which is beyond the limits of authority of the board of directors to examine and approve thereof, the board of directors shall organize the relevant experts and professionals to conduct an evaluation thereof and report the same to the shareholders’ general meeting for approval.</p>	<p><del>Article 117</del> <b>Article 108</b> Unless otherwise provided for in the laws, regulations, <b><u>other regulatory documents</u></b> and/or <b><u>the relevant requirements of regulatory authorities of the jurisdictions where the shares are listed and</u></b> the <del>relevant</del> listing rules, the board of directors shall, within the scope of authority as conferred by the shareholders’ general meeting, have the right to decide on an investment (including risk investment) or acquisition project. For any major investment or acquisition project which is beyond the limits of authority of the board of directors to examine and approve thereof, the board of directors shall organize the relevant experts and professionals to conduct an evaluation thereof and report the same to the shareholders’ general meeting for approval.</p>
<p>Article 118 The board of directors may establish the strategy and investment committee, the audit and risk management committee (the supervision committee), the nomination and remuneration committee, the aviation safety committee and other special committees. The members’ composition, duties and responsibilities, and procedures of each special committee of the board of directors are specifically determined according to the terms of reference of each</p>	<p><del>Article 118</del> <b>Article 109</b> The board of directors may establish the strategy and investment committee, the audit and risk management committee (the supervision committee), the nomination <b><u>committee, and</u></b> <b><u>the remuneration and appraisal</u></b> committee, the aviation safety committee and other special committees. The members’ composition, duties and responsibilities, and procedures of each special committee of the board of directors are specifically determined according to the terms of reference of each</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>special committee, which are drawn up by the board of directors.</p>	<p>special committee, which are drawn up by the board of directors.</p>
<p>Article 123 A board of directors meeting shall only be convened if a majority of the number of the board members are present (including any directors appointed pursuant to Article 120 of these Articles of Association to attend the meeting as the representatives of other directors). Each director has one vote. Any resolution requires the affirmative votes of more than half of all the board of directors in order to be passed. In the case of equal division of votes, the Chairman of the board of directors is entitled to a casting vote.</p>	<p><del>Article 123</del> <b>Article 114</b> A board of directors meeting shall only be convened if a majority of the number of the board members are present (including any directors appointed pursuant to <del>Article 120</del> <b>Article 115</b> of these Articles of Association to attend the meeting as the representatives of other directors). Each director has one vote. Any resolution requires the affirmative votes of more than half of all the board of directors in order to be passed. <del>In the case of equal division of votes, the Chairman of the board of directors is entitled to a casting vote.</del></p>
<p>Article 124 Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the board meeting on his behalf. The power of attorney shall set out the names of the proxies, the matters to be dealt with by the agents, the scope of the authorization and the effective term thereof. The powers of attorney shall be signed or sealed by the principals.</p> <p>A Director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his</p>	<p><del>Article 124</del> <b>Article 115</b> Directors shall attend the meetings of the board of directors in person. Where a <del>director</del> is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the board meeting on his behalf. The power of attorney shall set out the names of the proxies, the matters to be dealt with by the agents, the scope of the authorization and the effective term thereof. The powers of attorney shall be signed or sealed by the principals.</p> <p>A Director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his</p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p>Directors shall be deemed to be failed to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the shareholders’ general meeting for the removal of such directors.</p> <p>Expenses incurred by a director for attending a meeting of the board of directors shall be paid by the Company. These expenses include the costs of transportation between the premises of the director and the venue of the meeting in different cities and accommodation expenses during the meeting. Rent of the meeting place, local transportation costs and other reasonable out-of-pocket expenses shall be paid by the Company.</p>	<p>behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p><del>Directors shall be deemed to be failed to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the shareholders’ general meeting for the removal of such directors.</del></p> <p>Expenses incurred by a director for attending a meeting of the board of directors shall be paid by the Company. These expenses include the costs of transportation between the premises of the director and the venue of the meeting in different cities and accommodation expenses during the meeting. Rent of the meeting place, local transportation costs and other reasonable out-of-pocket expenses shall be paid by the Company.</p>
<p>Article 125 The board of directors may accept a written resolution in lieu of a board meeting provided that a draft of such written resolution shall be delivered to each director in person, by mail, by telegram or by facsimile. If the board of directors has delivered such proposed written resolution to all the directors and the directors who signed and approved such resolution have reached the required quorum, and the same have been delivered to the secretary of the board of directors, then such resolution shall take effect as a resolution of the board</p>	<p><del>Article 125</del> <b>Article 116</b> The board of directors may accept a written resolution in lieu of a board meeting provided that a draft of such written resolution shall be delivered to each director in person, by mail, by telegram <del>or</del>, by facsimile <b>or by email</b>. If the board of directors has delivered such proposed written resolution to all the directors and the directors who signed and approved such resolution have reached the required quorum, and the same have been delivered to the secretary of the board of directors, then such resolution shall take</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>meeting, without having to hold a board meeting.</p>	<p>effect as a resolution of the board meeting, without having to hold a board meeting.</p>
<p>Article 127 Where a written resolution is reached in the absence of the statutory procedures but has been signed by the directors, even if each director has expressed his/her view in different ways, such resolution of the board meeting shall have no legal effect.</p> <p>If a resolution of the meeting of the board of directors violates the laws, administrative regulations or the Company’s Articles of Association, the directors who participated in the passing of such resolution shall be directly liable therefor. However, if it can be proven that a director had expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. A director who abstained from voting or was absence from the meeting without appointing a proxy to attend on his or her behalf may not be released from such liability. A director who had expressly objected to the resolution during discussion but had not clearly vote against such motion may not be released from such liability.</p>	<p><del>Article 127</del> <b>Article 118</b> Where a written resolution is reached in the absence of the statutory procedures but has been signed by the directors, even if each director has expressed his/her view in different ways, such resolution of the board meeting shall have no legal effect.</p> <p>If a resolution of the meeting of the board of directors violates the laws, <del>administrative</del> regulations, <b><u>other regulatory documents</u></b>, <del>or</del> the Company’s Articles of Association <b><u>and resolutions of shareholders’ general meetings</u></b>, the directors who participated in the passing of such resolution shall be directly liable therefor. However, if it can be proven that a director had expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. A director who abstained from voting or was absence from the meeting without appointing a proxy to attend on his or her behalf may not be released from such liability. A director who had expressly objected to the resolution during discussion but had not clearly vote against such motion may not be released from such liability.</p>
<p>Article 129 A director may resign prior to the expiration of his term of office. If a director resigns from his office, he shall submit a written report of his resignation to the board of directors. Independent directors</p>	<p><del>Article 129</del> <b>Article 120</b> A director may resign prior to the expiration of his term of office. If a director resigns from his office, he shall submit a written report of his resignation to the board of directors.</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shall provide an explanation on the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the attention of the shareholders and creditors of the Company.</p> <p>If the resignation of a director will result in the board of directors of the Company having less than the statutory minimum number of directors, then such director’s report of resignation shall only become effective after a new independent director has been appointed to fill the vacancy so caused by his resignation. The Company shall convene an ad hoc meeting or employee representative meeting as soon as possible to elect a director to fill up the vacancy arising from the resignation of the director. Before a decision is made at the shareholders’ general meeting or the employee representative meeting regarding the election of the director, the functions and powers of the resigning director and the remaining board of director shall be restricted to a reasonable extent.</p> <p>If the resignation of an independent director will result in the board of directors of the Company having less than the minimum required proportion of independent directors as required by the relevant regulatory authority, then such independent director’s report of resignation shall only become effective after a new independent director has been appointed to fill the vacancy so caused by his resignation.</p>	<p>Independent directors shall provide an explanation on the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the attention of the shareholders and creditors of the Company.</p> <p>If the resignation of a director will result in the board of directors of the Company having less than the statutory minimum number of directors, then such director’s report of resignation shall only become effective after a new independent director has been appointed to fill the vacancy so caused by his resignation. The Company shall convene an ad hoc meeting or employee representative meeting as soon as possible to elect a director to fill up the vacancy arising from the resignation of the director. Before a decision is made at the shareholders’ general meeting or the employee representative meeting regarding the election of the director, the functions and powers of the resigning director and the remaining board of director shall be restricted to a reasonable extent.</p> <p>If the resignation of an independent director will result in the board of directors of the Company <u>or its special committees</u> having less than the minimum required proportion of independent directors as required by the relevant <del>regulatory authority</del> <u>laws and regulations or the Articles of Association</u> <u>or result in lack of accounting professionals among the independent</u></p>

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<p>Other than conditions aforementioned, the resignation of director shall be effective upon the delivery of its resignation report to the board of directors.</p>	<p><b>directors</b>, then such independent director’s report of resignation shall only become effective after a new independent director has been appointed to fill the vacancy so caused by his resignation.</p> <p>Other than conditions aforementioned, the resignation of director shall be effective upon the delivery of its resignation report to the board of directors.</p>
<p>CHAPTER 12: INDEPENDENT DIRECTORS</p>	<p><del>CHAPTER 12</del> <b>CHAPTER 11:</b> INDEPENDENT DIRECTORS</p>
<p>Article 130 Candidates for the independent directors shall be nominated by the board of directors, supervisory committee or shareholder(s) holding, whether alone or together, one percent (1%) or more of the total amount of voting shares in the Company and elected at shareholders’ general meeting.</p> <p>(1) The nominator of a candidate for the independent directors shall seek the consent of such candidate prior to nomination and shall have a full understanding towards the profession, education, job position, detailed working experience and all other positions held concurrently as well as preparing written materials containing the said information to the Company. Candidates shall undertake to the Company in writing that they have agreed to accept the nomination and that all disclosed information relating to them are true and complete and shall guarantee that they will conscientiously perform the director’s</p>	<p><del>Article 130</del><b>Article 121</b> Candidates for the independent directors shall be nominated by the board of directors, supervisory committee or shareholder(s) holding, whether alone or together, one percent (1%) or more of the total amount of voting shares in the Company and elected at shareholders’ general meeting. <b><u>The investor protection institution established according to laws may publicly request the shareholders to entrust it to exercise the right to nominate independent directors on their behalf.</u></b></p> <p>(1) The nominator of a candidate for the independent directors shall seek the consent of such candidate prior to nomination and shall have a full understanding towards the profession, education, job position, detailed working experience and all other positions held concurrently, <b><u>and whether there is any gross dishonesty or other adverse records</u></b> as well as preparing written materials containing the said information to the</p>

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<p>responsibilities when elected.</p>	<p>Company. Candidates shall undertake to the Company in writing that they have agreed to accept the nomination and that all disclosed information relating to them are true and complete and shall guarantee that they will conscientiously perform the director’s responsibilities when elected.</p> <p>(2) The nominator shall provide his opinion in connection with the qualification and independency of such nominees for acting as an independent director. If the applicable <u>laws, regulations, other regulatory documents</u> and/or the relevant listing rules contain the relevant provisions, the nominee shall make a public statement in accordance with such provisions that there does not exist any relationship between himself and the Company which may influence his independent objective judgement.</p> <p>(3) If the nomination of a candidate for the independent directors is taken place before the board meeting of the Company is convened and if the applicable <u>laws, regulations, other regulatory documents</u> and/or the relevant listing rules contain the relevant provisions, the written materials concerning the nominee set out in subparagraphs (1) and (2) of this Article shall be publicly announced together with the resolutions of the board meeting in accordance with such provisions.</p> <p>(4) If a shareholder holding, alone or together, more than 3% of the voting right</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(2) The nominator shall provide his opinion in connection with the qualification and independency of such nominees for acting as an independent director. If the applicable law, regulations and/or the relevant listing rules contain the relevant provisions, the nominee shall make a public statement in accordance with such provisions that there does not exist any relationship between himself and the Company which may influence his independent objective judgement.</p> <p>(3) If the nomination of a candidate for the independent directors is taken place before the board meeting of the Company is convened and if the applicable law, regulations and/or the relevant listing rules contain the relevant provisions, the written materials concerning the nominee set out in sub- paragraphs (1) and (2) of this Article shall be publicly announced together with the resolutions of the board meeting in accordance with such provisions.</p> <p>(4) If a shareholder holding, alone or together, more than 3% of the voting right of the Company or the supervisory committee proposes an ex tempore motion on the election of non-independent directors, the written notice specifying the intention to propose a person for election as a director and the willingness of the nominee to accept nomination together with the written materials and undertakings containing such particulars of the nominee as set out in sub-</p>	<p>of the Company or the supervisory committee proposes an ex tempore motion on the election of non-independent directors, the written notice specifying the intention to propose a person for election as a director and the willingness of the nominee to accept nomination together with the written materials and undertakings containing such particulars of the nominee as set out in sub-paragraphs (1) and (2) of this Article shall be despatched to the Company within ten (10) days prior to the shareholders’ general meeting.</p> <p>(5) Before a general meeting of shareholders is convened to elect independent directors, if the applicable laws, regulations, <b>other regulatory documents</b> and/or the relevant listing rules contain the relevant provisions, the Company shall in accordance with such provisions submit relevant materials regarding all nominees to the authority in charge of securities of the State Council and/or its local residence office and the stock exchanges on which the Company’s shares are listed. If the board of directors of the Company objects to the qualifications of the nominees, a written opinion of the board of directors in connection therewith shall also be submitted at the same time. If the authority in charge of securities of the State Council has an objection to a nominee, such nominee shall not qualified to be a candidate for election as an independent director. When convening a shareholders’ general meeting to elect independent directors, the board of</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>paragraphs (1) and (2) of this Article shall be despatched to the Company within ten (10) days prior to the shareholders’ general meeting.</p> <p>(5) Before a general meeting of shareholders is convened to elect independent directors, if the applicable law, regulations and/or the relevant listing rules contain the relevant provisions, the Company shall in accordance with such provisions submit relevant materials regarding all nominees to the authority in charge of securities of the State Council and/or its local residence office and the stock exchanges on which the Company’s shares are listed. If the board of directors of the Company objects to the qualifications of the nominees, a written opinion of the board of directors in connection therewith shall also be submitted at the same time. If the authority in charge of securities of the State Council has an objection to a nominee, such nominee shall not qualified to be a candidate for election as an independent director. When convening a shareholders’ general meeting to elect independent directors, the board of directors of the Company shall explain whether or not the authority in charge of securities of the State Council had any objection to any of the candidates for independent directors.</p>	<p>directors of the Company shall explain whether or not the authority in charge of securities of the State Council had any objection to any of the candidates for independent directors.</p>
<p>Article 131 A person acting as an independent director shall fulfil the following basic requirements:</p> <p>(1) he or she shall possess the qualifications</p>	<p><del>Article 131</del> <b>Article 122</b> A person acting as an independent director shall fulfil the following basic requirements:</p> <p>(1) he or she shall possess the qualifications</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>to act as the director of the Company in accordance the relevant laws, administrative regulations and other relevant regulations;</p> <p>(2) he or she conforms with independence required by the relevant laws, administrative regulations, department rules and regulations and the listing rules;</p> <p>(3) he or she possesses the basic knowledge of operation of a listed company and is familiar with relevant laws and administrative regulations as well as rules and regulations (including but not limited to the accounting principles);</p> <p>(4) he or she shall have not less than 5 years experience in law, economics or other working experience necessary for performing duties of an independent director;</p> <p>(5) he or she shall fulfil other conditions as provided for in these Articles of Association.</p>	<p>to act as the director of the Company in accordance the relevant <b><u>requirements of</u></b> laws, <del>administrative</del> regulations and other <del>relevant regulations</del> <b><u>regulatory documents</u></b>;</p> <p>(2) he or she conforms with independence required by the relevant laws, <del>administrative</del> regulations, <del>department rules and regulations</del> <b><u>other regulatory documents</u></b> and the listing rules;</p> <p>(3) he or she possesses the basic knowledge of operation of a listed company and is familiar with relevant laws and administrative regulations as well as rules and regulations (including but not limited to the accounting principles);</p> <p>(4) he or she shall have not less than 5 years experience in law, <b><u>accounting</u></b>, economics or other working experience necessary for performing duties of an independent director;</p> <p>(5) <b><u>he or she shall have good character traits and shall not have any gross dishonesty or other adverse records</u></b>;</p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><b>(6)</b> he or she shall fulfil other conditions as provided for in these Articles of Association.</p>
<p>Article 132 Independent directors shall have independence. Unless otherwise required by the relevant laws, administrative regulations and/or the relevant listing rules, none of the following persons shall act as independent directors:</p> <p>(1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, parents-in-law, sons or daughters-in-law, spouses of their siblings and siblings of their spouses etc.);</p> <p>(2) natural person shareholders as well as their direct family members who directly or indirectly hold not less than one percent (1%) of the issued shares of the Company or who are ranked as the top ten shareholders of the Company;</p> <p>(3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than five percent (5%) of the shares of the Company in issue or which are ranked as the top five shareholders of the Company;</p> <p>(4) persons who have satisfied the conditions stated in the above three subparagraphs within the most recent year;</p>	<p><del>Article 132</del> <b>Article 123</b> Independent directors shall have independence. Unless otherwise required by the relevant laws, <del>administrative</del> <b>regulations, other regulatory documents</b> and/or the relevant listing rules, none of the following persons shall act as independent directors:</p> <p>(1) persons working in the Company or its subsidiaries, as well as their direct family members or major social relations (in which direct family members refer to their spouses, parents and children etc.; and major social relations refer to siblings, parents-in-law, sons or daughters-in-law, spouses of their siblings and siblings of their spouses etc.);</p> <p>(2) natural person shareholders as well as their direct family members who directly or indirectly hold not less than one percent (1%) of the issued shares of the Company or who are ranked as the top ten shareholders of the Company;</p> <p>(3) persons as well as their direct family members who work in entities which are such shareholders of the Company directly or indirectly holding not less than five percent (5%) of the shares of the Company in issue or which are ranked as the top five shareholders of the Company;</p> <p>(4) <del>persons who have satisfied the conditions stated in the above three subparagraphs</del></p>

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<p>(5) persons who provide financial, legal and consultation services and otherwise to the Company or its subsidiaries;</p> <p>(6) persons who are determined by the authority in charge of securities to be unqualified to act as independent directors.</p>	<p><del>within the most recent year;</del><b><u>persons as well as their direct family members who work in the subsidiary of the Company’s controlling shareholder and actual controller;</u></b></p> <p><del>(5) persons who provide financial, legal and consultation services and otherwise to the Company or its subsidiaries;</del><b><u>persons who have material business transactions with the Company and its controlling shareholders, actual controllers or their respective subsidiaries, or persons who hold positions in such entities and their controlling shareholders or actual controllers that have material business transactions with the same;</u></b></p> <p><b><u>(6) persons who provide financial, legal, consulting, recommendation and other services for the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all personnel of the project team, reviewers at all levels, personnel signing the report, partners, directors, senior officers and principal responsible persons of the intermediary institutions providing services;</u></b></p> <p><b><u>(7) persons who have satisfied the conditions stated in sub-paragraph (1) to sub-paragraph (6) in the last 12 months;</u></b></p> <p><del>(6)</del> <b><u>(8)</u></b> persons who are determined by the authority in charge of securities to be</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p>unqualified to act as independent directors.</p> <p><b><u>The subsidiaries of the controlling shareholders and actual controllers of the Company mentioned in preceding subparagraphs (4) to (6) do not include the enterprises controlled by the same state-owned assets management institution as the Company and not forming a connected relationship with the Company according to relevant regulations.</u></b></p> <p><b><u>Independent directors shall conduct self-examination on their independence every year and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of the independent directors in office and issue special opinions every year, which shall be disclosed together with the annual report.</u></b></p>
<p>Article 133 If an independent director fails to attend three consecutive board meetings in person, the board of directors shall propose at the shareholders’ general meeting that such independent director should be removed. Except for circumstances described above, the circumstances as provided for in the third paragraph of Article 124 of these Articles of Association and those set out in the Company Law that a person is unqualified to act as a director, an independent director shall not be removed without cause from his office before the expiration of his term of office. Where an independent director is removed from office</p>	<p><del>Article 133</del> <b>Article 124</b> If an independent director fails to attend <del>three</del> <b>two</b> consecutive board meetings in person <b>and to appoint other independent directors to attend on his/her behalf</b>, the board of directors shall propose at the shareholders’ general meeting that such independent director should be removed. <del>Except for circumstances described above, the circumstances as provided for in the third paragraph of Article 124 of these Articles of Association and those set out in the Company Law that a person is unqualified to act as a director, an independent director shall not be removed without cause from his office before the</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>prior to the expiration of his/her term of office, the Company shall make special disclosure in relation thereto. The removed independent director may make a public statement if he believes that he has been improperly removed from his office.</p>	<p><del>expiration of his term of office.</del> Where an independent director is removed from office prior to the expiration of his/her term of office <b><u>by the Company through statutory procedures</u></b>, the Company shall make special disclosure <del>in relation thereto</del>. The removed independent director may make a public statement if he believes that he has been improperly removed from his office.</p>
	<p><b><u>Article 125 Independent directors shall perform the following duties:</u></b></p> <p><b><u>(1) to participate in the decision-making of the board of directors and express clear opinions on the matters discussed;</u></b></p> <p><b><u>(2) to supervise the potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior officers in accordance with the relevant provisions of the Measures for the Administration of Independent Directors of Listed Companies, so as to ensure that the decisions of the board of directors are in line with the overall interests of the Company and protect the legitimate rights and interests of minority shareholders;</u></b></p> <p><b><u>(3) to provide professional and objective suggestions on the operation and development of the Company, and promote the improvement of the decision-making level of the board of directors;</u></b></p>

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	<p><b><u>(4) other duties as stipulated by laws, regulations and the Articles of Association.</u></b></p>
<p>Article 134 Apart from such powers as conferred on a director under the Company Law and other relevant laws and regulations and the Articles of Association, an independent director shall also have the following special functions and powers:</p> <p>(1) with respect to the material connected transactions (as determined based on the standards promulgated from time to time by the competent regulatory departments) and the appointment or removal of an accounting firm that are subject to be considered at a shareholders’ general meeting in accordance with the laws, regulations and/or the relevant listing rules, if the applicable law, regulations and/or relevant listing rules contain the relevant provisions, the transactions and appointment and removal set out above shall be endorsed by not less than one-half (1/2) of the independent directors before submitting to the board of directors for discussion. None of the resolution reached by the board of directors with respect to the connected transactions entered into by the Company shall become effective unless such resolution is signed by the independent directors. Prior to making a judgment, the independent directors may appoint an intermediary to issue an independent financial adviser’s report as a basis of their judgment; (2) He or she may give recommendations to the board of directors as to the engagement, or</p>	<p><del>Article 134</del> <b>Article 126</b> Apart from such powers as conferred on a director under the Company Law and other relevant laws, <del>and</del> <b><u>regulations, other regulatory documents</u></b> and the Articles of Association, an independent director shall also have the following special functions and powers:</p> <p>(1) <del>with respect to the material connected transactions (as determined based on the standards promulgated from time to time by the competent regulatory departments) and the appointment or removal of an accounting firm that are subject to be considered at a shareholders’ general meeting in accordance with the laws, regulations and/or the relevant listing rules, if the applicable law, regulations and/or relevant listing rules contain the relevant provisions, the transactions and appointment and removal set out above shall be endorsed by not less than one half (1/2) of the independent directors before submitting to the board of directors for discussion. None of the resolution reached by the board of directors with respect to the connected transactions entered into by the Company shall become effective unless such resolution is signed by the independent directors. Prior to making a judgment, the independent directors may appoint an intermediary to issue an independent financial adviser’s report as a basis of their judgment.</del> <b><u>to independently engage an intermediary to audit, consult</u></b></p>

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<p>termination of the engagement, of an accounting firm; (3) He or she may propose to the board of directors to convene an extraordinary general meeting; (4) He or she may propose to convene a board meeting; (5) He or she may engage external auditors or advisers independently; (6) He or she may solicit votes from shareholders prior to the shareholders’ general meeting; (7) He or she may directly report the relevant issues to the shareholders’ general meeting, the authority in charge of securities of the State Council and other relevant departments.</p> <p>An independent director shall obtain the consent from not less than one-half (1/2) of all independent directors for exercising their functions and powers in the case of exercising his/her functions as described in sub-paragraphs (2), (3), (4), (6) and (7) of this Article set out above, and the unanimous consent from all independent directors in the case of exercising his/her functions as described in sub-paragraph (5) of this Article as set out above.</p>	<p><b><u>on or verify specific matters of the Company;</u></b></p> <p>(2) <del>He or she may give recommendations to the board of directors as to the engagement, or termination of the engagement, of an accounting firm;</del> <b><u>to propose to the board of directors to convene an extraordinary general meeting;</u></b></p> <p>(3) <del>He or she may propose to the board of directors to convene an extraordinary general meeting;</del> (4) <del>He or she may</del> <b><u>to</u></b> propose to convene a board meeting;</p> <p><b><u>(4) to publicly solicit shareholders’ rights from shareholders according to laws;</u></b></p> <p>(5) <del>He or she may engage external auditors or advisers independently;</del> <b><u>to express independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;</u></b></p> <p>(6) <del>He or she may solicit votes from shareholders prior to the shareholders’ general meeting;</del> <b><u>other functions and powers as stipulated by laws, regulations and the Articles of Association.</u></b></p> <p>(7) <del>He or she may directly report the relevant issues to the shareholders’ general meeting, the authority in charge of securities of the State Council and other relevant departments.</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><del>An independent director shall obtain the consent from not less than one half (1/2) of all independent directors for exercising their functions and powers in the case of exercising his/her functions as described in sub-paragraphs (2), (3), (4), (6) and (7) of this Article set out above, and the unanimous consent from all independent directors in the case of exercising his/her functions as described in sub-paragraph (5) of this Article as set out above.</del></p> <p><b><u>An independent director shall obtain the consent from more than half of all independent directors in the case of exercising his/her functions as described in preceding sub-paragraphs (1) to (3).</u></b></p> <p><b><u>If an independent director exercises the functions and powers as described in the sub-paragraph (1) of this Article, the Company shall timely disclose the same. If the aforesaid functions and powers cannot be normally exercised, the Company shall disclose the specific circumstances and reasons.</u></b></p>
<p>Article 135 Apart from the duties set forth above, independent directors shall also express their independent opinion on the following major matters to the board of directors or at a shareholders’ general meeting:</p>	<p><del>Article 135</del> <b>Article 127</b> <del>Apart from the duties set forth above, independent directors shall also express their independent opinion on the following major matters to the board of directors or at a shareholders’ general meeting:</del></p>

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<p>(1) nomination or removal of directors;</p> <p>(2) appointment or removal of senior officers;</p> <p>(3) the remuneration of directors and senior officers;</p> <p>(4) matters which the independent directors believe may impair the rights and interests of minority shareholders;</p> <p>(5) material financial transactions between the Company and its shareholders, de facto controlling person or their affiliates;</p> <p>(6) profit distribution plan proposed to the board of directors of the Company for their review and consideration;</p> <p>(7) failure of the board of directors of the Company to produce proposal in connection with profit distribution in cash;</p> <p>(8) other matters provided for by the applicable laws and regulations, departmental rules or the articles of association of the Company.</p> <p>Independent directors shall give one of the following opinions in relation to the above matters: agree; qualified opinion and reasons therefore; oppose and reasons therefore; unable to form an opinion and the impediments to doing so.</p>	<p><del>(1) nomination or removal of directors;</del></p> <p><del>(2) appointment or removal of senior officers;</del></p> <p><del>(3) the remuneration of directors and senior officers;</del></p> <p><del>(4) matters which the independent directors believe may impair the rights and interests of minority shareholders;</del></p> <p><del>(5) material financial transactions between the Company and its shareholders, de facto controlling person or their affiliates;</del></p> <p><del>(6) profit distribution plan proposed to the board of directors of the Company for their review and consideration;</del></p> <p><del>(7) failure of the board of directors of the Company to produce proposal in connection with profit distribution in cash;</del></p> <p><del>(8) other matters provided for by the applicable laws and regulations, departmental rules or the articles of association of the Company.</del></p> <p><del>Independent directors shall give one of the following opinions in relation to the above matters: agree; qualified opinion and reasons therefore; oppose and reasons therefore; unable to form an opinion and the impediments to doing so.</del> <b>The following matters shall be submitted to the board</b></p>



<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><b><u>of directors for consideration after being approved by more than half of all independent directors:</u></b></p> <p><b><u>(1) connected transactions that should be disclosed;</u></b></p> <p><b><u>(2) changes in or waivers of commitments by the Company and related parties;</u></b></p> <p><b><u>(3) the decisions made and measures taken by the board of directors of the acquired company in connection with the acquisition;</u></b></p> <p><b><u>(4) other matters as stipulated by laws, regulations and the Articles of Association.</u></b></p>
	<p><b><u>Article 128 The independent directors shall hold special meetings on a regular or irregular basis, and the matters as described in sub-paragraphs (1) to (3) of paragraph 1 of Article 126 and Article 127 of these Articles of Association shall be considered at special meetings of independent directors.</u></b></p> <p><b><u>The special meeting of independent directors may study and discuss other matters of the Company as required.</u></b></p> <p><b><u>The special meeting of independent directors shall be convened and presided over by an independent director jointly recommended by more than half of the independent directors; if the convener does not perform his duties or is unable</u></b></p>

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	<p><b><u>to perform his duties, two or more independent directors may convene the meeting and elect a representative to preside over the meeting on their own.</u></b></p> <p><b><u>The Company shall provide convenience and support for the convening of special meetings of independent directors.</u></b></p>
<p>CHAPTER 13: SECRETARY OF THE BOARD OF DIRECTORS</p>	<p><del>CHAPTER 13</del> <b>CHAPTER 12:</b> SECRETARY OF THE BOARD OF DIRECTORS</p>
<p>Article 138 The secretary of the Company’s board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors.</p> <p>The main tasks and duties of the secretary of the board of directors include:</p> <p>...</p> <p>(10) other duties as stipulated by laws, administrative regulations, rules and the listing rules of the jurisdictions in which the shares of the Company are listed and other regulatory documents and the Articles of Association.</p>	<p><del>Article 138</del> <b>Article 131</b> The secretary of the Company’s board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors.</p> <p>The main tasks and duties of the secretary of the board of directors include:</p> <p>...</p> <p>(10) other duties as stipulated by laws, <del>administrative regulations, rules and the listing rules of the jurisdictions in which the shares of the Company are listed and other regulatory documents</del>, <b><u>other regulatory documents (including the listing rules)</u></b> and the Articles of Association.</p>
<p>CHAPTER 14: PRESIDENT</p>	<p><del>CHAPTER 14</del> <b>CHAPTER 13:</b> PRESIDENT</p>
<p>Article 145 In performing their duties and powers, the president, vice presidents, chief accountant, chief pilot, general legal counsel and other senior officers shall act honestly and diligently in accordance with laws,</p>	<p><del>Article 145</del> <b>Article 138</b> In performing their duties and powers, the president, vice presidents, chief accountant, chief pilot, general legal counsel and other senior officers shall act honestly and diligently in</p>

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<p>administrative regulations and the Articles of Association.</p>	<p>accordance with laws, <del>administrative</del> regulations, <b><u>other regulatory documents</u></b> and the Articles of Association.</p>
<p>CHAPTER 15: SUPERVISORY COMMITTEE</p>	<p><del>CHAPTER 15</del> <b>CHAPTER 14:</b> SUPERVISORY COMMITTEE</p>
<p>Article 147 The supervisory committee shall compose of five (5) supervisors. The number of outside supervisor (hereinafter meaning supervisors who do not hold office in the Company) shall account for one half or more of the total number of supervisory committee members. The number of supervisors representing employees shall not be less than one-third (1/3) of the total number of supervisors. The supervisory committee shall have one (1) chairman. Each supervisor shall serve for a term of 3 years, which term is renewable upon reelection and re-appointment.</p> <p>The election or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two-thirds or more of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall organise the implementation of the duties of the supervisory committee.</p>	<p><del>Article 147</del><b>Article 140</b> The supervisory committee shall compose of five (5) supervisors. The number of outside supervisor (hereinafter meaning supervisors who do not hold office in the Company) shall account for one half or more of the total number of supervisory committee members. The number of supervisors representing employees shall not be less than one-third (1/3) of the total number of supervisors. The supervisory committee shall have one (1) chairman <b><u>who shall be elected by more than half of the number of supervisors.</u></b> Each supervisor shall serve for a term of 3 years, which term is renewable upon reelection and re-appointment.</p> <p><del>The election or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two-thirds or more of the members of the supervisory committee.</del></p> <p>The chairman of the supervisory committee shall organise the implementation of the duties of the supervisory committee.</p>
<p>Article 150 The cumulative voting method may be adopted for voting the resolution to elect supervisors (excluding supervisors acted by staff representatives) at the</p>	<p><del>Article 150</del><b>Article 143</b> The cumulative voting method <del>may</del><b>shall</b> be adopted for voting the resolution to elect supervisors (excluding supervisors acted by staff</p>

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<p>shareholders’ general meeting of the Company. Namely, for the election of more than two supervisors at the shareholders’ general meeting, each share held by the shareholders participating in the voting shall carry the voting right equal to the total number of supervisors to be elected. The shareholders can either cast all the votes to elect one person or cast the votes to elect several persons.</p>	<p>representatives) at the shareholders’ general meeting of the Company. Namely, for the election of more than two supervisors at the shareholders’ general meeting, each share held by the shareholders participating in the voting shall carry the voting right equal to the total number of supervisors to be elected. The shareholders can either cast all the votes to elect one person or cast the votes to elect several persons.</p>
<p>Article 156 Resolutions of the supervisory committee shall be passed by the affirmative vote of two-thirds or more of all of its members.</p>	<p><del>Article 156</del> <b>Article 149</b> Resolutions of the supervisory committee shall be passed by <b>more than half of the number of supervisors</b> <del>the affirmative vote of two-thirds or more of all of its members.</del></p>
<p>CHAPTER 16: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, PRESIDENT, VICE PRESIDENTS AND OTHER SENIOR OFFICERS OF THE COMPANY</p>	<p><del>CHAPTER 16</del> <b>CHAPTER 15:</b> THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, PRESIDENT, VICE PRESIDENTS AND OTHER SENIOR OFFICERS OF THE COMPANY</p>
<p>Article 162 The validity of an act carried out by a director, the president, vice presidents, financial controller or other senior officers of the Company on behalf of the Company as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.</p>	<p><del>Article 162 The validity of an act carried out by a director, the president, vice presidents, financial controller or other senior officers of the Company on behalf of the Company as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.</del></p>
<p>Article 163 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company’s directors, supervisors, president, vice presidents and other senior officers owes a duty to each shareholder, in</p>	<p><del>Article 163 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company’s directors, supervisors, president, vice presidents and other senior officers owes a duty to each shareholder, in</del></p>

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<p>the exercise of the functions and powers entrusted to him by the Company:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business licence;</p> <p>(2) to act honestly and in the best interests of the Company;</p> <p>(3) not to deprive the Company of its assets property in any way, including (but not limited to) any opportunities which benefit the Company;</p> <p>(4) not to deprive shareholders of the individual rights of, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Articles of Association.</p>	<p><del>the exercise of the functions and powers entrusted to him by the Company:</del></p> <p><del>(1) not to cause the Company to exceed the scope of business stipulated in its business licence;</del></p> <p><del>(2) to act honestly and in the best interests of the Company;</del></p> <p><del>(3) not to deprive the Company of its assets property in any way, including (but not limited to) any opportunities which benefit the Company;</del></p> <p><del>(4) not to deprive shareholders of the individual rights of, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Articles of Association.</del></p>
<p>Article 164 Each of the Company’s directors, supervisors, president, vice presidents and other senior officers owes a duty, in the exercise of his powers or in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, including but not limited to compliance with the standards of the professional ethics and code of conduct formulated by the Company.</p>	<p><del>Article 164 Each of the Company’s directors, supervisors, president, vice presidents and other senior officers owes a duty, in the exercise of his powers or in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, including but not limited to compliance with the standards of the professional ethics and code of conduct formulated by the Company.</del></p>

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<p>Article 165 Each of the Company’s directors, supervisors, president, vice presidents and other senior officers shall exercise his powers or perform his duties in accordance with the fiduciary principle; and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to act within the scope of his powers and not to exceed such powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) unless otherwise provided for in the Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p>	<p><del>Article 165</del> <b><u>Article 155</u></b> <b><u>The directors of the Company shall comply with the laws, administrative regulations and these Articles of Association, and shall have the following loyalty obligations to the Company:</u></b></p> <p><b><u>(1) not to take advantage of his authority to accept bribes or other illegal income, and not to misappropriate the property of the Company;</u></b></p> <p><b><u>(2) not to misappropriate the funds of the Company;</u></b></p> <p><b><u>(3) not to open an account in his own name or in the name of any other individual to deposit the assets or funds of the Company;</u></b></p> <p><b><u>(4) not to lend the Company’s funds to others or provide guarantees for others with the Company’s property in violation of the provisions of these Articles of Association and without the consent of the shareholders’ general meetings or the board of directors;</u></b></p> <p><b><u>(5) not to enter into contracts or conduct transactions with the Company in violation of the provisions of these Articles of Association or without the consent of the shareholders’ general meeting;</u></b></p> <p><b><u>(6) without the consent of the shareholders’ general meeting, not to</u></b></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(6) not to use the Company’s property for his own benefit, without the informed consent of the shareholders given in a general meeting;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or misappropriate the Company’s property in any way, including (but not limited to) opportunities which benefit the Company;</p> <p>(8) not to accept commissions in connection with the Company’s transactions, without the informed consent of the shareholders given in a general meeting;</p> <p>(9) to comply with the Company’s Articles of Association, to perform his official duties faithfully, to protect the Company’s interests and not to exploit his position and power in the Company to advance his own interests;</p> <p>(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</p> <p>(11) not to misappropriate the Company’s funds, not to use the Company’s assets to set up deposit accounts in his own name or in any other name, and not to lend the funds of the Company to other party or to use the assets of the Company to guarantee the debts of a third party unless with the full knowledge and consent of the shareholders given at a shareholders’ general meetings or of the board of directors;</p>	<p><b><u>take advantage of his authority to seek for himself or others business opportunities that should belong to the Company, or to engage in business of the same kind as that of the Company for himself or others;</u></b></p> <p><b><u>(7) not to accept commissions from transactions with the Company for his own benefit;</u></b></p> <p><b><u>(8) not to disclose the secrets of the Company without authorization;</u></b></p> <p><b><u>(9) not to damage the interests of the Company by taking advantage of its connected relationship;</u></b></p> <p><b><u>(10) other loyalty obligations stipulated by laws, administrative regulations, departmental rules and these Articles of Association.</u></b></p> <p><b><u>The income obtained by a director in violation of the provisions of this Article shall belong to the Company; If any loss is caused to the Company, he/she shall be liable for compensation. Each of the Company’s directors, supervisors, president, vice presidents and other senior officers shall exercise his powers or perform his duties in accordance with the fiduciary principle; and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</u></b></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(12) not to release any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company’s benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>(i) disclosure is required by the law;</p> <p>(ii) in the public interests;</p> <p>(iii) in the interests of the relevant director, supervisor, president, vice presidents or other senior officer.</p> <p>Gains derived by the directors, the president, the vice president and other senior management personnel in violation of this Article shall be vested in the Company. The said officers shall be liable for damages should their actions cause losses to the Company.</p>	<p><del>(1) to act honestly in the best interests of the Company;</del></p> <p><del>(2) to act within the scope of his powers and not to exceed such powers;</del></p> <p><del>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion;</del></p> <p><del>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</del></p> <p><del>(5) unless otherwise provided for in the Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</del></p> <p><del>(6) not to use the Company’s property for his own benefit, without the informed consent of the shareholders given in a general meeting;</del></p> <p><del>(7) not to exploit his position to accept bribes or other illegal income or misappropriate the Company’s property in any way, including (but not limited to) opportunities which benefit the Company;</del></p>



<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><del>(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;</del></p> <p><del>(9) to comply with the Company's Articles of Association, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;</del></p> <p><del>(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</del></p> <p><del>(11) not to misappropriate the Company's funds, not to use the Company's assets to set up deposit accounts in his own name or in any other name, and not to lend the funds of the Company to other party or to use the assets of the Company to guarantee the debts of a third party unless with the full knowledge and consent of the shareholders given at a shareholders' general meetings or of the board of directors;</del></p> <p><del>(12) not to release any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><del>(i) disclosure is required by the law;</del></p> <p><del>(ii) in the public interests;</del></p> <p><del>(iii) in the interests of the relevant director, supervisor, president, vice presidents or other senior officer.</del></p> <p><del>Gains derived by the directors, the president, the vice president and other senior management personnel in violation of this Article shall be vested in the Company. The said officers shall be liable for damages should their actions cause losses to the Company.</del></p>
	<p><b><u>Article 156 Directors shall abide by laws, administrative regulations and these Articles of Association, and shall have the following diligence obligations to the Company:</u></b></p> <p><b><u>(1) to exercise the rights granted by the Company cautiously, conscientiously and diligently to ensure that the business activities of the Company comply with the requirements of national laws, administrative regulations and various national economic policies, and that the business activities do not exceed the business scope specified in the business license;</u></b></p> <p><b><u>(2) to treat all shareholders fairly;</u></b></p> <p><b><u>(3) to keep abreast of the business operation and management status of the Company;</u></b></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u>(4) to sign a written confirmation opinion on the periodic report of the Company. Ensure that the information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) to provide the board of supervisors with relevant information and materials truthfully, and not to hinder the board of supervisors or supervisors from exercising their powers;</u></p> <p><u>(6) other diligence obligations stipulated by laws, administrative regulations, departmental rules and these Articles of Association.</u></p>
	<p><u>Article 157 Directors shall be deemed to be failed to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint other directors to attend board meetings on their behalf. The board of directors shall propose at the shareholders’ general meeting for the removal of such directors.</u></p>
	<p><u>Article 158 The provisions in Article 155 on the loyalty obligation of directors and in sub-paragraphs (4), (5) and (6) of Article 156 on the diligence obligation shall also apply to senior officers.</u></p>
	<p><u>Article 159 Supervisors shall abide by laws, administrative regulations and these Articles of Association, and shall have the obligations of loyalty and diligence to the Company. Supervisors shall neither accept bribes or other illegal income by taking</u></p>

<p align="center"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p align="center"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><b><u>advantage of their authority, nor shall they misappropriate the property of the Company.</u></b></p>
<p>Article 166 Should the directors, the supervisors, the president, the vice president and other senior management personnel be requested to attend a shareholders’ general meeting as non-voting attendees, such directors, supervisors, president, vice president and other senior management personnel shall attend the same as non-voting attendees and provide response and explanations to the interrogations and suggestion raised by the shareholders.</p> <p>Directors, supervisors, presidents, vice presidents and other senior management personnel shall inform the supervisory committee of the relevant status and provide the same with the relevant information in accordance with the facts and shall not preclude the supervisory committee from exercising its functions and powers.</p>	<p><del>Article 166</del> <b><u>Article 160</u></b> <del>Should the directors, the supervisors, the president, the vice president and other senior management personnel be requested to attend a shareholders’ general meeting as non-voting attendees, such directors, supervisors,</del> <b><u>All directors, supervisors and the secretary of the board of directors of the Company shall attend the shareholders’ general meeting when the meeting is convened,</u></b> <del>and</del> president, vice president and other senior management personnel shall attend the same as non-voting attendees and provide response and explanations to the interrogations and suggestion raised by the shareholders.</p> <p>Directors, supervisors, presidents, vice presidents and other senior management personnel shall inform the supervisory committee of the relevant status and provide the same with the relevant information in accordance with the facts and shall not preclude the supervisory committee from exercising its functions and powers.</p>
<p>Article 167 Each director, supervisor, president, vice presidents and other senior officer of the Company shall not direct the following persons or institutions (“associates”) to act in a manner which he is prohibited from so acting:</p>	<p><del>Article 167</del> <del>Each director, supervisor, president, vice presidents and other senior officer of the Company shall not direct the following persons or institutions (“associates”) to act in a manner which he is prohibited from so acting:</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(1) the spouse or minor child of the director, supervisor, president, vice presidents or other senior officer;</p> <p>(2) the trustee of the director, supervisor, president, vice presidents or other senior officer or of any person described in subparagraph (1) above;</p> <p>(3) the partner of that director, supervisor, president, vice presidents or other senior officer or any person referred to in subparagraphs (1) and (2) of this Article;</p> <p>(4) a company in which that director, supervisor, president, vice presidents or other senior officer, whether alone or jointly with any person referred to in subparagraphs (1), (2) and (3) of this Article and other directors, supervisors, president and other senior officers, has de facto controlling interest;</p> <p>(5) the directors, supervisors, president, vice presidents and other senior officers of a company which is being controlled in the manner set out in subparagraph (4) above.</p>	<p><del>(1) the spouse or minor child of the director, supervisor, president, vice presidents or other senior officer;</del></p> <p><del>(2) the trustee of the director, supervisor, president, vice presidents or other senior officer or of any person described in subparagraph (1) above;</del></p> <p><del>(3) the partner of that director, supervisor, president, vice presidents or other senior officer or any person referred to in subparagraphs (1) and (2) of this Article;</del></p> <p><del>(4) a company in which that director, supervisor, president, vice presidents or other senior officer, whether alone or jointly with any person referred to in subparagraphs (1), (2) and (3) of this Article and other directors, supervisors, president and other senior officers, has de facto controlling interest;</del></p> <p><del>(5) the directors, supervisors, president, vice presidents and other senior officers of a company which is being controlled in the manner set out in subparagraph (4) above.</del></p>
<p>Article 170 Subject to Article 59 hereof, a director, supervisor, president, vice president or other senior officer of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.</p>	<p><del>Article 170 Subject to Article 59 hereof, a director, supervisor, president, vice president or other senior officer of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.</del></p>
<p>Article 171 Where a director, supervisor, president, vice president or other senior officer of the Company is in any way,</p>	<p><del>Article 171</del> <b>Article 163</b> <del>Where a director, supervisor, president, vice president or other senior officer of the Company is in any way,</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.</p>	<p><del>directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.</del></p>
<p>Subject to the exceptions provided by these Articles of Association, a director shall not vote at the relevant meeting of the board of directors in respect of any contract, transaction or arrangement in which he, or his connected persons (as defined in the applicable listing rules as amended from time to time), are materially interested and he shall not be counted as part of the quorum of such meeting.</p>	<p>Subject to the exceptions provided by these Articles of Association, a director shall not vote at the relevant meeting of the board of directors in respect of any contract, transaction or arrangement in which he, or his connected persons (as defined in the applicable listing rules as amended from time to time), are materially interested and he shall not be counted as part of the quorum of such meeting.</p>
<p>Unless an interested director, supervisor, president, vice president or other senior officer discloses his interests in accordance with the first sub-paragraph of this Article and he is not counted as part of the quorum and refrains from voting, such transaction is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, president, vice president or other senior officer.</p>	<p><del>Unless an interested director, supervisor, president, vice president or other senior officer discloses his interests in accordance with the first sub-paragraph of this Article and he is not counted as part of the quorum and refrains from voting, such transaction is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, president, vice president or other senior officer.</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>A director, supervisor, president, vice president or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>	<p><del>A director, supervisor, president, vice president or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</del></p>
<p>Article 172 Where a director, supervisor, president, vice president or other senior officer of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.</p>	<p><del>Article 172 Where a director, supervisor, president, vice president or other senior officer of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.</del></p>
<p>Article 173 The Company shall not pay taxes for or on behalf of a director, supervisor, president, vice president or other senior officer in any manner.</p>	<p><del>Article 173 The Company shall not pay taxes for or on behalf of a director, supervisor, president, vice president or other senior officer in any manner.</del></p>
<p>Article 174 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, president, vice president or other senior officer of the Company or of the Company’s holding company or any of their respective associates.</p>	<p><del>Article 174 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, president, vice president or other senior officer of the Company or of the Company’s holding company or any of their respective associates.</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>The foregoing prohibition shall not apply to the following circumstances:</p> <p>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiary:</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to any of its directors, supervisors, president, vice presidents and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;</p> <p>(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, president, vice president and any other senior officer or his or her respective associates in the ordinary course of its business on normal commercial terms.</p>	<p><del>The foregoing prohibition shall not apply to the following circumstances:</del></p> <p><del>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiary:</del></p> <p><del>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to any of its directors, supervisors, president, vice presidents and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;</del></p> <p><del>(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, president, vice president and any other senior officer or his or her respective associates in the ordinary course of its business on normal commercial terms.</del></p>
<p>Article 175 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.</p>	<p><del>Article 175 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.</del></p>



<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 176 A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 174(1) of these Articles of Association shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(1) the guarantee was provided in connection with a loan which was made to an associate of any of the director, supervisor, president, vice president and any other senior officer of the Company or of the Company’s holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or</p> <p>(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><del>Article 176 A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 174(1) of these Articles of Association shall not be enforceable against the Company, save in respect of the following circumstances:</del></p> <p><del>(1) the guarantee was provided in connection with a loan which was made to an associate of any of the director, supervisor, president, vice president and any other senior officer of the Company or of the Company’s holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or</del></p> <p><del>(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</del></p>
<p>Article 177 For the purposes of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligor’s performance of his obligations.</p>	<p><del>Article 177 For the purposes of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligor’s performance of his obligations.</del></p>
<p>Article 179 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president, vice president or other senior officer of the Company breaches the duties which he owes to the Company, the Company has a right:</p>	<p><del>Article 179 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president, vice president or other senior officer of the Company breaches the duties which he owes to the Company, the Company has a right:</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(1) to demand such director, supervisor, president, vice president or other senior officer to compensate it for losses sustained by the Company as a result of such breach;</p> <p>(2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, president vice president or other senior officer or between the Company and a third party (where such third party knows or should have known that such director, supervisor, president, vice president and other senior officer representing the Company has breached his duties owed to the Company);</p> <p>(3) to demand such director, supervisor, president, vice president or other senior officer to account for profits made as result of the breach of his duties;</p> <p>(4) to recover any monies which should have been received by the Company and which were received by such director, supervisor, president, vice president or other senior officer instead, including (without limitation) commissions; and</p> <p>(5) to demand repayment of interest earned or which may have been earned by such director, supervisor, president, vice president or other senior officer on monies that should have been paid to the Company.</p>	<p><del>(1) to demand such director, supervisor, president, vice president or other senior officer to compensate it for losses sustained by the Company as a result of such breach;</del></p> <p><del>(2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, president vice president or other senior officer or between the Company and a third party (where such third party knows or should have known that such director, supervisor, president, vice president and other senior officer representing the Company has breached his duties owed to the Company);</del></p> <p><del>(3) to demand such director, supervisor, president, vice president or other senior officer to account for profits made as result of the breach of his duties;</del></p> <p><del>(4) to recover any monies which should have been received by the Company and which were received by such director, supervisor, president, vice president or other senior officer instead, including (without limitation) commissions; and</del></p> <p><del>(5) to demand repayment of interest earned or which may have been earned by such director, supervisor, president, vice president or other senior officer on monies that should have been paid to the Company.</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Article 180 The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:</p> <p>(1) emoluments in respect of his service as director, supervisor or senior officer of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(4) payment by way of compensation for loss of office, or in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p>	<p><del>Article 180 The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:</del></p> <p><del>(1) emoluments in respect of his service as director, supervisor or senior officer of the Company;</del></p> <p><del>(2) emoluments in respect of his service as director, supervisor or senior officer of any subsidiary of the Company;</del></p> <p><del>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</del></p> <p><del>(4) payment by way of compensation for loss of office, or in connection with his retirement from office.</del></p> <p><del>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</del></p>
<p>Article 181 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the</p>	<p><del>Article 181 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of this paragraph, a takeover of the Company includes any of the following:</p> <p>(1) an offer made by any person to the general body of shareholders;</p> <p>(2) an offer made by any person with a view to the offeror becoming a “controlling shareholder” within the meaning of Article 60 hereof.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.</p>	<p><del>right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of this paragraph, a takeover of the Company includes any of the following:</del></p> <p><del>(1) an offer made by any person to the general body of shareholders;</del></p> <p><del>(2) an offer made by any person with a view to the offeror becoming a “controlling shareholder” within the meaning of Article 60 hereof.</del></p> <p><del>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.</del></p>
<p>Article 178 Subject to the approval by the shareholders’ general meeting, the Company may take out liability insurance for any director, supervisor, president, vice president and any other senior officer of the Company, except for those liability resulting from the violation of laws, administrative regulations and the Articles of Association by such director, supervisor, president, vice president and other senior officer of the Company.</p>	<p><del>Article 178</del> <b>Article 164</b> Subject to the approval by the shareholders’ general meeting, the Company may take out liability insurance for any director, supervisor, president, vice president and any other senior officer of the Company, except for those liability resulting from the violation of laws, <del>administrative regulations,</del> <b>other regulatory documents</b> and the Articles of Association by such director, supervisor, president, vice president and other senior officer of the Company.</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>CHAPTER 17: FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT</p>	<p><del>CHAPTER 17</del> <b>CHAPTER 16:</b> FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT</p>
<p>Article 201 Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the Peoples' Bank of China during the week prior to the announcement of payment of dividend and other amounts.</p>	<p><del>Article 201</del> <b>Article 184</b> Unless otherwise provided for in relevant laws <del>and administrative,</del> regulations <b><u>and other regulatory documents,</u></b> where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the Peoples' Bank of China during the week prior to the announcement of payment of dividend and other amounts.</p>
<p>CHAPTER 18: APPOINTMENT OF ACCOUNTANCY FIRM</p>	<p><del>CHAPTER 18</del> <b>CHAPTER 17:</b> APPOINTMENT OF ACCOUNTANCY FIRM</p>
<p>Article 206 The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report. Such firm of accountants shall also review the Company's other financial reports, verify the net assets and carry out other businesses such as the relevant consultation services.</p> <p>The first auditors of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Auditors so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting does not exercise</p>	<p><del>Article 206</del> <b>Article 189</b> <b><u>The Company shall engage accountants' firms that complies with the requirements of the Securities Law and the listing rules of the jurisdictions where the shares of the Company are listed, to perform the tasks of auditing accounting statements, verifying the net assets and other relevant consulting services.</u></b></p> <p><del>The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report. Such firm of accountants shall also review the Company's other financial reports, verify the net assets and carry out other businesses such as the relevant consultation services.</del></p>

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<p>the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</p>	<p><del>The first auditors of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Auditors so appointed shall hold office until the conclusion of the first annual general meeting.</del></p> <p><del>If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</del></p>
<p>Article 208 The accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(1) a right to review to the books, records and vouchers of the Company at any time, the right to require the directors, president, vice presidents and other senior officers of the Company to supply relevant information and explanations;</p> <p>(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;</p> <p>(3) a right to attend shareholders’ general meetings and to receive all notices of, and other communications relating to, any shareholders’ general meeting which any shareholder is entitled to receive, and to speak at any shareholders’ general meeting in relation to matters concerning its role as the Company’s accounting firm.</p>	<p><del>Article 208</del><b>Article 191</b> The accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(1) a right to review to the books, records and vouchers of the Company at any time, the right to require the directors, president, vice presidents and other senior officers of the Company to supply relevant information and explanations;</p> <p>(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;</p> <p>(3) <del>a right to attend shareholders’ general meetings and to receive all notices of, and other communications relating to, any shareholders’ general meeting which any shareholder is entitled to receive, and to speak at any shareholders’ general meeting in relation to matters concerning its role as the Company’s accounting firm.</del> <b>a right to</b></p>

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	<p><b><u>attend and speak at any shareholders’ general meeting in relation to matters concerning its role as the Company’s accounting firm.</u></b></p>
<p>Article 209 If there is a vacancy in the position of accountant of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</p>	<p><del>Article 209</del> <b>Article 192</b> If there is a vacancy in the position of accountant of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. <del>Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</del></p>
<p>Article 210 The shareholders in a general meeting may by ordinary resolution remove the Company’s accounting firms before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company’s accountant firm. However, the accounting firm’s right to claim for damages which arise from its removal shall not be affected thereby.</p>	<p><del>Article 210</del> <b>Article 193</b> <del>The shareholders in a general meeting may by ordinary resolution remove the Company’s accounting firms before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company’s accountant firm. However, the accounting firm’s right to claim for damages which arise from its removal shall not be affected thereby.</del></p> <p><b><u>The shareholders in a general meeting shall have the power to remove the Company’s accounting firm by ordinary resolution before the expiration of its term of office.</u></b></p>
<p>Article 211 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting</p>	<p><del>Article 211</del> <b>Article 194</b> The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined <b><u>by way of an ordinary resolution</u></b> by the shareholders in a general meeting. The remuneration of an accounting</p>

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<p>firm appointed by the board of directors shall be determined by the board of directors.</p>	<p>firm appointed by the board of directors shall be determined by the board of directors.</p>
<p>Article 212 The Company’s appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting, and shall file such resolutions with the authority in charge of securities of the State Council for record.</p> <p>Where a general meeting of shareholders is proposed to resolve to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy of an accountant, or to reappoint as the accountant a retiring accounting firm that was appointed by the board of directors to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the</p>	<p><del>Article 212 The Company’s appointment, removal or non reappointment of an accounting firm shall be resolved by the shareholders in a general meeting, and shall file such resolutions with the authority in charge of securities of the State Council for record.</del></p> <p><del>Where a general meeting of shareholders is proposed to resolve to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy of an accountant, or to reappoint as the accountant a retiring accounting firm that was appointed by the board of directors to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply:</del></p> <p><del>(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</del></p> <p><del>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been</del></p>



<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>representations have been received too late) take the following measures:</p> <p>(a) in the notice of the shareholders’ meeting, state the fact of the representations having been made; and</p> <p>(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company’s Articles of Association.</p> <p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub-paragraph (2) above, such accounting firm may require that the representations be read out at the meeting.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend the following shareholders’ general meetings:</p> <p>(a) the general meeting at which its term of office would otherwise have expired;</p> <p>(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(c) the general meeting which convened as a result of its resignation, and to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as former auditor of the Company.</p>	<p><del>received too late) take the following measures:</del></p> <p><del>(a) in the notice of the shareholders’ meeting, state the fact of the representations having been made; and</del></p> <p><del>(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company’s Articles of Association.</del></p> <p><del>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub paragraph (2) above, such accounting firm may require that the representations be read out at the meeting.</del></p> <p><del>(4) An accounting firm which is leaving its post shall be entitled to attend the following shareholders’ general meetings:</del></p> <p><del>(a) the general meeting at which its term of office would otherwise have expired;</del></p> <p><del>(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</del></p> <p><del>(c) the general meeting which convened as a result of its resignation, and to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as former auditor of the Company.</del></p>

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<p>Article 213 Notice should be given ten (10) days in advance to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders’ general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, serve a copy of the notice to the competent governing authority. If the notice contains the statement under the preceding sub-paragraph (2), a copy of such statement shall be made available at the</p>	<p><del>Article 213</del><u>Article 195</u> Notice should be given ten (10) days in advance to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders’ general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p><del>An accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</del></p> <p><del>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</del></p> <p><del>(2) a statement of any such circumstances.</del></p> <p><del>The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, serve a copy of the notice to the competent governing authority. If the notice contains the statement under the preceding sub-paragraph (2), a copy of such statement</del></p>

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<p>Company for shareholders’ inspection. The Company shall also send a copy of such statement by prepaid mail to each holder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders. Notwithstanding the above, provided that the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed are complied with, the abovementioned notice may also be served to the holders of Overseas-Listed Foreign Shares by other means as specified in Article 231 herein.</p> <p>Where the accounting firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p><del>shall be made available at the Company for shareholders’ inspection. The Company shall also send a copy of such statement by prepaid mail to each holder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders. Notwithstanding the above, provided that the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed are complied with, the abovementioned notice may also be served to the holders of Overseas-Listed Foreign Shares by other means as specified in Article 231 herein.</del></p> <p><del>Where the accounting firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</del></p>
<p><b>CHAPTER 19: MERGER AND DEMERGER OF THE COMPANY</b></p>	<p><del>CHAPTER 19</del><b>CHAPTER 18: MERGER AND DEMERGER OF THE COMPANY</b></p>
<p>Article 215 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s merger resolution and shall publish a public notice in a newspaper within</p>	<p><del>Article 215</del><b>Article 197</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s merger resolution and shall publish a public notice in a newspaper within</p>

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<p>thirty (30) days of the date of the Company’s merger resolution.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>thirty (30) days of the date of the Company’s merger resolution.</p> <p><b><u>A creditor has the right, within thirty (30) days upon receipt of the notice, or for those who have not received the notice, within forty-five (45) days from the date of the public announcement, to demand the Company to repay its debts or provide a corresponding guarantee for such debt.</u></b></p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>
<p>CHAPTER 20: DISSOLUTION AND LIQUIDATION</p>	<p><del>CHAPTER 20</del> <b>CHAPTER 19</b>: DISSOLUTION AND LIQUIDATION</p>
<p>Article 218 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>(1) a resolution for dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or demerger of the Company;</p> <p>(3) the Company is legally declared insolvent due to its failure to repay debts as they become due; and</p> <p>(4) the company has its business licence revoked, or is ordered to close up or to have its business cancelled in accordance with the law; or</p>	<p><del>Article 218</del><b>Article 200</b> The Company shall be dissolved <b><u>upon the following reasons</u></b> and liquidated <del>upon the occurrence of any of the following events:</del></p> <p><b><u>(1) the term of operation of the Company prescribed in these Articles of Association has expired, or other causes for dissolution as stipulated in these Articles of Association occur;</u></b></p> <p><del>(1)</del><b>(2)</b> a resolution for dissolution is passed by shareholders at a general meeting;</p> <p><del>(2)</del><b>(3)</b> dissolution is necessary due to a merger or demerger of the Company;</p> <p><del>(3) the Company is legally declared insolvent</del></p>

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<p>(5) If a company has encountered serious difficulties in its operations and management and the company’s continued existence may materially harm the interests of the shareholders, and if the same fails to be resolved by any other means, shareholders holding ten percent or more of the aggregate voting rights of the Company may request a People’s Court to dissolve the company.</p>	<p><del>due to its failure to repay debts as they become due; and</del></p> <p>(4) the company has its business licence revoked, or is ordered to close up or to have its business cancelled in accordance with the law; or</p> <p>(5) If a company has encountered serious difficulties in its operations and management and the company’s continued existence may materially harm the interests of the shareholders, and if the same fails to be resolved by any other means, shareholders holding ten percent or more of the aggregate voting rights of the Company may request a People’s Court to dissolve the <del>company</del> <b>Company</b>.</p>
	<p><b><u>Article 201 Under the circumstances described in sub-paragraph (1) of Article 200 in these Articles of Association, the Company may continue to exist through amendment of these Articles of Association.</u></b></p> <p><b><u>Amendment of these Articles of Association in accordance with the above paragraph shall be passed by no less than two-thirds of the voting rights held by the shareholders present at the general meeting.</u></b></p>
<p>Article 219 A liquidation committee shall be set up within fifteen (15) days of the Company being dissolved pursuant to sub-paragraphs (1), (3), (4) and (5) of the preceding Article, and the composition of</p>	<p><del>Article 219</del><b>Article 202</b> A liquidation committee shall be set up within fifteen (15) days <b><u>commencing from the date on which the events being the grounds for dissolution occurred, in order to start</u></b></p>

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<p>the liquidation committee of the Company shall be determined by an ordinary resolution of shareholders in a general meeting. If the Company fails to set up the liquidation committee within the time limit, the creditors may apply to the People’s Court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p>	<p><del>liquidation process</del> <del>of where</del> the Company <del>is being</del> dissolved pursuant to sub-paragraphs (1), <del>(3)</del><u>(2)</u>, (4) and (5) of <del>the preceding</del> <u>Article 200 in these Articles of Association.</u> <u>The members of the liquidation committee shall be composed of persons decided by directors or decided at shareholders’ general meeting.</u> <del>and the composition of the liquidation committee of the Company shall be determined by an ordinary resolution of shareholders in a general meeting.</del> If the Company fails to set up the liquidation committee within the time limit, the creditors may apply to the People’s Court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p>
<p>Article 220 Where the board of directors proposes to liquidate the Company for any reason other than the Company’s declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders’ general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders in a general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.</p> <p>The liquidation committee shall act in</p>	<p><del>Article 220 Where the board of directors proposes to liquidate the Company for any reason other than the Company’s declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders’ general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</del></p> <p><del>Upon the passing of the resolution by the shareholders in a general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.</del></p> <p><del>The liquidation committee shall act in</del></p>

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<p>accordance with the instructions of the shareholders’ general meeting to make a report at least once every year to the shareholders’ general meeting on the committee’s income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders’ general meeting on completion of the liquidation.</p>	<p><del>accordance with the instructions of the shareholders’ general meeting to make a report at least once every year to the shareholders’ general meeting on the committee’s income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders’ general meeting on completion of the liquidation.</del></p>
<p>Article 221 The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper. The liquidation committee shall not make repayment to creditors during the claims declaration period.</p>	<p><del>Article 221</del><b>Article 203</b> The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper. <b><u>Creditors should, within thirty (30) days upon receipt of the notice, or for those who have not received the notice, within forty-five (45) days from the date of the public announcement, declare their claims to the liquidation committee.</u></b></p> <p><b><u>When declaring claims, creditors shall state relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims.</u></b></p> <p>The liquidation committee shall not make repayment to creditors during the claims declaration period.</p>
<p>Article 225 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial</p>	<p><del>Article 225</del><b>Article 207</b> Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report,<del>a statement of income and expenses received and made during the</del></p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>report, which shall be verified by a Chinese registered accountant and submitted to the shareholders’ general meeting or the relevant governing authority for confirmation. The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>	<p><del>liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders’ general meeting or the relevant governing authority for confirmation. The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph</del> <b>and submit</b> to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>
<p>CHAPTER 21: PROCEDURES FOR AMENDMENT OF THE COMPANY’S ARTICLES OF ASSOCIATION</p>	<p><del>CHAPTER 21</del> <b>CHAPTER 20</b>: PROCEDURES FOR AMENDMENT OF THE COMPANY’S ARTICLES OF ASSOCIATION</p>
<p>Article 226 The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and the Articles of Association.</p>	<p><del>Article 226</del> <b>Article 208</b> The Company may amend its Articles of Association in accordance with the requirements of laws, <del>administrative</del> <b>regulations, other regulatory documents</b> and the Articles of Association.</p>
<p>Article 229 Amendment of the Articles of Association which involve the contents of the Mandatory Provisions of Overseas-Listed Companies’ Articles of Association shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.</p>	<p><del>Article 229 Amendment of the Articles of Association which involve the contents of the Mandatory Provisions of Overseas-Listed Companies’ Articles of Association shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.</del></p>
<p>Article 230 Where amendments of the Articles of Association involve the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law. Matters on amendment to the Articles</p>	<p><del>Article 230</del> <b>Article 211</b> Where amendments of the Articles of Association involve the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law. Matters on amendment to the Articles</p>



<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>of Association shall be publicly disclosed if so required by laws and administrative regulations.</p>	<p>of Association shall be publicly disclosed if so required by laws <del>and administrative</del> regulations <b><u>and the listing rules and regulatory authorities of the jurisdictions where the shares of the Company are listed.</u></b></p>
<p>CHAPTER 22: NOTICES AND PUBLIC ANNOUNCEMENTS</p>	<p><del>CHAPTER 22</del><b>CHAPTER 21</b>: NOTICES AND PUBLIC ANNOUNCEMENTS</p>
<p>Article 231 The Company’s notices (for the purpose of this chapter, the term “Notice” shall include the notice of any meetings, corporate communications or other written materials issued by the Company to its shareholders) may be delivered by the following means: (1) by designated person; (2) by mail; (3) by way of public announcement; (4) by other means as recognised by the securities regulatory authority and stock exchange in the jurisdictions where the shares of the Company are listed or by other means as provided in Articles of Association.</p> <p>The Company’s notices delivered by way of public announcement shall be published in the newspapers designated by the securities regulatory authority and stock exchange of the jurisdictions where the shares of the Company are listed (if any) and/or in other designated media (including websites).</p> <p>As for the methods in which the corporate communications are provided and/or distributed by the Company to holders of Overseas-Listed Foreign Shares as required by Hong Kong Listing Rules, the corporate</p>	<p><del>Article 231</del><b>Article 212</b> The Company’s notices (for the purpose of this chapter, the term “Notice” shall include the notice of any meetings, corporate communications or other written materials issued by the Company to its shareholders) may be delivered by the following means: (1) by designated person; (2) by mail; (3) by way of public announcement; (4) by other means as recognised by the securities regulatory authority and stock exchange in the jurisdictions where the shares of the Company are listed or by other means as provided in Articles of Association.</p> <p>The Company’s notices delivered by way of public announcement shall be published in the newspapers designated by the securities regulatory authority and stock exchange of the jurisdictions where the shares of the Company are listed (if any) and/or in other designated media (including websites).</p> <p>As for the methods in which the corporate communications are provided and/or distributed by the Company to holders of Overseas-Listed Foreign Shares as required by Hong Kong Listing Rules, the corporate</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>communications may, subject to compliance with the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed, also be sent or provided by the Company to the holders of Overseas-Listed Foreign Shares by any electronic means or by publishing such corporate communications on the Company’s website, instead of sending such corporate communications by personal delivery or by prepaid postage mail to the holders of Overseas-Listed Foreign Shares.</p> <p>The term “Corporate Communication” refers to any document issued or to be issued by the Company to the holders of its securities for their information or action, including but not limited to:</p> <p>(1) the directors’ report, annual accounts of the Company together with the auditors’ report and, where applicable, the summary of its financial report;</p> <p>(2) the interim report and, where applicable, the summary of its interim report;</p> <p>(3) the notice of meeting;</p> <p>(4) the listing document;</p> <p>(5) the circular; and</p> <p>(6) the proxy form.</p>	<p>communications may, subject to compliance with the laws and regulations and the relevant listing rules of the jurisdictions where the shares of the Company are listed, also be sent or provided by the Company to the holders of Overseas-Listed Foreign Shares by any electronic means or by publishing such corporate communications on the Company’s website, instead of sending such corporate communications by personal delivery or by prepaid postage mail to the holders of Overseas-Listed Foreign Shares.</p> <p>The term “Corporate Communication” refers to any document issued or to be issued by the Company to the holders of its securities for their information or action, including but not limited to:</p> <p>(1) the directors’ report, annual accounts of the Company together with the <del>auditors’</del> <b>accounting firm’s</b> report and, where applicable, the summary of its financial report;</p> <p>(2) the interim report and, where applicable, the summary of its interim report;</p> <p>(3) the notice of meeting;</p> <p>(4) the listing document;</p> <p>(5) the circular; and</p> <p>(6) the proxy form.</p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>CHAPTER 23: DISPUTE RESOLUTION</p>	<p><del>CHAPTER 23: DISPUTE RESOLUTION</del></p>
<p>Article 234 The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Whenever any disputes or claims arise between: holders of the Overseas- Listed Foreign Shares and the Company; holders of the Overseas-Listed Foreign Shares and the Company’s directors, supervisors, president, vice presidents or other senior officers; or holders of the Overseas-Listed Foreign Shares and holders of other shares, in respect of any rights or obligations arising from these Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and 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, shall, where such person is the Company, the Company’s shareholders, directors, supervisors, president, vice presidents or other senior officers of the Company, comply with the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of</p>	<p><del>Article 234 The Company shall abide by the following principles for dispute resolution:</del></p> <p><del>(1) Whenever any disputes or claims arise between: holders of the Overseas- Listed Foreign Shares and the Company; holders of the Overseas-Listed Foreign Shares and the Company’s directors, supervisors, president, vice presidents or other senior officers; or holders of the Overseas-Listed Foreign Shares and holders of other shares, in respect of any rights or obligations arising from these Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</del></p> <p><del>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and 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, shall, where such person is the Company, the Company’s shareholders, directors, supervisors, president, vice presidents or other senior officers of the Company, comply with the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of</del></p>

<p style="text-align: center;"><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p style="text-align: center;"><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shareholders need not be resolved by arbitration.</p> <p>(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>	<p><del>shareholders need not be resolved by arbitration.</del></p> <p><del>(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</del></p> <p><del>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</del></p> <p><del>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</del></p> <p><del>(4) The award of an arbitral body shall be final and conclusive and binding on all parties.</del></p>
<p>CHAPTER 24: SUPPLEMENTARY</p>	<p><del>CHAPTER 24</del> <u>CHAPTER 22</u>: SUPPLEMENTARY</p>

<p><b>Existing Articles of the Articles of Association</b> (January 2023)</p>	<p><b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><u><b>Article 215 The formulation and amendment of these Articles of Association shall come into force after being passed by a special resolution at a shareholders’ general meeting.</b></u></p>
	<p><u><b>Article 216 The matters not covered in these Articles of Association shall be dealt with in accordance with relevant laws, administrative regulations, rules and the listing rules and the securities regulatory requirements of the jurisdictions where the shares of the Company are listed, in conjunction with the actual circumstances of the Company. In the event that these Articles of Association is in conflict with the newly promulgated relevant laws, administrative regulations, rules or the listing rules and the securities regulatory requirements of the jurisdictions where the shares of the Company are listed, such newly promulgated laws, administrative regulations, rules or the listing rules and the securities regulatory requirements of the jurisdictions where the shares of the Company are listed shall prevail.</b></u></p>
<p>Article 237 In these Articles of Association, reference to “accounting firm” shall have the same meaning as “auditor”.</p>	<p><del>Article 237</del><u><b>Article 219</b></u> In these Articles of Association, reference to “accounting firm” shall have the same meaning as “auditor” <b>in Hong Kong Listing Rules.</b></p>
<p>Article 238 For the purpose of these Articles of Association, the terms “not less than”, “within”, “not more than” are all inclusive terms and the terms “more than half”, “less</p>	<p><del>Article 238</del><u><b>Article 220</b></u> For the purpose of these Articles of Association, the terms “not less than”, “within”, “not more than” are all inclusive terms and the terms “more than half”, “less than”, <b>“exceed”, “beyond”</b><del>and</del></p>

<b>Existing Articles of the Articles of Association</b> (January 2023)	<b>Amended Articles</b> (Note: if no markup is shown, it means that no amendment has been made)
than”, “beyond” and “exceed” are exclusive terms.	<del>“exceed”</del> , <b>“below” and “above”</b> are exclusive terms.

*Note: Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including those referred to in cross references.*

The proposed amendments to the Articles of Association are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

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**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND  
PROCEDURES OF SHAREHOLDERS’ MEETINGS**

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Set out below are the details of the proposed amendments to the Rules and Procedures of Shareholders’ Meetings and revisions have been underlined (if applicable) for the convenience of perusal.

**AIR CHINA LIMITED  
COMPARISON TABLE OF AMENDMENTS TO THE RULES AND  
PROCEDURES OF SHAREHOLDERS’ MEETING**

<b>Existing Articles of the Rules and Procedures of Shareholders’ Meeting (December 2021)</b>	<b>Revised Articles</b> <small>(Note: if no markup is shown, it means that no amendment has been made)</small>
<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
<p><b>Article 1</b> In order to protect the legitimate interests of Air China Limited (hereinafter referred to as the “Company”) and its shareholders, to specify the duties and authority of the shareholders’ general meetings, to ensure the proper, efficient and smooth operation of the shareholders’ general meetings and to ensure the shareholders’ general meetings exercise their functions and powers legally, these Rules are formulated in accordance with laws and regulations such as the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Mandatory Provisions for the Articles of Association of Companies Listing Overseas”, “The Guidance on the Articles of Association of Listed Companies”, “Code of Corporate Governance for Listed Companies” and “Rules on Shareholders’ General Meetings of Listed Companies” and provisions of the Articles of Association of Air China Limited (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> In order to protect the legitimate interests of Air China Limited (hereinafter referred to as the “Company”) and its shareholders, to specify the duties and authority of the shareholders’ general meetings, to ensure the proper, efficient and smooth operation of the shareholders’ general meetings and to ensure the shareholders’ general meetings exercise their functions and powers legally, these Rules are formulated in accordance with laws and regulations such as the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), <del>“The Mandatory Provisions for the Articles of Association of Companies Listing Overseas”</del>, “The Guidance on the Articles of Association of Listed Companies”, “Code of Corporate Governance for Listed Companies” and “Rules on Shareholders’ General Meetings of Listed Companies” and provisions of the Articles of Association of Air China Limited (hereinafter referred to as the “Articles of Association”).</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

Existing Articles of the Rules and Procedures of Shareholders' Meeting (December 2021)	Revised Articles (Note: if no markup is shown, it means that no amendment has been made)
CHAPTER 2 SYSTEM OF SHAREHOLDERS' GENERAL MEETINGS	CHAPTER 2 SYSTEM OF SHAREHOLDERS' GENERAL MEETINGS
<p><b>Article 9</b> The shareholders' general meeting is classified into the annual general meeting (hereinafter referred to as "AGM") and extraordinary general meetings.</p> <p>All shareholders are entitled to attend the AGMs and extraordinary general meetings.</p> <p>In the circumstances specified in the Articles of Association, the Company shall convene a class meeting. Shareholders who holds a different class of shares are deemed to be a different class of shareholders. Except other classes of shareholders, holders of A shares and those of overseas listed foreign shares are deemed to be shareholders of different classes, and holders of overseas listed foreign shares shall be deemed to be the same class shareholders.</p>	<p><b>Article 9</b> The shareholders' general meeting is classified into the annual general meeting (hereinafter referred to as "AGM") and extraordinary general meetings.</p> <p>All shareholders are entitled to attend the AGMs and extraordinary general meetings.</p> <p><del>In the circumstances specified in the Articles of Association, the Company shall convene a class meeting. Shareholders who holds a different class of shares are deemed to be a different class of shareholders. Except other classes of shareholders, holders of A shares and those of overseas listed foreign shares are deemed to be shareholders of different classes, and holders of overseas listed foreign shares shall be deemed to be the same class shareholders.</del></p>
<p><b>Article 10</b> AGMs shall be convened by the board once every year and held within six months from the end of the previous financial year. In the event that the Company is unable to convene an AGM within the period of time mentioned above, the Company shall report and explain the reasons to the relevant local office of the China Securities Regulatory Commission ("CSRC") at the place where the Company is located and the stock exchange(s) on which its shares are listed for trading and make a public announcement.</p>	<p><b>Article 10</b> AGMs shall be convened by the board once every year and held within six months from the end of the previous financial year. In the event that the Company is unable to convene an AGM within the period of time mentioned above, the Company shall report and explain the reasons to the relevant local office of the <del>China Securities Regulatory Commission</del> (<del>"CSRC"</del>) <u>securities regulatory authority of the State Council</u> at the place where the Company is located and the stock exchange(s) on which its shares are listed for trading and make a public announcement.</p>



**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p><b>Article 12</b> Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting in accordance with the provisions of the Articles of Association and by holders of shares of that class at a separate meeting convened in accordance with the Articles of Association.</p>	<p><del><b>Article 12</b> Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting in accordance with the provisions of the Articles of Association and by holders of shares of that class at a separate meeting convened in accordance with the Articles of Association.</del></p>
<p><b>Article 13</b> The Company's board of directors, independent directors and shareholders who have satisfied certain conditions (which are determined based on such standards as promulgated from time to time by the relevant competent authorities) may publicly solicit the voting rights from shareholders at a shareholders' general meeting. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for solicitation of voting rights is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights. Any person who publicly solicits voting rights from the shareholders of the Company shall also comply with other provisions stipulated by the relevant competent authorities and the stock exchanges on which the shares of the Company are listed and traded.</p>	<p><del><b>Article 12</b></del><b>Article 13</b> The Company's board of directors, independent directors, <del>and</del> shareholders who have satisfied certain conditions (which are determined based on such standards as promulgated from time to time by the relevant competent authorities) <u><b>or investor protection agencies established in accordance with laws and regulations may publicly request the shareholders to entrust them to exercise the proposal rights, voting rights and other shareholders' rights on their behalf. The solicitor shall disclose the soliciting announcement and relevant soliciting documents in accordance with the laws and regulations, and the Company shall cooperate. Consideration or de facto consideration for soliciting the shareholders' rights publicly is prohibited.</b></u> <del>may publicly solicit the voting rights from shareholders at a shareholders' general meeting. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for</del></p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS’ MEETINGS**

<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Shareholders’ Meeting</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><del>solicitation of voting rights is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights.</del> Any person who publicly solicits <del>voting rights from</del> the shareholders of the Company <b><u>to entrust him/her to exercise the proposal right, voting right and other shareholders’ rights on their behalf</u></b> shall also comply with other provisions stipulated by the relevant competent authorities and the stock exchanges on which the shares of the Company are listed and traded.</p>
<p style="text-align: center;"><b>CHAPTER 3 FUNCTIONS AND POWERS OF THE SHAREHOLDERS’ GENERAL MEETING</b></p>	<p style="text-align: center;"><b>CHAPTER 3 FUNCTIONS AND POWERS OF THE SHAREHOLDERS’ GENERAL MEETING</b></p>
<p><b>Article 16</b> The powers exercisable by a general meeting are as follows:</p> <p>.....</p> <p>(15) to resolve on the Company’s external guarantees which shall be approved by a shareholders’ general meeting as required under laws, administrative regulations and the Articles of Association;</p> <p>(17) to consider any share incentive schemes;</p> <p>(18) to resolve on other matters which, in accordance with laws, administrative regulations, departmental rules and Articles of Association, must be approved by a shareholders’ general meeting.</p> <p>A shareholders’ general meeting shall</p>	<p><del><b>Article 15</b></del><del><b>Article 16</b></del> The powers exercisable by a general meeting are as follows:</p> <p>.....</p> <p>(15) to resolve on the Company’s external guarantees which shall be approved by a shareholders’ general meeting as required under laws, administrative regulations, <b><u>other regulatory documents</u></b> and the Articles of Association;</p> <p>(17) to consider any share incentive schemes <b><u>and employee share ownership plans</u></b>;</p> <p>(18) to resolve on other matters which, in accordance with laws, administrative regulations, <del>departmental rules</del><b><u>other regulatory documents</u></b> and Articles of Association, must be approved by a</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>exercise its powers within the scope stipulated by the Company Law and the Articles of Association and shall not interfere with the decisions of shareholders regarding their own rights.</p>	<p>shareholders' general meeting.</p> <p>A shareholders' general meeting shall exercise its powers within the scope stipulated by the Company Law and the Articles of Association and shall not interfere with the decisions of shareholders regarding their own rights.</p>
<p><b>Article 17</b> Any external guarantee provided by the Company under any of the following circumstances shall be approved by the shareholders' general meeting after being considered and passed by the board of directors:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its controlled subsidiaries reaches or exceeds 50% of the Company's latest audited net assets;</p> <p>(2) provision of guarantee to anyone whose liability-asset ratio exceeds 70%;</p> <p>(3) provision of a single guarantee whose amount exceeds 10% of the Company's latest audited net assets;</p> <p>(4) guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates</p> <p>(5) provision of any guarantee after the total amount of the Company's external guarantees reaches or exceeds 30% of the</p>	<p><del><b>Article 16</b></del><del><b>Article 17</b></del> Any external guarantee provided by the Company under any of the following circumstances shall be approved by the shareholders' general meeting after being considered and passed by the board of directors:</p> <p>(1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its controlled subsidiaries <del>reaches or</del> exceeds 50% of the Company's latest audited net assets;</p> <p>(2) <b><u>provision of any guarantee after the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest audited total assets;</u></b><del>provision of guarantee to anyone whose liability-asset ratio exceeds 70%;</del></p> <p>(3) <b><u>provision of guarantee whose amount exceeds 30% of the Company's latest audited total assets within one year;</u></b><del>provision of a single guarantee whose amount exceeds 10% of the Company's latest audited net assets;</del></p> <p>(4) <b><u>provision of guarantee to anyone whose</u></b></p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Company's latest audited total assets;</p> <p>(6) other guarantee-related matters that shall be approved by the shareholders' general meeting as stipulated by laws and regulations and the Articles of Association.</p> <p>Based on the principle of aggregating the total amount of guarantees for 12 consecutive months, any external guarantee exceeding 30% of the Company's latest audited total assets must be passed by votes representing two-thirds or more of the voting rights of the shareholders (including their proxies) present at the shareholders' general meeting.</p>	<p><b><u>liability-asset ratio exceeds 70%;</u></b> <del>guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates;</del></p> <p>(5) <b><u>provision of a single guarantee whose amount exceeds 10% of the Company's latest audited net assets;</u></b><del>provision of any guarantee after the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest audited total assets;</del></p> <p><b><u>(6) guarantees to be provided in favour of any shareholder, person who exercises effective control over the Company and its affiliates;</u></b></p> <p><del>(6)</del><b>(7)</b> other guarantee-related matters that shall be approved by the shareholders' general meeting as stipulated by laws and regulations and the Articles of Association.</p> <p>Based on the principle of aggregating the total amount of guarantees for 12 consecutive months, any external guarantee exceeding 30% of the Company's latest audited total assets must be passed by votes representing two-thirds or more of the voting rights of the shareholders (including their proxies) present at the shareholders' general meeting.</p>
<p><b>Article 18</b> Matters which should be determined at a shareholders' general meeting as stipulated by the laws, administrative regulations and these</p>	<p><b><u>Article 17</u></b><del><b>Article 18</b></del> Matters which should be determined at a shareholders' general meeting as stipulated by the laws, administrative regulations and these Articles</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS’ MEETINGS**

Existing Articles of the Rules and Procedures of Shareholders’ Meeting (December 2021)	Revised Articles (Note: if no markup is shown, it means that no amendment has been made)
<p>Articles of Association must be considered at a shareholders’ general meeting in order to protect the right of the Company’s shareholders to make decision over such matters. When necessary or under reasonable circumstances, the shareholders’ general meeting may authorize the board of directors to make a decision within its scope of authorization granted at a shareholders’ general meeting on specific issues which are related to matters to be resolved but cannot be determined immediately at the shareholders’ general meeting.</p> <p>With respect to granting authorization to the board of directors at the shareholders’ general meeting, if a matter for authorization is the matter subject to an ordinary resolution, such authorization shall be adopted by more than one-half (1/2) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting; if a matter for authorization is the matter subject to special resolution, such authorization shall be adopted by more than two-thirds (2/3) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting. The content of the scope of authorization shall be clear and specific.</p>	<p>of Association must be considered at a shareholders’ general meeting in order to protect the right of the Company’s shareholders to make decision over such matters. When necessary or under reasonable circumstances, the shareholders’ general meeting may authorize the board of directors to make a decision within its scope of authorization granted at a shareholders’ general meeting on specific issues which are related to matters to be resolved but cannot be determined immediately at the shareholders’ general meeting.</p> <p>With respect to granting authorization to the board of directors at the shareholders’ general meeting, if a matter for authorization is the matter subject to an ordinary resolution, such authorization shall be adopted by <b>more than half</b> <del>more than one-half (1/2)</del> of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting; if a matter for authorization is the matter subject to special resolution, such authorization shall be adopted by more than two-thirds (2/3) of the voting rights held by shareholders (including their agents) attending the shareholders’ general meeting. The content of the scope of authorization shall be clear and specific.</p>
<p><b>CHAPTER 4 CONVENING OF THE SHAREHOLDERS’ GENERAL MEETING</b></p>	<p><b>CHAPTER 4 CONVENING OF THE SHAREHOLDERS’ GENERAL MEETING</b></p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p><b>Article 25</b> Where the supervisory committee or shareholders decide to convene a shareholders' general meeting on their own, they shall inform the board of directors in writing and at the same time file the case for the records of the local office of the CSRC of the place where the Company is located and for the records of the Shanghai Stock Exchange.</p> <p>The shareholding of the convening shareholders shall not fall below 10% prior to the announcement of the resolution passed at the shareholders' general meeting.</p> <p>The supervisory committee or convening shareholders shall, upon giving a notice of such meeting and making an announcement on the resolution thereof, submit the relevant supporting materials to the local office of the CSRC in the place where the Company is located and to the Shanghai Stock Exchange.</p>	<p><del><b>Article 24</b></del><del><b>Article 25</b></del> Where the supervisory committee or shareholders decide to convene a shareholders' general meeting on their own, they shall inform the board of directors in writing and at the same time file the case for the records of the local office of the <del>CSRC</del><u>securities regulatory authority of the State Council</u> of the place where the Company is located and for the records of the Shanghai Stock Exchange.</p> <p>The shareholding of the convening shareholders shall not fall below 10% prior to the announcement of the resolution passed at the shareholders' general meeting.</p> <p>The supervisory committee or convening shareholders shall, upon giving a notice of such meeting and making an announcement on the resolution thereof, submit the relevant supporting materials to the local office of the <del>CSRC</del><u>securities regulatory authority of the State Council</u> in the place where the Company is located and to the Shanghai Stock Exchange.</p>
<p style="text-align: center;"><b>CHAPTER 5 MOTIONS IN THE SHAREHOLDERS' GENERAL MEETING</b></p>	<p style="text-align: center;"><b>CHAPTER 5 MOTIONS IN THE SHAREHOLDERS' GENERAL MEETING</b></p>
<p><b>Article 32</b> Proposals in a general meeting regarding the following shall be deemed to be a variation or abrogation of the rights of certain class shareholder and the board shall submit the same to a class shareholders' general meeting for review:</p> <p>(1) to increase or decrease the number of</p>	<p><del><b>Article 32</b></del> Proposals in a general meeting regarding the following shall be deemed to be a variation or abrogation of the rights of certain class shareholder and the board shall submit the same to a class shareholders' general meeting for review:</p> <p><del>(1) to increase or decrease the number of</del></p>

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Existing Articles of the Rules and Procedures of Shareholders’ Meeting (December 2021)	Revised Articles  (Note: if no markup is shown, it means that no amendment has been made)
<p>shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;</p> <p>(3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(4) to reduce or cancel rights attached to the shares of such class to preferentially receive dividends or to preferentially receive distributions of assets in a liquidation of the Company;</p> <p>(5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of such class;</p> <p>(6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of such class;</p> <p>(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the</p>	<p><del>shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</del></p> <p><del>(2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;</del></p> <p><del>(3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</del></p> <p><del>(4) to reduce or cancel rights attached to the shares of such class to preferentially receive dividends or to preferentially receive distributions of assets in a liquidation of the Company;</del></p> <p><del>(5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of such class;</del></p> <p><del>(6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of such class;</del></p> <p><del>(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the</del></p>

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<p>shares of such class;</p> <p>(8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;</p> <p>(9) to issue rights to subscribe for, or to convert into, shares of such class or another class;</p> <p>(10) to increase the rights and privileges of the shares of another class;</p> <p>(11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;</p> <p>(12) to amend or abrogate the provisions of Chapter 9 of the Articles of Association “Special Procedures for Voting by a Class of Shareholders”.</p>	<p><del>shares of such class;</del></p> <p><del>(8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;</del></p> <p><del>(9) to issue rights to subscribe for, or to convert into, shares of such class or another class;</del></p> <p><del>(10) to increase the rights and privileges of the shares of another class;</del></p> <p><del>(11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;</del></p> <p><del>(12) to amend or abrogate the provisions of Chapter 9 of the Articles of Association “Special Procedures for Voting by a Class of Shareholders”.</del></p>
<p><b>Article 33</b> Where the Company removes or discontinues the appointment of an accounting firm, prior notice shall be given 10 days in advance to the accounting firm. The accounting firm shall have the right to give opinions at the general meeting. Where an accounting firm tenders its resignation, an explanation shall be given to the shareholders’ general meeting as to whether there is anything that is improper.</p>	<p><u><b>Article 31</b></u><del><b>Article 33</b></del> Where the Company removes or discontinues the appointment of an accounting firm, prior notice shall be given 10 days in advance to the accounting firm. The accounting firm shall have the right to give opinions at the general meeting. Where an accounting firm tenders its resignation, an explanation shall be given to the shareholders’ general meeting as to whether there is anything that is improper.</p>
<p><b>Article 35</b> Procedures for nomination of independent directors are as follows:</p> <p>(1) An independent director candidate may</p>	<p><u><b>Article 33</b></u><del><b>Article 35</b></del> Procedures for nomination of independent directors are as follows:</p>



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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>be nominated by the board of directors, the supervisory committee, or shareholder(s) individually or collectively holding 1% or more of the total number of shares carrying the right to vote, and shall be appointed by election at a shareholders' general meeting of the Company.</p> <p>(2) The party nominating an independent director candidate shall have obtained the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee including his occupation, academic qualification, professional title, detailed work experience and all information regarding his positions held concurrently and be responsible for providing to the Company such particulars in written form and also the nominating party's opinion in relation to the nominee's qualification as an independent director and his independence. The nominee shall make a public announcement in accordance with such requirements stating that there exists no relationship between the Company and him that affects his independent and objective judgment. Prior to the general meeting convened for the election of the independent director(s), the Company shall announce the abovementioned in accordance with the relevant requirements.</p> <p>(3) Before the shareholders' general meeting for the election of the independent directors, if required under any applicable laws, regulations and/or the relevant listing rules,</p>	<p>(1) An independent director candidate may be nominated by the board of directors, the supervisory committee, or shareholder(s) individually or collectively holding 1% or more of the total number of shares carrying the right to vote, and shall be appointed by election at a shareholders' general meeting of the Company. <b><u>Investor protection agencies legally established may publicly request shareholders to appoint them to exercise the right to nominate independent directors on their behalf.</u></b></p> <p>(2) The party nominating an independent director candidate shall have obtained the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee including his occupation, academic qualification, professional title, detailed work experience <del>and</del>, all information regarding his positions held concurrently <b><u>and any adverse records such as gross dishonesty,</u></b> and be responsible for providing to the Company such particulars in written form and also the nominating party's opinion in relation to the nominee's qualification as an independent director and his independence. The nominee shall make a public announcement in accordance with such requirements stating that there exists no relationship between the Company and him that affects his independent and objective judgment. Prior to the general meeting convened for the election of the independent director(s), the Company shall announce the abovementioned in accordance</p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>the Company shall, in accordance with such requirements, submit the relevant materials concerning all the nominees to the securities regulatory authority of the State Council and/ or its external authority and the stock exchange(s) on which the Company's shares are listed and traded. If the board of directors disputes the particulars pertaining to the nominee, it shall also submit its written opinion to the relevant authorities.</p> <p>(4) The above securities regulatory authorities will verify the qualifications and degrees of independence of the nominees for independent directors within each of its stipulated period. Any nominees objected to by the securities regulatory authorities of the State Council may be treated as a nominee for executive director instead of independent director. When a general meeting is convened to elect independent directors, the board shall make a statement on whether the securities regulatory authorities of the State Council have any objection against the nominations.</p>	<p>with the relevant requirements.</p> <p>(3) Before the shareholders' general meeting for the election of the independent directors, if required under any applicable laws, regulations, <u>other regulatory documents</u> and/or the relevant listing rules, the Company shall, in accordance with such requirements, submit the relevant materials concerning all the nominees to the securities regulatory authority of the State Council and/ or its external authority and the stock exchange(s) on which the Company's shares are listed and traded. If the board of directors disputes the particulars pertaining to the nominee, it shall also submit its written opinion to the relevant authorities.</p> <p>(4) The above securities regulatory authorities will verify the qualifications and degrees of independence of the nominees for independent directors within each of its stipulated period. Any nominees objected to by the securities regulatory authorities of the State Council may be treated as a nominee for executive director instead of independent director. When a general meeting is convened to elect independent directors, the board shall make a statement on whether the securities regulatory authorities of the State Council have any objection against the nominations.</p>
<p align="center"><b>CHAPTER 6 NOTICE OF THE SHAREHOLDERS' GENERAL MEETING</b></p>	<p align="center"><b>CHAPTER 6 NOTICE OF THE SHAREHOLDERS' GENERAL MEETING</b></p>

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Existing Articles of the Rules and Procedures of Shareholders' Meeting (December 2021)	Revised Articles (Note: if no markup is shown, it means that no amendment has been made)
<p><b>Article 37</b> Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days prior to the date of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days prior to the date of the meeting.</p> <p>If it is otherwise provided in the laws, administrative regulations, departmental rules and the securities regulatory authorities or stock exchanges in the jurisdictions where the shares of the Company are listed, such requirements shall prevail.</p> <p>The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of shareholders.</p> <p>For holders of A shares, the notice of the shareholders' meeting may be announced in the form of public notices. The said public notices shall be published in one or more newspaper(s) designated by the securities regulatory authorities of the State Council. Once the announcement is made, all holders of A shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p><b>Article 35</b><del>Article 37</del> Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 20 days prior to the date of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to the shareholders entitled to attend this general meeting 15 days prior to the date of the meeting.</p> <p>If it is otherwise provided in the laws, administrative regulations, <b><u>other regulatory documents</u></b> <del>departmental rules</del> and the securities regulatory authorities or stock exchanges in the jurisdictions where the shares of the Company are listed, such requirements shall prevail.</p> <p><b><u>The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by way of public announcement or other ways as prescribed in Article 212 of the Articles of Association. Notices delivered by way of public announcement are deemed to be received by all relevant parties as soon as the public announcement is published.</u></b><del>The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of shareholders.</del></p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>For holders of overseas listed foreign shares, the notice of the shareholders' meeting may, subject to the laws, regulations and the relevant listing rules of the jurisdictions where the Company's shares are listed, be delivered in other forms as prescribed in Article 231 of the Articles of Association</p> <p>Unless otherwise required by applicable laws, the duration aforesaid is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p>	<p><del>For holders of A shares, the notice of the shareholders' meeting may be announced in the form of public notices. The said public notices shall be published in one or more newspaper(s) designated by the securities regulatory authorities of the State Council. Once the announcement is made, all holders of A shares shall be deemed to have received the notice of the relevant general meeting.</del></p> <p><del>For holders of overseas listed foreign shares, the notice of the shareholders' meeting may, subject to the laws, regulations and the relevant listing rules of the jurisdictions where the Company's shares are listed, be delivered in other forms as prescribed in Article 231 of the Articles of Association</del></p> <p>Unless otherwise required by applicable laws, the duration aforesaid is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p>
<p><b>Article 38</b> The notice of a class shareholders' general meeting shall be delivered only to shareholders entitled to vote at such meeting.</p>	<p><del><b>Article 38</b> The notice of a class shareholders' general meeting shall be delivered only to shareholders entitled to vote at such meeting.</del></p>
<p><b>Article 39</b> The notice of a general meeting shall meet the following requirements:</p> <p>(1) be in written form;</p> <p>(2) specifies the venue, date and time of the meeting;</p> <p>(3) states matters to be discussed at the meeting;</p>	<p><del><b>Article 36</b></del> <del><b>Article 39</b></del> <b><u>The notice of a general meeting shall include the following contents:</u></b></p> <p><b><u>(1) the time, venue and duration of the meeting;</u></b></p> <p><b><u>(2) matters and proposals submitted to the meeting for consideration;</u></b></p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(4) provides shareholders with such information and explanation as necessary to enable them to make an informed decision on issues to be discussed; such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or to make any other reorganization of the Company, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</p> <p>(5) contains a disclosure of the nature and extent of the material interests of any director, supervisor, president, deputy presidents and other senior officers in relation to the issue to be discussed; where, in relation to the issue to be discussed, the effect on any director, supervisor, president, deputy presidents and other senior officers in their capacity as shareholders is different from the effect on other class shareholders, the difference shall be clearly explained;</p> <p>(6) contains the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy</p>	<p><u>(3) a clear statement: all shareholders shall be entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend the meeting and vote, and such proxy need not be a shareholder of the Company;</u></p> <p><u>(4) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are entitled to attend the general meeting;</u></p> <p><u>(5) name and telephone number of the standing contact person who is responsible for handling the affairs of the meeting;</u></p> <p><u>(6) voting time and voting procedures by network or other means.</u></p> <p><del>The notice of a general meeting shall meet the following requirements:</del></p> <p><del>(1) be in written form;</del></p> <p><del>(2) specifies the venue, date and time of the meeting;</del></p> <p><del>(3) states matters to be discussed at the meeting;</del></p> <p><del>(4) provides shareholders with such information and explanation as necessary to enable them to make an informed decision on issues to be discussed; such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to</del></p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>need not be a shareholder;</p> <p>(8) specifies the time and venue for lodging proxy forms for the meeting;</p> <p>(9) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are entitled to attend the general meeting;</p> <p>(10) name and telephone number of the standing contact person who is responsible for handling the affairs of the meeting.</p>	<p><del>reorganize its share capital or to make any other reorganization of the Company, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</del></p> <p><del>(5) contains a disclosure of the nature and extent of the material interests of any director, supervisor, president, deputy presidents and other senior officers in relation to the issue to be discussed; where, in relation to the issue to be discussed, the effect on any director, supervisor, president, deputy presidents and other senior officers in their capacity as shareholders is different from the effect on other class shareholders, the difference shall be clearly explained;</del></p> <p><del>(6) contains the full text of any special resolution to be proposed at the meeting;</del></p> <p><del>(7) contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder;</del></p> <p><del>(8) specifies the time and venue for lodging proxy forms for the meeting;</del></p> <p><del>(9) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are</del></p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p><del>entitled to attend the general meeting;</del></p> <p><del>(10) name and telephone number of the standing contact person who is responsible for handling the affairs of the meeting.</del></p>
	<p><b><u>Article 37 Where the general meeting of shareholders intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following contents:</u></b></p> <p><b><u>(1) personal information such as educational background, work experience and part-time jobs;</u></b></p> <p><b><u>(2) whether there is any connected relationship with the Company or its controlling shareholders and actual controllers;</u></b></p> <p><b><u>(3) disclosing the number of shares of the Company held;</u></b></p> <p><b><u>(4) whether he/she has been penalized by the securities regulatory authorities under the State Council and other relevant departments and disciplined by the stock exchange.</u></b></p>
	<p><b><u>Article 38 After the notice of a general meeting has been given, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the general meeting shall not be cancelled. In</u></b></p>

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Existing Articles of the Rules and Procedures of Shareholders' Meeting (December 2021)	Revised Articles  (Note: if no markup is shown, it means that no amendment has been made)
	<b><u>case of any postponement or cancellation, the convener shall make an announcement and explain the reasons at least two working days before the original convening date.</u></b>
<b>CHAPTER 7 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING</b>	<b>CHAPTER 7 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING</b>
<b>Article 42</b> The proxy form shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting at least 24 hours prior to the time of the relevant meeting at which votes are to be cast by the proxy appointed under the proxy form, or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other documents of authorization shall be notarized. The notarized power of attorney or other documents of authorization together with the proxy form shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting.	<del><b>Article 40</b></del> <del><b>Article 42</b></del> The proxy form shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting at least 24 hours prior to the time of the relevant meeting at which votes are to be cast by the proxy appointed under the proxy form, or 24 hours prior to the scheduled voting time. Where the proxy form <b>for voting</b> is signed by a person authorized by the principal, the power of attorney or other documents of authorization shall be notarized. The notarized power of attorney or other documents of authorization together with the proxy form shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting.
<b>CHAPTER 8 REVIEW AND VOTING AT THE SHAREHOLDERS' GENERAL MEETING</b>	<b>CHAPTER 8 REVIEW AND VOTING AT THE SHAREHOLDERS' GENERAL MEETING</b>
	<b><u>Article 48</u></b> When the Company convenes a general meeting of shareholders, all directors, supervisors and the secretary of the board of directors shall attend the meeting, and the president, vice presidents and other senior officers shall attend the meeting and provide explanations and



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<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
	<p style="text-align: center;"><u><b>clarifications on the shareholders' inquiries and suggestions.</b></u></p>
	<p><u><b>Article 54 The convener shall ensure that the general meeting is held continuously until the final resolution is made. If the general meeting of shareholders is suspended or fails to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting of shareholders as soon as possible or directly terminate the general meeting of shareholders, and timely announcement shall be made. At the same time, the convener shall report to the local office of the securities regulatory authority under the State Council and the stock exchange where the Company is located.</b></u></p>
<p><b>Article 57</b> For proposals to be resolved and included in the agenda of a shareholders' meeting, reasonable discussion time shall be granted for each proposal before voting.</p> <p>The chairman of each special committee under the board of directors shall answer questions at the general meetings regarding the approval of connected transactions or any other transactions that require the approval of independent shareholders.</p>	<p><b>Article 57</b> For proposals to be resolved and included in the agenda of a shareholders' meeting, reasonable discussion time shall be granted for each proposal before voting.</p> <p><del>The chairman of each special committee under the board of directors</del> <b>Independent directors</b> shall answer questions at the general meetings regarding the approval of connected transactions or any other transactions that require the approval of independent shareholders.</p>
<p><b>Article 60</b> Shareholders or proxies may inquire about or make suggestion to a resolution; the chairman of the meeting shall, or appoint any of the directors, supervisors or other relevant persons who</p>	<p><b>Article 60</b> Shareholders or proxies may inquire about or make suggestion to a resolution; the chairman of the meeting shall, or appoint any of the directors, supervisors or other relevant persons who</p>

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<b>Existing Articles of the Rules and Procedures of Shareholders’ Meeting</b> (December 2021)	<b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)
<p>are present at the meeting, to provide an answer or explanation in response to the inquiries. The chairman of the meeting may refuse to answer any inquiries under any of the following circumstances provided he states the reason:</p> <p>(1) the statement is irrelevant to the subject;</p> <p>(2) matters inquired about is under investigation or is to be investigated;</p> <p>(3) trade secrets of the Company are involved, which may not be disclosed at the shareholders’ meeting;</p> <p>(4) answering the inquiry will significantly harm the common interests of shareholders;</p> <p>(5) there exist other important reasons.</p> <p>In reviewing the proposals at a shareholders’ meeting, no alteration shall be made to the relevant proposals, otherwise the alteration shall be deemed to be a new proposal and shall not be voted on at that shareholders’ general meeting.</p>	<p>are present at the meeting, to provide an answer or explanation in response to the inquiries. The chairman of the meeting may refuse to answer any inquiries under any of the following circumstances provided he states the reason:</p> <p>(1) the statement is irrelevant to the subject;</p> <p>(2) matters inquired about is under investigation or is to be investigated;</p> <p>(3) trade secrets of the Company are involved, which may not be disclosed at the shareholders’ meeting;</p> <p>(4) answering the inquiry will significantly harm the common interests of shareholders;</p> <p>(5) there exist other important reasons.</p> <p>In reviewing the proposals at a shareholders’ meeting, no alteration shall be made to the relevant proposals, otherwise the alteration shall be deemed to be a new proposal and shall not be voted on at that shareholders’ general meeting.</p>
	<p><b><u>Article 61 Any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</u></b></p>
<p><b>Article 62</b> In taking a vote on the election of directors (excluding the employee representative director) and supervisors, the</p>	<p><del><b>Article 62</b></del> <b>Article 63</b> In taking a vote on the election of directors (excluding the employee representative director) and supervisors, the</p>

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<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders’ Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shareholders’ meeting may adopt the cumulative voting system in accordance with the procedures stipulated in the Articles of Association and resolutions of the shareholders’ meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means a system where in the election of more than two directors or supervisors at a shareholders’ meeting, the voting rights carried by each share is equal to the number of the directors or supervisors to be elected, and the voting rights held by a shareholder may be used collectively to vote in favour of one or several candidates.</p>	<p>shareholders’ meeting <del>may</del> <u>adopts</u> the cumulative voting system in accordance with the procedures stipulated in the Articles of Association and resolutions of the shareholders’ meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means a system where in the election of more than two directors or supervisors at a shareholders’ meeting, the voting rights carried by each share is equal to the number of the directors or supervisors to be elected, and the voting rights held by a shareholder may be used collectively to vote in favour of one or several candidates.</p>
<p><b>Article 64</b> On a poll, shareholders (including proxies) entitled to two or more votes need not cast all his votes in the same way of affirmative votes or dissenting votes.</p> <p>In the event of an equality of votes, the chairman of the meeting shall be entitled to an additional vote.</p>	<p><del><b>Article 64</b> On a poll, shareholders (including proxies) entitled to two or more votes need not cast all his votes in the same way of affirmative votes or dissenting votes.</del></p> <p><del>In the event of an equality of votes, the chairman of the meeting shall be entitled to an additional vote.</del></p>
	<p><b><u>Article 67 Only one of the on-site, network or other voting methods may be selected for the same voting right. In the event of a repeat voting on the same voting right, the result of the first voting shall prevail.</u></b></p>
<p><b>Article 67</b> The votes on each matter under consideration at any shareholders’ meeting shall be counted and scrutinized by two shareholder representatives, one supervisor and one lawyer and the voting results shall be announced on the spot. Connected</p>	<p><b><u>Article 68</u></b> <del>Article 67</del> The votes on each matter under consideration at any shareholders’ meeting shall be counted and scrutinized by two shareholder representatives, one supervisor and one lawyer and the voting results shall be</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>shareholders shall not participate in the counting of votes for relevant connected transaction under consideration.</p>	<p>announced on the spot. Connected shareholders shall not participate in the counting of votes for relevant connected transaction under consideration.</p> <p><b><u>Shareholders of the Company or their proxies who vote through network or other means shall be entitled to verify their voting results through the corresponding voting system.</u></b></p>
	<p><b><u>Article 69 The closing time of the on-site shareholders' general meeting shall not be earlier than that of network or other means. The chairman of the meeting shall announce the voting status and result of each proposal, and announce whether the proposal is passed or not according to the voting result.</u></b></p> <p><b><u>Before the formal announcement of the voting results, the Company, counters, scrutineers, substantial shareholders, network service providers and other relevant parties involved in the on-site, network and other voting methods of the shareholders' general meeting shall be obliged to keep the voting information confidential.</u></b></p>
<p><b>Article 69</b> The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to results of votes. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. The Company shall announce the resolutions of the shareholders' meetings in accordance</p>	<p><b>Article 71</b> <del>Article 69</del> <del>The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to results of votes. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</del> The Company shall announce the resolutions of the shareholders' meetings in</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

Existing Articles of the Rules and Procedures of Shareholders' Meeting (December 2021)	Revised Articles (Note: if no markup is shown, it means that no amendment has been made)
with applicable laws, regulations and the relevant provisions of the stock exchanges on which the shares of the Company are listed and traded.	accordance with applicable laws, regulations and the relevant provisions of the stock exchanges on which the shares of the Company are listed and traded.
<p><b>Article 70</b> Shareholders who attend the general meeting shall express one of the following opinions on the resolutions put to the vote: pro, con or abstention. The declaration made by the securities registration and clearing agency as the nominal holder of shares traded through the Shanghai-Hongkong Stock Connect scheme on behalf of the actual shareholders shall be excluded.</p> <p>Any vote which is not completed, completed wrongly or is illegible, or votes that are not cast shall be deemed to be abstention by the voter of his voting right, and the voting result of the number of shares held by the voter shall be counted as “abstention”.</p>	<p><del><b>Article 70</b></del><del>Article 70</del> Shareholders who attend the general meeting shall express <del>one</del> <del>of the following</del> opinions <del>on the resolutions put to the vote:</del> <b>of</b> pro, con or abstention <b>on the resolutions put to the vote.</b> <del>The declaration made by the securities registration and clearing agency as the nominal holder of shares traded through the Shanghai-Hongkong Stock Connect scheme on behalf of the actual shareholders shall be excluded.</del></p> <p><b><u>Pursuant to the applicable rules governing the listing of securities as amended from time to time, where any shareholder is required to abstain from voting on a resolution, or is restricted to only voting for or against a resolution, any vote cast by the shareholder or his/her proxy in breach of such requirement or restriction shall not be counted in the voting result.</u></b></p> <p>Any vote which is not completed, completed wrongly or is illegible, or votes that are not cast shall be deemed to be abstention by the voter of his voting right, and the voting result of the number of shares held by the voter shall be counted as “abstention”.</p>
<b>Article 71</b> Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions.	<del><b>Article 71</b></del> <del>Article 71</del> Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions.

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS’ MEETINGS**

Existing Articles of the Rules and Procedures of Shareholders’ Meeting (December 2021)	Revised Articles (Note: if no markup is shown, it means that no amendment has been made)
<p>(I) Ordinary resolutions</p> <p>Ordinary resolutions shall be passed by votes exceeding one-half of voting rights represented by shareholders (including proxies) attending the shareholders’ meeting.</p> <p>.....</p> <p>(II) Special resolutions</p> <p>Special resolutions shall be passed by votes representing two-thirds or more of voting rights represented by shareholders (including proxies) attending the shareholders’ meeting.</p> <p>The following issues shall be approved by special resolutions at shareholders’ meetings:</p> <p>(1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of debt securities of the Company;</p> <p>(3) demerger, merger, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) purchases and disposals of major assets by the Company or guarantees provided by the Company within one year with an amount in excess of 30% of the latest audited total assets of the Company;</p>	<p>(I) Ordinary resolutions</p> <p>Ordinary resolutions shall be passed by votes <b>representing more than half</b> <del>exceeding one-half</del> of voting rights represented by shareholders (including proxies) attending the shareholders’ meeting.</p> <p>.....</p> <p>(II) Special resolutions</p> <p>Special resolutions shall be passed by votes representing two-thirds or more of voting rights represented by shareholders (including proxies) attending the shareholders’ meeting.</p> <p>The following issues shall be approved by special resolutions at shareholders’ meetings:</p> <p>(1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of debt securities of the Company;</p> <p>(3) demerger, <b>spin-off</b>, merger, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) purchases and disposals of major assets by the Company or guarantees provided by the Company within one year with an amount</p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS’ MEETINGS**

<p align="center"><b>Existing Articles of the Rules and Procedures of Shareholders’ Meeting</b> (December 2021)</p>	<p align="center"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>(6) share incentive scheme;</p> <p>(7) any other matter stipulated by laws, administrative regulations, departmental rules, the Articles of Association or confirmed by an ordinary resolution at a shareholders’ meeting that it may have material impact on the Company and is required to be approved by a special resolution.</p>	<p>in excess of 30% of the latest audited total assets of the Company;</p> <p>(6) share incentive scheme;</p> <p>(7) any other matter stipulated by laws, administrative regulations, <b><u>other regulatory documents</u></b><del>departmental rules</del>, <b><u>or</u></b> the Articles of Association <del>or</del> <b><u>and</u></b> confirmed by an ordinary resolution at a shareholders’ meeting that it may have material impact on the Company and is required to be approved by a special resolution.</p>
<p><b>Article 72</b> Where issues specified in subparagraphs (2) to (8), (11) to (12) of Article 32 of these Rules are involved, the affected class shareholders, whether or not they are entitled to vote at shareholders’ meetings originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“Interested shareholder(s)” as specified in the preceding paragraph refers to:</p> <p>(1) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to Article 30 of the Articles of Association, an “interested shareholder” is a controlling shareholder within the meaning of Article 60 of the Articles of Association;</p> <p>(2) in the event of a repurchase of shares by the Company by way of an off-market agreement pursuant to Article 30 of the</p>	<p><del><b>Article 72</b> Where issues specified in subparagraphs (2) to (8), (11) to (12) of Article 32 of these Rules are involved, the affected class shareholders, whether or not they are entitled to vote at shareholders’ meetings originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.</del></p> <p><del>“Interested shareholder(s)” as specified in the preceding paragraph refers to:</del></p> <p><del>(1) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to Article 30 of the Articles of Association, an “interested shareholder” is a controlling shareholder within the meaning of Article 60 of the Articles of Association;</del></p> <p><del>(2) in the event of a repurchase of shares by the Company by way of an off market agreement pursuant to Article 30 of the</del></p>

**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF SHAREHOLDERS' MEETINGS**

<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Shareholders' Meeting</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)</p>
<p>Articles of Association, an “interested shareholder” is a shareholder related to such agreement;</p> <p>(3) in the event of a reorganization scheme of the Company, an “interested shareholder” is a shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.</p>	<p><del>Articles of Association, an “interested shareholder” is a shareholder related to such agreement;</del></p> <p><del>(3) in the event of a reorganization scheme of the Company, an “interested shareholder” is a shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.</del></p>
<p><b>Article 73</b> Resolutions of a class shareholders’ meeting shall be approved by shares representing two-thirds or more of the voting rights of shareholders of that class present at the meeting in accordance with Article 72 of these Rules.</p> <p>Pursuant to the applicable rules governing the listing of securities as revised from time to time, when any shareholder is obliged to abstain from voting on a proposal at a class meeting or when any shareholder is restricted to vote in favor of or against a proposal at a class meeting, any vote of such shareholder or its proxy which violates the relevant requirement or restriction shall not be counted in the voting result.</p> <p>Special voting procedures for class shareholders shall not apply in the following circumstance:</p> <p>(1) with the approval by special resolution at a shareholders’ general meeting, the Company issues either A shares or</p>	<p><del><b>Article 73</b> Resolutions of a class shareholders’ meeting shall be approved by shares representing two thirds or more of the voting rights of shareholders of that class present at the meeting in accordance with Article 72 of these Rules.</del></p> <p><del>Pursuant to the applicable rules governing the listing of securities as revised from time to time, when any shareholder is obliged to abstain from voting on a proposal at a class meeting or when any shareholder is restricted to vote in favor of or against a proposal at a class meeting, any vote of such shareholder or its proxy which violates the relevant requirement or restriction shall not be counted in the voting result.</del></p> <p><del>Special voting procedures for class shareholders shall not apply in the following circumstance:</del></p> <p><del>(1) with the approval by special resolution at a shareholders’ general meeting, the Company issues either A shares or</del></p>



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**APPENDIX II      PROPOSED AMENDMENTS TO THE RULES AND  
PROCEDURES OF SHAREHOLDERS' MEETINGS**

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<b>Existing Articles of the Rules and Procedures of Shareholders' Meeting (December 2021)</b>	<b>Revised Articles</b> (Note: if no markup is shown, it means that no amendment has been made)
overseas-listed foreign shares and both of them at an interval of 12 months, and the respective number of the proposed A shares and overseas-listed foreign shares does not exceed 20% of the existing issued shares of that class; or	<del>overseas listed foreign shares and both of them at an interval of 12 months, and the respective number of the proposed A shares and overseas listed foreign shares does not exceed 20% of the existing issued shares of that class; or</del>
(2) the Company's plan to issue A shares and overseas-listed foreign shares during its establishment is completed within 15 months of the approval by the securities regulatory authority under the State Council.	<del>(2) the Company's plan to issue A shares and overseas listed foreign shares during its establishment is completed within 15 months of the approval by the securities regulatory authority under the State Council.</del>

Note: Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of these Rules and Procedures of Shareholders' Meetings as so amended shall be changed accordingly, including those referred to in cross references.

The proposed amendments to the Rules and Procedures of Shareholders' Meetings are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules and Procedures of Shareholders' Meetings, the Chinese version shall prevail.

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**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND  
PROCEDURES OF MEETINGS OF THE BOARD**

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Set out below are the details of the proposed amendments to the Rules and Procedures of Meetings of the Board. The revisions have been underlined (if applicable) for the convenience of perusal.

**AIR CHINA LIMITED  
COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES  
AND PROCEDURES OF MEETINGS OF THE BOARD**

<b>Existing Articles of the Rules and Procedures of Meetings of the Board (December 2021)</b>	<b>Revised Articles (Note: If there is no mark-up, it means no amendment)</b>
<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
<p><b>Article 1</b> In order to regularize the operational procedure of the board of directors (hereinafter referred as to the “board of directors”) of Air China Limited (hereinafter referred to as the “Company”) and to ensure the working efficiency and the scientific strategic decision-making of the board of directors, these Rules are formulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “Mandatory Provisions for the Articles of Association of Companies Listing Overseas”, “Guide to Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies” and other relevant laws and regulations and the “Articles of Association of Air China Limited” (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> In order to regularize the operational procedure of the board of directors (hereinafter referred as to the “board of directors”) of Air China Limited (hereinafter referred to as the “Company”) and to ensure the working efficiency and the scientific strategic decision-making of the board of directors, these Rules are formulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), <del>“Mandatory Provisions for the Articles of Association of Companies Listing Overseas”,</del> “Guide to Articles of Association of Listed Companies”, “Standards for the Governance of Listed Companies” and other relevant laws and regulations and the “Articles of Association of Air China Limited” (hereinafter referred to as the “Articles of Association”).</p>
<p><b>Article 2</b> As authorized by the general meeting, the board of directors shall be responsible for the operation and management of the Company’s assets, and acts as central business decision-making body that is accountable to the general</p>	<p><b>Article 2</b> As authorized by the general meeting, the board of directors shall be responsible for the operation and management of the Company’s assets, and acts as central business decision-making body that is accountable to the general</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

<b>Existing Articles of the Rules and Procedures of Meetings of the Board</b> (December 2021)	<b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)
<p>meeting.</p> <p>The board of directors shall uphold the leading role of the Party Committee in setting the right direction, keeping in mind the big picture, promoting the implementation of Party policies and principles. Matters relating to major operation and management of the Company shall be first submitted to the Party Committee for pre-study and discussion.</p>	<p>meeting.</p> <p>The board of directors shall uphold the leading role of the Party Committee in setting the right direction, keeping in mind the big picture, <u>ensuring</u><del>promoting</del> the implementation of Party policies and principles. Matters relating to major operation and management of the Company shall be first submitted to the Party Committee for pre-study and discussion.</p>
<b>CHAPTER 2 FORMATION AND COMMITTEES OF THE BOARD</b>	<b>CHAPTER 2 FORMATION AND COMMITTEES OF THE BOARD</b>
<p><b>Article 8</b> In accordance with relevant resolutions of the shareholders’ general meeting, the board of directors shall establish a strategy and investment committee, an audit and risk management committee (the supervision committee), a nomination and remuneration committee, an aviation safety committee and other special committees.</p> <p>These special committees shall consider specific matters and provide their opinions and advice as a reference for the board’s decision making based on the proposals made by the board of directors, the chairman of the board of directors and the recommendations from the president.</p> <p>The members’ composition, duties and responsibilities, and procedures of each special committee of the board of directors are specifically determined according to the terms of reference of each special committee,</p>	<p><b>Article 8</b> In accordance with relevant resolutions of the shareholders’ general meeting, the board of directors shall establish <u>special committees such as</u> a strategy and investment committee, an audit and risk management committee (the supervision committee), <u>a nomination committee,</u> a <del>nomination and remuneration</del> <u>and appraisal</u> committee, <u>and</u> an aviation safety committee <del>and other special committees.</del></p> <p>These special committees shall consider specific matters and provide their opinions and advice as a reference for the board’s decision making based on the proposals made by the board of directors, the chairman of the board of directors and the recommendations from the president.</p> <p>The members’ composition, duties and responsibilities, and procedures of each special committee of the board of directors</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

Existing Articles of the Rules and Procedures of Meetings of the Board (December 2021)	Revised Articles (Note: If there is no mark-up, it means no amendment)
<p>which are formulated by the board of directors.</p>	<p>are specifically determined according to the terms of reference of each special committee, which are formulated by the board of directors.</p> <p><b><u>Independent directors shall convene special meetings on a regular or irregular basis to review relevant matters stipulated in laws, regulations, other regulatory documents and the Articles of Association. Other matters of the Company may also be investigated and discussed as required at the special meetings of independent directors.</u></b></p>
CHAPTER 3 FUNCTIONS AND POWERS OF THE BOARD OF DIRECTORS	CHAPTER 3 FUNCTIONS AND POWERS OF THE BOARD OF DIRECTORS
<p><b>Article 9</b> The board of directors is responsible to the shareholders’ general meeting for formulating strategies, making decisions and preventing risks and shall exercise the following duties and powers in accordance with statutory procedures and the Articles of Association:</p> <p>.....</p> <p>(8) to decide on the matters such as external investments, acquisition and disposal of assets, mortgages on assets, entrusted wealth management and connected transactions of the Company within the authority granted by the shareholders’ general meeting;</p> <p>.....</p>	<p><b>Article 9</b> The board of directors is responsible to the shareholders’ general meeting for formulating strategies, making decisions and preventing risks and shall exercise the following duties and powers in accordance with statutory procedures and the Articles of Association:</p> <p>.....</p> <p>(8) to decide on the matters such as external investments, acquisition and disposal of assets, mortgages on assets, entrusted wealth management, <del>and</del> <b><u>and external donation</u></b> of the Company within the authority granted by the shareholders’ general meeting;</p> <p>.....</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

<b>Existing Articles of the Rules and Procedures of Meetings of the Board</b> (December 2021)	<b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)
<p>(9) to decide on the external guarantees other than those required to be approved by the shareholders’ general meetings according to laws, administrative regulations and the Articles of Association;</p> <p>.....</p> <p>(20) to exercise other functions and powers as stipulated by laws, regulations or the Articles of Association and granted by the shareholders’ general meeting.</p>	<p>(9) to decide on the external guarantees other than those required to be approved by the shareholders’ general meetings according to laws, <del>administrative</del> regulations, <b><u>other regulatory documents</u></b> and the Articles of Association;</p> <p>.....</p> <p>(20) to exercise other functions and powers as stipulated by laws, regulations, <b><u>other regulatory documents and</u></b> <del>or</del> the Articles of Association and granted by the shareholders’ general meeting.</p>
<p><b>Article 10</b> Any matters in relation to the provision of external guarantee by the Company shall be considered and approved by the board of directors. The following matters shall be approved by the shareholders’ general meeting after being considered by the board of directors:</p> <p>(1) provision of external guarantee after the total amount of the external guarantees provided by the Company or its subsidiaries reaches or exceeds 50% of the most recent audited net assets;</p> <p>(2) provision of guarantee to any entity whose gearing ratio exceeds 70%;</p> <p>(3) provision of a single guarantee the amount of which exceeds 10% of the most recent audited net assets;</p>	<p><b>Article 10</b> Any matters in relation to the provision of external guarantee by the Company shall be considered and approved by the board of directors. The following matters shall be approved by the shareholders’ general meeting after being considered by the board of directors:</p> <p>(1) provision of external guarantee after the total amount of the external guarantees provided by the Company or its subsidiaries <del>reaches or</del> exceeds 50% of the most recent audited net assets;</p> <p>(2) <b><u>provision of any guarantee after the total amount of the external guarantees of the Company exceeds 30% of the most recent audited total assets</u></b> <del>provision of guarantee to any entity whose gearing ratio exceeds 70%;</del></p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

Existing Articles of the Rules and Procedures of Meetings of the Board (December 2021)	Revised Articles (Note: If there is no mark-up, it means no amendment)
<p>(4) provision of guarantee to shareholders, actual controllers and their related parties;</p> <p>(5) provision of any guarantee after the total amount of the external guarantees of the Company reaches or exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) other guarantee-related matters that shall be approved by the shareholders’ general meeting as stipulated by laws and regulations and the Articles of Associations.</p>	<p>(3) <b><u>provision of guarantee by the Company within one year which exceeds 30% of the most recent audited total assets of the Company</u></b><del>provision of a single guarantee the amount of which exceeds 10% of the most recent audited net assets;</del></p> <p>(4) <b><u>provision of guarantee to any entity whose gearing ratio exceeds 70%</u></b><del>provision of guarantee to shareholders, actual controllers and their related parties;</del></p> <p>(5) <b><u>provision of a single guarantee with the amount of which exceeds 10% of the most recent audited net assets</u></b><del>provision of any guarantee after the total amount of the external guarantees of the Company reaches or exceeds 30% of the latest audited total assets of the Company;</del></p> <p>(6) <b><u>provision of guarantee to shareholders, actual controllers and their related parties;</u></b></p> <p>(7) other guarantee-related matters that shall be approved by the shareholders’ general meeting as stipulated by laws and regulations and the Articles of Associations.</p>
CHAPTER 4 RULES FOR BOARD MEETINGS	CHAPTER 4 RULES FOR BOARD MEETINGS
<p><b>Article 20</b> In the event that any director has consecutively failed to be present in person at any board meeting twice, nor authorized another director to be present at the board meeting on his behalf, he shall be considered unable to fulfill his responsibilities as a</p>	<p><b>Article 20</b> In the event that any director has consecutively failed to be present in person at any board meeting twice, nor authorized another director to be present at the board meeting on his behalf, he shall be considered unable to fulfill his responsibilities as a</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

<b>Existing Articles of the Rules and Procedures of Meetings of the Board</b> (December 2021)	<b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)
<p>director, and the board of directors shall accordingly suggest the shareholders’ general meeting making a replacement.</p> <p>The board of directors shall propose to the shareholders’ general meeting to replace any independent director who has not been present in person consecutively at board meeting for three times.</p>	<p>director, and the board of directors shall accordingly suggest the shareholders’ general meeting making a replacement.</p> <p><del>The board of directors shall propose to the shareholders’ general meeting to replace any independent director who has not been present in person consecutively at board meeting for three times.</del></p>
<b>CHAPTER 5 PROPOSED RESOLUTIONS OF BOARD MEETINGS</b>	<b>CHAPTER 5 PROPOSED RESOLUTIONS OF BOARD MEETINGS</b>
<p><b>Article 22</b> The secretary to the board of directors shall be responsible for compiling the proposed resolutions to be considered at the board meeting. Any person proposing the resolution shall submit such proposed resolutions and the relevant explanatory materials to the secretary to the board of directors 5 days before the date of notice convening the board meeting. Proposed resolutions in relation to major connected transactions (as determined on the criteria promulgated by the relevant regulatory authorities from time to time) which are subject to approval by the board of directors or the shareholders at the shareholders’ general meeting and proposed resolutions of appointment or dismissal of accounting firms shall first be approved by majority of the independent directors. The relevant materials shall be submitted to the chairman of the board of directors or the convener of the board meeting after such materials being compiled by the secretary to the board of directors who shall set out the time, place and agenda of the meeting.</p>	<p><b>Article 22</b> The secretary to the board of directors shall be responsible for compiling the proposed resolutions to be considered at the board meeting. Any person proposing the resolution shall submit such proposed resolutions and the relevant explanatory materials to the secretary to the board of directors 5 days before the date of notice convening the board meeting. <del>Proposed resolutions in relation to major connected transactions (as determined on the criteria promulgated by the relevant regulatory authorities from time to time) which are subject to approval by the board of directors or the shareholders at the shareholders’ general meeting and proposed resolutions of appointment or dismissal of accounting firms shall first be approved by majority of the independent directors.</del> The relevant materials shall be submitted to the chairman of the board of directors or the convener of the board meeting after such materials being compiled by the secretary to the board of directors who shall set out the time, place and agenda of the meeting.</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Meetings of the Board</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)</p>
<p style="text-align: center;"><b>CHAPTER 7 CONSIDERING AND VOTING ON PROPOSED RESOLUTIONS</b></p>	<p style="text-align: center;"><b>CHAPTER 7 CONSIDERING AND VOTING ON PROPOSED RESOLUTIONS</b></p>
	<p><u>Article 33 The following matters shall be submitted to the board of directors for consideration after being approved by more than half of all independent directors of the Company:</u></p> <p><u>(1) related transactions which shall be discloseable;</u></p> <p><u>(2) changes in or waivers of commitments by the Company and related parties;</u></p> <p><u>(3) decisions and measures taken by the board of directors of the acquired company in connection with the acquisition;</u></p> <p><u>(4) other matters stipulated by laws, administrative regulations and the Articles of Association.</u></p>
<p><b>Article 33</b> The independent directors shall give their independent opinions to the board of directors or the shareholders’ general meeting on the following matters:</p> <p>(1) the nomination, appointment and removal of any director;</p> <p>(2) the appointment and removal of any senior officer;</p> <p>(3) the remuneration of the directors and senior management of the Company;</p>	<p><u><del>Article 33</del> <b>Article 34</b> Independent directors shall express their independent opinions on matters which may impair the rights and interests of the Company or minority shareholders.</u></p> <p><u>The independent opinions issued by independent directors on major matters shall at least include the following content:</u></p> <p><u>(1) basic information on major matters;</u></p> <p><u>(2) the basis for expressing opinions,</u></p>



**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

Existing Articles of the Rules and Procedures of Meetings of the Board (December 2021)	Revised Articles (Note: If there is no mark-up, it means no amendment)
<p>(4) substantial money transfers (as determined in accordance with the rules promulgated from time to time) between the Company and shareholders, actual controllers and connected enterprise;</p> <p>(5) profit distribution plans proposed to the board of directors for consideration;</p> <p>(6) distribution plans of the cash dividends that the board of directors has not made;</p> <p>(7) issues that the independent directors consider possible to impair on the rights and interest of minority shareholders;</p> <p>(8) other matters so stipulated by applicable laws, regulations, department rules or the Articles of Association.</p> <p>An independent director shall provide his comments by way of: agreeing; reserving his opinion with reasons; objecting with reasons; or expressing his view as not being able to provide his comments and the reason.</p> <p>When the relevant issues are of those required to be disclosed, opinions of independent directors shall be published by announcement by the Company. In addition, if the independent directors have different opinions and cannot come to an agreement, their opinions shall be disclosed respectively by the board of directors.</p>	<p><b><u>including the procedures performed, the documents verified and the contents of on-site inspection, etc.;</u></b></p> <p><b><u>(3) the legality and compliance of material matters;</u></b></p> <p><b><u>(4) the impact on the rights and interests of the Company and minority shareholders, the possible risks and the effectiveness of the measures adopted by the Company;</u></b></p> <p><b><u>(5) expression of conclusive opinions. If a qualified opinion, objection or disclaimer of opinion is raised on a material matter, the relevant independent directors shall clearly explain the reasons and obstacles for not providing an opinion.</u></b></p> <p><b><u>The independent directors shall sign and confirm their independent opinions issued, and report the above opinions to the board of directors in a timely manner and disclose the same together with the relevant announcements of the Company.</u></b></p> <p><del>The independent directors shall give their independent opinions to the board of directors or the shareholders' general meeting on the following matters:</del></p> <p><del>(1) the nomination, appointment and removal of any director;</del></p> <p><del>(2) the appointment and removal of any senior officer;</del></p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD**

<p style="text-align: center;"><b>Existing Articles of the Rules and Procedures of Meetings of the Board</b> (December 2021)</p>	<p style="text-align: center;"><b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)</p>
	<p><del>(3) the remuneration of the directors and senior management of the Company;</del></p> <p><del>(4) substantial money transfers (as determined in accordance with the rules promulgated from time to time) between the Company and shareholders, actual controllers and connected enterprise;</del></p> <p><del>(5) profit distribution plans proposed to the board of directors for consideration;</del></p> <p><del>(6) distribution plans of the cash dividends that the board of directors has not made;</del></p> <p><del>(7) issues that the independent directors consider possible to impair on the rights and interest of minority shareholders;</del></p> <p><del>(8) other matters so stipulated by applicable laws, regulations, department rules or the Articles of Association.</del></p> <p><del>An independent director shall provide his comments by way of: agreeing; reserving his opinion with reasons; objecting with reasons; or expressing his view as not being able to provide his comments and the reason.</del></p> <p><del>When the relevant issues are of those required to be disclosed, opinions of independent directors shall be published by announcement by the Company. In addition, if the independent directors have different opinions and cannot come to an agreement,</del></p>

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**APPENDIX III      PROPOSED AMENDMENTS TO THE RULES AND  
PROCEDURES OF MEETINGS OF THE BOARD**

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<b>Existing Articles of the Rules and Procedures of Meetings of the Board (December 2021)</b>	<b>Revised Articles</b> (Note: If there is no mark-up, it means no amendment)
	<del>their opinions shall be disclosed respectively by the board of directors.</del>
<b>Article 37</b> Each director has one vote. In the case of equal division of affirmative and dissenting votes, the chairman of the board of directors is entitled to a casting vote.	<b>Article 38</b> <del>Article 37</del> <u>When the board of directors are considering the proposals,</u> Each director has one vote. <del>In the case of equal division of affirmative and dissenting votes, the chairman of the board of directors is entitled to a casting vote.</del>
<b>Article 41</b> When the board passes a resolution on a related party transaction of the Company, independent opinions shall be given by the independent directors as required.	<del>Article 41</del> When the board passes a resolution on a related party transaction of the Company, independent opinions shall be given by the independent directors as required.

Note: save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Rules and Procedures of Meetings of the Board as so amended shall be changed accordingly, including those referred to in cross references.

The proposed amendments to the Rules and Procedures of Meetings of the Board are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules and Procedures of Meetings of the Board, the Chinese version shall prevail.



中國國際航空股份有限公司  
AIR CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 00753)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Air China Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 11 September 2023 (the “**Circular**”).

**Special Resolutions**

1. To consider and approve the proposed amendments to the Articles of Association as set out in Appendix I to the Circular.
2. To consider and approve the proposed amendments to the Rules and Procedures of Shareholders' Meetings as set out in Appendix II to the Circular.
3. To consider and approve the proposed amendments to the Rules and Procedures of Meetings of the Board as set out in Appendix III to the Circular.

By Order of the Board  
**Air China Limited**  
**Huang Bin Huen Ho Yin**  
*Joint Company Secretaries*

Beijing, the PRC, 11 September 2023

*As at the date of this notice, the directors of the Company are Mr. Ma Chongxian, Mr. Wang Mingyuan, Mr. Feng Gang, Mr. Patrick Healy, Mr. Xiao Peng, Mr. Li Fushen\*, Mr. He Yun\*, Mr. Xu Junxin\* and Ms. Winnie Tam Wan-chi\*.*

\* *Independent non-executive director of the Company*

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## APPENDIX IV NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

### 1. Closure of register of members

Holders of H Shares of the Company are advised that the register of members of the Company will close from Friday, 20 October 2023 to Thursday, 26 October 2023 (both days inclusive), during which time no transfer of any H Shares will be effected. In order to qualify for attendance and voting at the EGM, holders of H Shares must lodge all documents of transfer with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Thursday, 19 October 2023.

H Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Thursday, 19 October 2023 are entitled to attend and vote at the EGM.

### 2. Proxy

Every shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares not less than 24 hours before the time specified for the holding of the EGM (or any adjournment thereof). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar.

### 3. Other businesses

- (i) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel No.: (852)2862 8628  
Fax No.: (852)2865 0990



中國國際航空股份有限公司  
AIR CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 00753)

**NOTICE OF H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting of H Shareholders (the “**H Shareholders' Class Meeting**”) of Air China Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 26 October 2023 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 11 September 2023 (the “**Circular**”).

**Special Resolutions**

1. To consider and approve the proposed amendments to the Articles of Association as set out in Appendix I to the Circular.
2. To consider and approve the proposed amendments to the Rules and Procedures of Shareholders' Meetings as set out in Appendix II to the Circular.

By Order of the Board  
**Air China Limited**  
**Huang Bin Huen Ho Yin**  
*Joint Company Secretaries*

Beijing, the PRC, 11 September 2023

*As at the date of this notice, the directors of the Company are Mr. Ma Chongxian, Mr. Wang Mingyuan, Mr. Feng Gang, Mr. Patrick Healy, Mr. Xiao Peng, Mr. Li Fushen\*, Mr. He Yun\*, Mr. Xu Junxin\* and Ms. Winnie Tam Wan-chi\*.*

\* *Independent non-executive director of the Company*

*Notes:*

**1. Closure of register of members**

Holders of H Shares of the Company are advised that the register of members of the Company will close from Friday, 20 October 2023 to Thursday, 26 October 2023 (both days inclusive), during which time no transfer of any H Shares will be effected. In order to qualify for attendance and voting at the EGM, holders of H Shares must lodge all documents of transfer with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Thursday, 19 October 2023.

H Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Thursday, 19 October 2023 are entitled to attend and vote at the EGM.

**2. Notice of attendance**

H Shareholders who intend to attend the H Shareholders' Class Meeting should complete and lodge the accompanying notice of attendance and return it to the Company's H Share registrar on or before Thursday, 5 October 2023. The notice of attendance may be delivered by hand, by post or by fax to the Company's H Share registrar. Completion and return of the notice of attendance do not affect the right of a shareholder to attend and vote at the H Shareholders' Class Meeting. However, the failure to return the notice of attendance may result in an adjournment of the H Shareholders' Class Meeting, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the H Shareholders' Class Meeting by the notice of attendance does not reach more than half of the total number of H Shares of the Company carrying the right to vote at the H Shareholders' Class Meeting.

**3. Proxy**

Every shareholder who has the right to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the H Shareholders' Class Meeting.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time specified for the holding of the H Shareholders' Class Meeting. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar.

**4. Other businesses**

(i) The H Shareholders' Class Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2865 0990