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If you have sold or transferred all your shares in **IRICO Group New Energy Company Limited***, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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IRICO

彩虹集團新能源股份有限公司

IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
RELEVANT RULES OF PROCEDURE; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 1 to 5 of this circular.

The EGM will be held at the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC at 9:00 a.m. on Wednesday, 15 October 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM was published on the website of the Stock Exchange at <http://www.hkexnews.hk> on Monday, 22 September 2025. If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at the EGM in respect of any treasury Shares held by them, if any.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	IRICO Group New Energy Company Limited* (彩虹集團新能源股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange (stock code: 0438)
“Company Law”	the Company Law of the People’s Republic of China
“Directors(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC at 9:00 a.m. on Wednesday, 15 October 2025, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 September 2025, being the latest practicable date for ascertaining certain information included herein before the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding the Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Relevant Rules of Procedure”	Rules of Procedure for General Meetings and Rules of Procedure for Board Meetings
“Rules of Procedure for Board Meetings”	the rules of procedure for Board meetings of the Company
“Rules of Procedure for General Meetings”	the rules of procedure for general meetings of the Company

DEFINITIONS

“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company

The English names of the PRC entities adopted in this circular marked “” are translations from their Chinese names for identification purpose only.*

LETTER FROM THE BOARD



IRICO

彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

Directors

Executive Directors

Ms. Yang Hua (*Chairlady*)

Mr. Gao Feng'an

Non-executive Directors

Mr. Fang Zhongxi

Mr. Wang Dong

Independent non-executive Directors

Mr. Su Kun

Mr. Li Yong

Ms. Hao Meiping

Legal address and the head office in the PRC:

C6, No. 3 Xinghuo Avenue

High-Tech Industrial Development Zone

Xianyang, Shaanxi Province

The People's Republic of China

Postal code: 712000

Principal place of business in Hong Kong:

Units 1607-8, 16/F, Citicorp Centre

18 Whitfield Road, Causeway Bay

Hong Kong

H share registrar and transfer office:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

22 September 2025

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
RELEVANT RULES OF PROCEDURE;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcement of the Company dated 16 September 2025 in relation to, among others, the proposed amendments to the Articles of Association and Relevant Rules of Procedure. The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the EGM for the proposed amendments to the Articles of Association and Relevant Rules of Procedure.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELEVANT RULES OF PROCEDURE

On 16 September 2025, the Board considered and approved (among other things) the resolutions in relation to the proposed amendments to the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings (the “**Proposed Amendments to the Articles of Association and Relevant Rules of Procedure**”, details of which are set out in the Appendix).

On 14 February 2023, the State Council issued a notice on the abolition of the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Limited Liability Companies (《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》), which was formally implemented on 31 March 2023. On 17 February 2023, the China Securities Regulatory Commission (the “CSRC”) issued the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》), and abolished the Necessary Provisions of the Articles of Association of Overseas Listed Companies (《到境外上市公司章程必備條款》), which was formally implemented on 31 March 2023. The current Articles of Association of the Company were mainly made in accordance with the original Company Law and the above two provisions. Therefore, in accordance with the Company Law, the Securities Law of the People’s Republic of China, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, and the Listing Rules, and with reference to laws and regulations such as the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and the Rules for the General Meetings of Listed Companies (《上市公司股東會規則》) issued by the CSRC, and in light of the actual situation of the Company, the Company intended to amend the relevant provisions of the Articles of Association. At the same time, the Company intended to abolish the relevant provisions involving class shares and the Supervisory Committee, which will be replaced by the audit committee of the Board to exercise the functions and powers of the supervisory committee as stipulated in the Company Law. Relevant systems such as the rules of procedure for the Supervisory Committee of the Company shall be abolished accordingly. In view of the proposed amendments to the Articles of Association, the Company also proposed to amend the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings simultaneously to bring them into line with the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

After consideration, the Board agreed to submit the Proposed Amendments to the Articles of Association and Relevant Rules of Procedure to the EGM for consideration and approval by special resolution. The Proposed Amendments to the Articles of Association and Relevant Rules of Procedure will take effect from the date of approval at the EGM.

The Board is of the view that the Proposed Amendments to the Articles of Association and Relevant Rules of Procedure are in compliance with the relevant laws and regulations in the PRC and the Core Shareholder Protection Standards as set out in Appendix A1 of the Listing Rules, will not prejudice the protection of shareholders of the Company or have a material impact on the relevant shareholder protection measures, nor will it adversely affect the business operation of the Company, and are in the interests of the Company and the Shareholders as a whole.

III. EGM

The EGM will be held at the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC at 9:00 a.m. on Wednesday, 15 October 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. The Company has already sent the notice of the EGM and the proxy form for the use at the EGM to Shareholders on Monday, 22 September 2025. The aforesaid documents are also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.irico.com.cn>).

For the purpose of determining eligibility to attend and vote at the EGM, the register of the members of the Company will be closed from Friday, 10 October 2025 to Wednesday, 15 October 2025, both days inclusive. During such period, no transfers of the Company's shares will be registered. The record date shall be Friday, 10 October 2025. In order to be entitled to attend and vote at the EGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 9 October 2025.

Holders of H shares whose names appear on the Company's register of the members of H shares at the close of business on Friday, 10 October 2025 are entitled to attend the EGM, and are entitled to appoint one or more proxies, to attend and vote on his/her behalf at the EGM according to the Articles of Association. A proxy needs not be a Shareholder.

LETTER FROM THE BOARD

The appointment of the proxy by completing the enclosed “PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 15 OCTOBER 2025” (the “**Proxy Form**”) must be in writing by hand of the appointer or his/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney or any other person authorised by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorised person. In respect of the holders of H shares, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:00 a.m. on Tuesday, 14 October 2025) or any adjournment thereof. In respect of the holders of domestic shares, the above documents should be delivered to the office of the secretary of the Board of the Company at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC within the same period.

Voting at the EGM

The Proposed Amendments to the Articles of Association and Relevant Rules of Procedure will be put forward for approval by the Shareholders by way of a special resolution at the EGM. The resolution will be taken by poll in accordance with the Rule 13.39(4) of the Listing Rules and an announcement on the results of the poll will be made by the Company after the EGM. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution at the EGM.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at the EGM in respect of any treasury Shares held by them, if any.

IV. RECOMMENDATION OF THE BOARD

The Directors consider that the Proposed Amendments to the Articles of Association and Relevant Rules of Procedure are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution as set out in the notice of the EGM to approve the Proposed Amendments to the Articles of Association and Relevant Rules of Procedure.

LETTER FROM THE BOARD

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular and the notice convening the EGM.

By order of the Board
IRICO Group New Energy Company Limited*
Yang Hua
Chairlady

* *For identification purpose only*

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELEVANT RULES OF PROCEDURE

I. Proposed Amendments to the Articles of Association

Details of the proposed amendments to the Articles of Association are set out as follows:

No.	Original articles	Amended articles
	CHAPTER 1 GENERAL PRINCIPLES	CHAPTER 1 GENERAL PRINCIPLES
1.	Addition	Article 1 To safeguard the legitimate rights and interests of IRICO Group New Energy Company Limited* (the “Company”), its shareholders, employees and creditors, and to standardize the organization and behavior of the Company, the Articles of Association are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies issued by the China Securities Regulatory Commission (the “CSRC”) (the “Administrative Measures”), the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities of The Hong Kong Stock Exchange Limited (the “Main Board Listing Rules”) and other relevant regulations.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 1 ~~IRICO Group New Energy Company 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 “~~Securities Law of the People’s Republic of China~~” (the “Securities Law”), the State Council’s ~~Special Regulations on Overseas Offering and Listing of shares by Joint Stock Limited Companies~~” (the “~~Special Regulations~~”); and other relevant legislations and administrative regulations of the PRC. Pursuant to the approval of the document entitled “The Approval of the Establishment of Irico Group Electronics Company Limited*” (《關於設立彩虹集團電子有限公司的批覆》) (Guo Zi Gai Ge [2004] No. 850) by the State-owned Assets Supervision and Administration Commission under the State Council, the Company was established on 9th September 2004. The Company was registered on 10th September 2004 with the Shaanxi Administration for Industry and Commerce of the People’s Republic of China, and obtained business license of enterprise legal person; the licence number is: 916100007663066019. The Company is exclusively established by IRICO Group Corporation (彩虹集團公司) (renamed as IRICO Group Company Limited (彩虹集團有限公司)).	Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant regulations. Pursuant to the approval of the document entitled “The Approval of the Establishment of IRICO Group Electronics Company Limited*” (《關於設立彩虹集團電子有限公司的批覆》) (Guo Zi Gai Ge [2004] No. 850) by the State-owned Assets Supervision and Administration Commission under the State Council, the Company was established on 9th September 2004. The Company was registered on 10th September 2004 with the Shaanxi Provincial Administration for Industry and Commerce of the People’s Republic of China, and obtained business license of enterprise legal person. Its unified social credit code is: 916100007663066019. The Company is exclusively established by IRICO Group Corporation (彩虹集團公司) (renamed as IRICO Group Company Limited (彩虹集團有限公司)). The Company’s registered capital at the time of its establishment is RMB1.5 billion, with the total number of shares being 1.5 billion shares, all of which are fully subscribed for by IRICO Group Corporation. On 13 November 2015, the Company convened an extraordinary general meeting to change its name from IRICO Group Electronics Company Limited* to IRICO Group New Energy Company Limited. On 3 February 2016, the Company received a new business license issued by Shaanxi Provincial Administration for Industry and Commerce.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
2.	Article 2 ~~The~~ registered name of the Company: Chinese: 彩虹集團新能源股份有限公司 English: IRICO GROUP NEW ENERGY COMPANY LIMITED	Moved to Article 4 of the current Articles of Association
3.	Article 3 Address of the Company: C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People’s Republic of China Telephone No.: 8629-33825355 Postal Code: 712000	Moved to Article 5 of the current Articles of Association
4.	Addition	Article 3 The Company was approved by the China Securities Regulatory Commission (the “CSRC”) on 15 November 2004, and issued 485,294,000 foreign shares for its initial overseas listing, which were listed on the Hong Kong Stock Exchange on 20 December 2004 following approval by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).
5.	Transferred from Article 2 of the original Articles of Association to this article	Article 4 Registered name of the Company Full Chinese name: 彩虹集團新能源股份有限公司; Full English name: IRICO GROUP NEW ENERGY COMPANY LIMITED

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
6.	Transferred from Article 3 of the original Articles of Association to this article	Article 5 Address of the Company: C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People's Republic of China Telephone No.: 8629-33825355 Postal Code: 712000
7.	Article 4 The General Manager of the Company shall be the legal representative of the Company. ~~A change in legal representative requires to be registered with the corporate registration authorities in accordance with applicable laws.~~	Moved to Article 8 of the current Articles of Association
8.	Article 5 The Company is a joint stock company with perpetual existence. ~~The Company is an independent legal person, governed and protected by the laws, regulations and other relevant provisions of the PRC.~~	Moved to Article 7 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
9.	Article 6 The Articles of Association is enacted pursuant to the Company Law, the Special Regulations, the Mandatory Provisions, the Zheng Jian Hai Han, the Constitution of Communist Party of China and other relevant laws and regulations of the PRC for the purpose of standardizing the organization and behaviour of the Company, protecting the legitimate interests of the Company and its shareholders, adhering to and enhancing the Communist Party's guidance on the Company and improving the corporate governance structure. Save as the Company Law, the relevant laws and regulation require otherwise or approval of the authorized approval authorities of the State Council, the terms included in the Articles of Association in accordance with the requirement of the Mandatory Provisions shall not be amended or abolished.	Deleted
10.	Addition	Article 6 The Company's registered capital is RMB176,322,070.
11.	Transferred from Article 5 of the original Articles of Association to this article	Article 7 The Company is a joint stock company with perpetual existence.
12.	Transferred from Article 4 of the original Articles of Association to this article	Article 8 The General Manager of the Company shall be the legal representative of the Company. When the General Manager resigns, he/she shall be deemed to have resigned from the position of legal representative simultaneously. If the legal representative resigns, a new legal representative shall be determined by the Company within thirty (30) days from the date of the legal representative's resignation.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
13.	Addition	Article 9 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be assumed by the Company. Any restriction on the power of the legal representative imposed by the Articles of Association or the General Meeting shall not be set up against a bona fide opposite party. Where the legal representative causes any harm to any other person for execution of his/her functions, the Company shall assume civil liability for such harm. The Company may, after assuming civil liability, recover loss from the legal representative at fault in accordance with laws or the Articles of Association.
14.	Article 7 ~~The Articles of Association of the Company is approved by company examination and approval department authorized by the State Council, take effect after the completion of initial public offering and replace the Articles of Association originally registered at the industrial and commercial administrative organization.~~ ~~From the date when the Articles of Association take effect, the Articles of Association shall constitute a legally binding document regulating the structure and activities of the Company and governs the rights and obligations between the Company and its shareholders and among the shareholders.~~	Moved to Article 13 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
15.	Article 8 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish an organisation of the Communist Party of China, carry out the activities of the Party; set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation.	Moved to Article 15 of the current Articles of Association
16.	Article 9 The Articles of Association of the Company shall be binding on the Company its shareholders, ~~members of the Party Committee; Directors, supervisors, general manager, deputy general manager and other senior management. All the persons mentioned above may, pursuant to the Articles of Association, put forward claims concerning the affairs of the Company.~~ The shareholders may, in accordance with the Articles of Association, bring litigations against the Company. The Company may, in accordance with the Articles of Association, bring litigations against the shareholders. The shareholders may, in accordance with the Articles of Association, bring litigations against each other. The shareholders may, in accordance with the Articles of Association, bring litigations against the Directors; supervisors, manager and other senior management. The above-mentioned prosecution includes suits brought up to the courts or arbitrations applied for to the arbitration institutions; the above-mentioned other senior management personnel mean chief financial officer and Secretary to the Board; the above-mentioned General Manager and Deputy General Manager can, in accordance with the needs of the Company's management, be referred to as the President and Deputy President.	Moved to Article 13 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
17.	Article 10 The Company may invest to other limited liability companies and joint stock limited companies, and shall take the corresponding responsibility in proportion of its investment amount.	Moved to Article 12 of the current Articles of Association
18.	Article 11 The Company is an independent corporate legal person. All acts of the Company shall comply with the laws and regulations of China and the place outside China where the Company is listed as foreign investment shares, and protect the legitimate rights and interests of the shareholders. The Company's full capital shall be divided into equal shares, and the shareholder shall hold responsibility to the Company in accordance with the shares they subscribed for, while the Company shall be responsible for its debts with all its assets. ~~Under the premise of complying with Chinese laws and administrative regulations, the Company shall have the right to finance or loan. The financing or borrowing of the Company includes (but is not limited to) borrowing from financial institutions, and the issuance of corporate bonds and convertible bonds. The financing can be exercised through mortgage or pledge of the ownership or use rights of part or all of the Company's assets, or any other rights permitted by Chinese laws and administrative regulations; however, the Company shall, in the process of exercising the above-mentioned rights, not undermine or abolish the rights of shareholders of any kind.~~	Moved to Articles 10 and 11 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
19.	Transferred from Article 11 of the original Articles of Association to this article	Article 10 The Company is an independent corporate legal person. All acts of the Company shall comply with the laws and regulations of the People’s Republic of China (the “PRC”) and the place where the Company’s shares are listed outside China.
20.	Transferred from Article 11 of the original Articles of Association to this article	Article 11 Shareholders shall hold responsibility to the Company in accordance with the shares they subscribe for, while the Company shall be responsible for its debts with all its properties.
21.	Transferred from Article 10 of the original Articles of Association to this article	Article 12 The Company may invest to other limited liability companies and joint stock limited companies, and shall take the corresponding responsibility in proportion of its investment amount.
22.	Combined from Articles 7 and 9 of the original Articles of Association into this article	Article 13 The Articles of Association shall, from the date when they take effect, constitute a legally binding document regulating the structure and activities of the Company and the rights and obligations between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, Directors and senior management members. In accordance with the Articles of Association, shareholders may bring litigations against shareholders, shareholders may bring litigations against the Company’s Directors and senior management members, shareholders may bring litigations against the Company, and the Company may bring litigations against shareholders, Directors and senior management members.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
23.	Addition	Article 14 The senior management members referred to in the Articles of Association shall be the general manager, deputy general manager, chief financial officer, Secretary to the Board and other personnel designated by the Board of the Company.
24.	Transferred from Article 8 of the original Articles of Association to this article	Article 15 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party and carry out the activities of the Party. The Company shall provide necessary conditions for the Party organization’s activities.
	CHAPTER 2 THE BUSINESS PURPOSE AND SCOPE	CHAPTER 2 THE BUSINESS PURPOSE AND SCOPE
25.	Article 12 The Company’s business purpose is to enhance the core competitiveness of the products through continuous scientific and technological innovation, so as to build a world-class green energy enterprise, as well as make benefits for the shareholders thereof, well-being for the employees thereof, and contribution to the society.	Moved to Article 16 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
26.	Article 13 ~~The Company's business scope shall be subject to the projects approved by the company registration authority.~~ ~~The business scope of the Company is:~~ ~~General items: manufacturing of glass; manufacturing of non-metallic mineral products; sales of non-metallic minerals and products; research and experimental development of engineering and technology; mineral washing and processing; mineral concentration; intelligent control system integration; import and export of goods; import and export agents; technology import and export (except for items subject to approvals required by the laws, business activities shall be conducted independently with the business license and in accordance with the laws). Licensed items: mining of mineral resources (non-coal mines); power generation, transmission and supply (distribution) business (for items subject to approval as required by the laws, approvals by the relevant departments should be obtained before carrying out business activities and the specific items of business shall be subject to the approval results).~~ ~~The Company can adjust its investment direction and business scope and methods with reference to market trends at home and abroad, needs arising from business development in the PRC and its own development capability as well as needs arising from its performance, and subject to resolutions of the general meeting, as appropriate. Where the business scope is changed, such change shall be registered with the registration authorities of the Company.~~	Moved to Article 17 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
27.	Transferred from Article 12 of the original Articles of Association to this article	Article 16 The Company’s business purpose is to enhance the core competitiveness of the products through continuous scientific and technological innovation, so as to build a world-class green energy enterprise, as well as make benefits for the shareholders thereof, well-being for the employees thereof, and contribution to the society.
28.	Transferred from Article 13 of the original Articles of Association to this article	Article 17 The business scope of the Company (as legally registered): manufacturing of glass; manufacturing of non-metallic mineral products; sales of non-metallic minerals and products; research and experimental development of engineering and technology; mineral washing and processing; mineral concentration; intelligent control system integration; import and export of goods; import and export agents; technology import and export (except for items subject to approvals required by the laws, business activities shall be conducted independently with the business license and in accordance with the laws). Licensed items: mining of mineral resources (non-coal mines); power generation, transmission and supply (distribution) business (for items subject to approval as required by the laws, approvals by the relevant departments should be obtained before carrying out business activities and the specific items of business shall be subject to the approval results). The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its business scope and complete the formalities of industry and commerce administration registration for such adjustment according to relevant provisions.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	~~CHAPTER 3 SHARE CAPITAL AND REGISTERED CAPITAL~~ ~~CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES~~ ~~CHAPTER 5 FINANCIAL ASSISTANCE FOR THE ACQUISITION OF THE SHARES OF THE COMPANY~~	CHAPTER 3 SHARES
	Addition	Section 1 Issuance of Shares
29.	Article 14 ~~Article 14 The Company may at any time create ordinary shares. Having regard to its requirements and upon the approvals of the State Council authorized approving authorities, the Company may create other class of shares.~~	Deleted
30.	Article 15 The shares issued by the Company shall have a par value of Renminbi 1 per share. The aforesaid “Renminbi” shall mean the lawful currency of the People’s Republic of China.	Moved to Article 20 of the current Articles of Association
31.	Article 16 The Company may issue shares to domestic investors and overseas investors upon the approval of the authorities of the State Council responsible for securities. The aforesaid overseas investors shall mean the investors from foreign countries and the regions of Hong Kong, Macau and Taiwan who subscribe for the shares issued by the Company; domestic investors shall mean the investors within the PRC other than those investors from the aforesaid regions.	Moved to Article 21 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
32.	Article 17 The shares issued by the Company to the domestic investors ~~and subscribed in Renminbi~~ shall be called domestic shares. The shares issued by the Company to the overseas investors ~~and subscribed in foreign currency~~ shall be called foreign shares. Those foreign shares listed overseas shall be called overseas listed foreign shares. The aforesaid foreign currency shall mean the legal currency of ~~other~~ countries or areas other than Renminbi, recognized by the foreign exchange authority of PRC for the purpose of payment for the shares to the Company. The overseas listed foreign invested shares issued by the Company in Hong Kong shall be called H shares. H shares shall ~~mean the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) and the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H shares can also be listed in stock exchanges in the United States of America in the form of depositary securities.~~	Moved to Article 22 of the current Articles of Association
33.	Transferred from Article 39 of the original Articles of Association to this article	Article 18 The shares issued by the Company shall be in the form of registered shares.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
34.	Addition	Article 19 The shares of the Company shall be issued in accordance with the principles of openness, fairness and justice. Each share of the same class shall carry the same rights. Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. The same price is paid for each share subscribed for by the subscribers.
35.	Transferred from Article 15 of the original Articles of Association to this article	Article 20 The par value shares issued by the Company shall be denominated in Renminbi with each share having a par value of Renminbi 1. The aforesaid “Renminbi” shall mean the lawful currency of the PRC.
36.	Transferred from Article 16 of the original Articles of Association to this article	Article 21 The Company may issue shares to domestic investors and overseas investors upon legal approval. The aforesaid overseas investors shall mean the investors from foreign countries and the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan who subscribe for the shares issued by the Company; domestic investors shall mean the investors within the PRC other than those from the aforesaid regions.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
37.	Transferred from Article 17 of the original Articles of Association to this article	Article 22 The shares issued by the Company to the domestic investors and subscribed in Renminbi shall be called domestic shares. The shares issued by the Company to the overseas investors and subscribed in foreign currency shall be called foreign investment shares. Those foreign shares listed overseas shall be called overseas listed foreign invested shares. The aforesaid foreign currency shall mean the legal currency of foreign countries or regions other than Renminbi, recognized by the foreign exchange authority of PRC for the purpose of payment for the shares to the Company. The overseas listed foreign invested shares issued by the Company in Hong Kong shall be called H shares. H shares shall be denominated in Renminbi and subscribed for and traded in Hong Kong dollars.
38.	Article 18 With the approval by the approving departments of the State Council, the Company can issue 1,500,000,000 ordinary shares, and 1,500,000,000 shares are issued to the founders when the Company was established; representing 100% of the aggregate authorized issued ordinary shares.	Deleted
39.	Article 19 After its establishment, the Company first issued 485,000,000 overseas listed foreign invested shares; in the event of exercising the overallotment option, the Company will issue not more than 73,000,000 overseas listed foreign invested shares.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
40.	Article 20 Upon the plan for the issue by the Company of overseas listed foreign shares and domestic shares being approved by the authorities of the State Council responsible for securities, the Board of the Company may implement arrangement, for the respective issue thereof. The plan for the issue of overseas listed foreign shares and domestic shares may be implemented respectively by the Company pursuant to the provisions as aforesaid within fifteen (15) months upon the approval of the securities authority of the State Council.	Deleted
41.	Article 21 If foreign investment shares listed outside the People's Republic of China and domestic shares are issued separately within the total number of shares specified in the issue plan, every such issue shall be fully subscribed for in one time respectively; if every such issue is impossible to be fully subscribed for at one time due to special circumstances, the shares may also be issued in several stages, subject to the approval of the Securities Authority of the State Council.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
42.	Article 22 After the first issue of overseas listed foreign invested shares, the Company's registered capital is RMB1,941,174,000, with the total number of shares being 1,941,174,000 shares, of which 1,455,880,000 shares are domestic shares, accounting for 75% thereof, and 485,294,000 shares are foreign investment shares, accounting for 25%. As decided by the general meeting of the Company, with the capitalization of the capital reserve by 1 share for every 10 shares, the Company's registered capital is changed into RMB2,135,291,400, and the total number of shares is changed into 2,135,291,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 75%, and 533,823,400 shares are foreign investment shares, accounting for 25%. In accordance with the general mandate granted to the Board by the 2009 Annual General Meeting, the Company has completed the placing of 97,058,000 shares of H shares, with the registered capital being changed into RMB2,232,349,400, and the total number of shares being changed into 2,232,349,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 71.74%, and 630,881,400 shares are foreign investment shares, accounting for 28.26%.	Moved to Article 23 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	In accordance with the approval at the extraordinary general meeting and the class meeting of the holders of H shares on 23 January 2019 and 20 January 2020, the Company has completed the placing of 1,294,092,000 shares, with the registered capital being changed into RMB3,526,441,400, and the total number of shares being changed into 3,526,441,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 45.41%, and 1,924,973,400 shares are foreign investment shares, accounting for 54.59%. In accordance with the approval at the extraordinary general meeting, the class meeting of the holders of domestic shares and the class meeting of the holders of H shares on 28 December 2020, the Company has completed the reduction of every twenty (20) Shares with a par value of RMB1 each to one (1) reduced share with a par value of RMB1 each, with the registered capital being changed into RMB176,322,070, and the total number of shares being changed into 176,322,070 shares, of which 80,073,400 shares are domestic shares, accounting for 45.41%, and 96,248,670 shares are foreign investment shares, accounting for 54.59%.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
43.	Transferred from Article 22 of the original Articles of Association to this article	Article 23 After the first issue of overseas listed foreign invested shares, the Company's registered capital is RMB1,941,174,000, with the total number of shares being 1,941,174,000 shares, of which 1,455,880,000 shares are domestic shares, accounting for 75% thereof, and 485,294,000 shares are foreign investment shares, accounting for 25%. As decided by the general meeting of the Company on 28 January 2010, with the capitalization of the capital reserve by 1 share for every 10 shares, the Company's registered capital is changed into RMB2,135,291,400, and the total number of shares is changed into 2,135,291,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 75%, and 533,823,400 shares are foreign investment shares, accounting for 25%. In accordance with the general mandate granted to the Board by the 2009 Annual General Meeting, the Company has completed the placing of 97,058,000 shares of H shares, with the registered capital being changed into RMB2,232,349,400, and the total number of shares being changed into 2,232,349,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 71.74%, and 630,881,400 shares are foreign investment shares, accounting for 28.26%.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		In accordance with the approval at the extraordinary general meeting and the class meeting of the holders of H shares on 23 January 2019 and 20 January 2020, the Company has completed the placing of 1,294,092,000 shares, with the registered capital being changed into RMB3,526,441,400, and the total number of shares being changed into 3,526,441,400 shares, of which 1,601,468,000 shares are domestic shares, accounting for 45.41%, and 1,924,973,400 shares are foreign investment shares, accounting for 54.59%. In accordance with the approval at the extraordinary general meeting, the class meeting of the holders of domestic shares and the class meeting of the holders of H shares on 28 December 2020, the Company has completed the reduction of every twenty (20) Shares with a par value of RMB1 each to one (1) reduced share with a par value of RMB1 each, with the registered capital being changed into RMB176,322,070, and the total number of shares being changed into 176,322,070 shares, of which 80,073,400 shares are domestic shares, accounting for 45.41%, and 96,248,670 shares are foreign investment shares, accounting for 54.59%.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
44.	Transferred from Article 36 of the original Articles of Association to this article	Article 24 No financial assistance shall be provided to others by the Company or its subsidiaries (including affiliated enterprises of the Company) for the purpose of acquiring shares in the Company or its parent company by way of gift, advance, guarantee, loan or otherwise, except for the implementation of the employee stock ownership plans of the Company. For the benefit of the Company, the Company may provide financial assistance to others for the purpose of acquiring shares in the Company or its parent company upon a resolution passed at a General Meeting, or by the Board pursuant to the Articles of Association or the mandate of the General Meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the Board in this regard must be approved by more than two-thirds of all the Directors.
	Addition	Section 2 Increase in, Reduction and Repurchase of Shares

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
45.	Article 23 The Company may, based on its operation and business requirements, ~~approve an increase in its capital in accordance with the relevant provisions of the Articles of Association.~~ The manners in which the capital of the Company may be increased are as follows: (1) ~~offer of new shares to non-specific investors;~~ (2) ~~issue of new shares to existing shareholders by way of rights;~~ (3) ~~bonus issue of new shares to existing shareholders;~~ (4) ~~other methods as permitted by the laws and administrative regulations.~~ The increase in the capital of the Company ~~by way of issuing new shares approved pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws and administrative regulations of PRC.~~	Moved to Article 25 of the current Articles of Association
46.	Article 24 Save as otherwise stipulated by the laws and administrative regulations, shares of the Company ~~may~~ be transferred freely ~~and in circulation free of any lien.~~	Moved to Article 30 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
47.	Article 25 ~~Under the premise of abiding by the Articles of Association and other applicable provisions of the Company, the transferee's name (name) shall, upon transfer of the shares of the Company, be included in the register of shareholders as the holder thereof.~~	Deleted
48.	Transferred from Article 23 of the original Articles of Association to this article	Article 25 The Company may, based on its operation and business requirements and in accordance with applicable laws and regulations, ~~approve an increase in its capital by a resolution passed at a General Meeting in the following~~ manners: (1) issue of shares to unspecified investors; (2) issue of shares to specified investors; (3) bonus distribution of shares to existing shareholders; (4) conversion of capital reserves into share capital; (5) any other ways as permitted by the laws, administrative regulations, or as approved by the Hong Kong Stock Exchange, the securities regulatory authorities of the place where the Company's shares are listed. The increase in the capital of the Company approved pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws, administrative regulations, and the securities regulatory authorities of the place where the Company's shares are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
49.	Article 26 The issue or transfer of all the foreign investment shares listed outside the PRC shall be registered in the register of shareholders of foreign investment shares listed outside the PRC, which is deposited at the listing place accordance with Article 42.	Deleted
50.	Article 27 The Company must ensure that all of its foreign investment shares listed outside the PRC contain the following statements, and provide instructions to its share Registry and promote the Registry to refuse to register any person as holder of the Company's shares subscribed, purchased or transferred, unless the said person provides the Registry with appropriate signed forms related to the following statements contained in the said shares: (1) — The purchaser of the shares and the purchasing company and its shareholders, as well as the Company and its shareholders, all agree to comply with the Company Law and other relevant laws, administrative regulations and the Articles of Association;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) — The purchaser of the shares and the purchasing company with its shareholders, directors, supervisors, general manager, deputy general manager and senior management personnel agree, and the company and its shareholders on behalf of the Company itself and each director, supervisors, general manager, deputy general manager and senior management personnel also agree, that all disputes and claims arising due to the Articles of Association or the disputes, and claims of the Company's business arising due to the Company Law and the rights and obligations stipulated by other relevant Chinese laws and administrative laws, shall be submitted to arbitration in accordance with the provisions of the Articles of Association, and any submitted arbitration shall be deemed to authorize the arbitral tribunal to conduct a public hearing and announce its decision, and the arbitration shall be final ruling; (3) — The purchaser of the shares and the purchasing company and its shareholders agree, that the shares of the Company can be freely transferred by the holders; (4) — The purchaser of the shares authorizes the Company on behalf of the purchaser enter into a contract with the Company's directors and management staff, that such directors and management staff shall commit to abide by and comply with the Company the responsibility to shareholders stipulated in the Articles of Association.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
51.	Article 28 The Company may reduce its registered capital pursuant to the provisions of the Articles of Association.	Moved to Article 26 of the current Articles of Association
52.	Transferred from Article 28 of the original Articles of Association to this article	Article 26 The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Company Law, the Main Board Listing Rules, other applicable regulations, and the provisions of the Articles of Association.
53.	Article 29 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets. The Company shall notify its creditors within ten (10) days from the date of passing of the resolution for the reduction of registered capital and shall publish the notice in a newspaper within thirty (30) days thereof. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days of the notice being published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. ~~The registered capital shall not be less than the minimum statutory requirement after the reduction of capital.~~	Moved to Article 128 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
54.	Article 30 In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in the Articles of Association: (1) to reduce the capital of the Company ~~by cancelling shares~~; (2) to amalgamate with other companies which own shares in the Company; (3) to utilize its shares in employee stock ownership plans or share incentive; (4) where the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the ~~general meeting~~; require the Company to repurchase the shares; (5) to utilize its shares to satisfy the conversion of convertible bonds issued by the Company; (6) to safeguard the value of the Company and the interests of the shareholders when necessary.	Moved to Articles 27, 29 and 31 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	In the event that the Company purchases its shares under either circumstance as mentioned in ~~item~~ (1) and (2) of the above paragraph, a resolution thereon shall be made at the ~~general meeting~~. Where the Company purchases its shares under either circumstance as mentioned in ~~item~~ (3), (5) and (6) of the above paragraph, a Board resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the ~~general meeting~~, be passed at a Board meeting that is attended by at least two-thirds of Directors. In the event that the Company purchases its shares in accordance with the first paragraph of this article under the circumstance as mentioned in item (1), the shares shall be cancelled within ten days from the date of purchase; in the event that the Company purchases its shares under either circumstance as mentioned in item (2) and (4), the shares shall be transferred or cancelled within six months; in the event that the Company purchases its shares under either circumstance as mentioned in item (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years. ~~When the Company repurchases its own shares, it shall perform the information disclosure obligations in accordance with the requirements of the securities supervisory authorities.~~ ~~If the Company repurchases its shares under either circumstance as mentioned in item (3), (5) and (6) of the first paragraph of this article, it shall be conducted through open centralized trading. The Company shall not accept its shares as the subject matters of a pledge.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
55.	Transferred from Article 30 of the original Articles of Association to this article	Article 27 The Company shall not repurchase its own shares. However, exceptions are made in any of the following circumstances: (1) to reduce the registered capital of the Company; (2) to amalgamate with other companies which own shares in the Company; (3) to utilize its shares in employee stock ownership plans or share incentive; (4) where the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the General Meeting, require the Company to repurchase the shares; (5) to utilize its shares to satisfy the conversion of convertible bonds issued by the Company; (6) to safeguard the value of the Company and the interests of the shareholders when necessary; (7) other circumstances as prescribed by the laws, regulations, and securities regulatory rules of the place where the Company's shares are listed. Any subsidiary controlled by the Company shall not acquire the shares of the Company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
56.	Article 31 The Company may repurchase its shares ~~in any of the following manner:~~ (1) ~~to make a repurchase offer to all shareholders in proportion to their respective shareholdings;~~ (2) ~~to repurchase shares in open trading on a stock exchange;~~ (3) ~~to repurchase shares by way of agreement other than through a stock exchange.~~	Moved to Article 28 of the current Articles of Association
57.	Transferred from Article 31 of the original Articles of Association to this article	Article 28 The Company may repurchase its shares in centralized open trading or other ways as permitted by the laws, administrative regulations, and the securities regulatory authorities of the place where the Company's shares are listed. In the event that the Company purchases its shares under either circumstance as mentioned in Article 27, paragraph 1, items (3), (5) and (6) of the Articles of Association, such repurchase shall be conducted in centralized open trading or other ways as permitted by the securities regulatory authorities of the place where the Company's shares are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
58.	Combined from Articles 30 and 34 of the original Articles of Association into this article	Article 29 In the event that the Company purchases its shares under either circumstance as mentioned in Article 27, paragraph 1, items (1) and (2) of the Articles of Association, a resolution thereon shall be made at the General Meeting. Where the Company purchases its shares under either circumstance as mentioned in Article 27, paragraph 1, items (3), (5) and (6) of the Articles of Association, a Board resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the General Meeting, be passed at a Board meeting that is attended by at least two-thirds of ~~the~~ Directors, provided that such purchase complies with the securities regulatory rules of the place where the Company's shares are listed. In the event that the Company purchases its shares in accordance with Article 27, paragraph 1 of the Articles of Association under the circumstance as mentioned in item (1), the shares shall be cancelled within ten (10) days from the date of purchase; in the event that the Company purchases its shares under either circumstance as mentioned in items (2) and (4), the shares shall be transferred or cancelled within six (6) months; in the event that the Company purchases its shares under either circumstance as mentioned in items (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three (3) years.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		For the purposes of paragraph 2 of this article, if the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall apply. After the Company has completed the cancellation of its repurchased shares, the Company shall apply to the original company registration authority for registration of alteration of such registered capital and issue relevant announcement. The registered capital of the Company shall be deducted by the total nominal value of the shares thus cancelled. Where the laws, regulations, and the securities regulatory authorities of the place where the Company's shares are listed provide otherwise for matters related to the above share repurchases, such provisions shall apply. In the event that the Company purchases its shares, it shall fulfill its information disclosure obligations in accordance with the laws, regulations, and securities regulatory rules of the place where its shares are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
59.	Article 32 Where the Company repurchases shares by way of agreement other than through a stock exchange, it shall obtain the prior approval of the shareholders in general meeting according to the provisions of the Articles of Association. Where prior approval has been obtained from the shareholders in general meeting in the same manner, the Company may release or modify the contract entered into in the aforesaid manner or waive any right granted under such contract. The contract to repurchase shares referred to above shall include (but not limited) to agreements agreeing to undertake the obligations to repurchase shares or acquiring the rights to repurchase shares. The contracts to repurchase shares on the repurchase of shares or any of the rights provided therein are not capable of being assigned by the Company.	Deleted
60.	Article 33 Where the Company repurchases the redeemable stock which it is entitled to do so otherwise in open-trade or by way of an offer, the price shall not exceed a certain price ceiling. If the repurchase is conducted in the form of an offer, then, the offer must be made to all the shareholders on the same conditions.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
61.	Article 34 After the Company has completed the repurchase of its shares, the Company shall ~~cancel that part of shares within the period prescribed by the laws; administrative regulations and~~ shall apply to the original company registration authority for registration of alteration of such registered capital and issue relevant announcement. The registered capital of the Company shall be deducted by the total nominal value of the shares thus cancelled.	Moved to Article 29 of the current Articles of Association
62.	Article 35 Unless the Company is in the process of liquidation, the repurchase of issued shares by the Company shall be subject to the following provisions: (1) — If the shares are repurchased at face value, payment may be made out of the balance of the distributable profits in the books of the Company and from the proceeds of fresh issue of new shares for the purpose of repurchase of issued shares; (2) — If the shares are repurchased at a premium, payment up to the face value may be made out of the balance of the distributable profits in the books of the Company and from the proceeds of fresh issue of new shares for the purpose of repurchase. Payment of the portion in excess of the face value shall be effected in the following manner:	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	1. — if the repurchased shares were issued at par value, payment shall be made out of the balance of distributable profits in the books of the Company; 2. — if the repurchased shares were issued at a premium, payment shall be made out of the balance of distributable profits in the books of the Company and from the proceeds of fresh issue of new shares for the purpose of share repurchase provided that, the amount paid out of the proceeds of fresh issue of new shares shall not exceed the aggregate of premium received on the issue of the shares repurchased, nor the amount of premium account or capital surplus reserve fund account of the Company at the time of such repurchase (including the amount of the premium received on the fresh issue of new shares). (3) — The payment for the following shall be made out of the distributable profits of the Company: 1. — to acquire rights to repurchase its shares; 2. — to amend the contract of the repurchase of its shares; 3. — to release any of its obligations under the repurchase contract.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(4) ~~After the registered capital of the Company has been diminished by the total nominal amount of the shares so cancelled pursuant to relevant provisions, the amount which has been deducted from the distributable profits and used for repurchasing the nominal value of the shares shall be credited to the premium account or the capital surplus reserve fund account of the Company.~~	
63.	Article 36 No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries to any person acquiring or intending to acquire the shares of the Company. ~~The person(s) acquiring the shares of the Company aforesaid shall include the person(s) who undertake(s); directly or indirectly, obligations as a result of an acquisition of shares of the Company.~~ ~~No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries to reduce or release the obligations of the said person(s) undertaking such obligations.~~ ~~The article shall not apply to the circumstances stated in Article 38 in this Chapter.~~	Moved to Article 24 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
64.	Article 37 The financial assistance referred to in this Chapter shall include but not limited to the assistance in the following ways: (1) — gift; (2) — guarantee (including provision by the guarantor of an undertaking or property to secure the performance of obligations by the obligor); indemnity (other than an indemnity in respect of the Company's own neglect or default) or a release or waiver thereof; (3) — provision of loan or making of a contract under which the obligations of the Company are to be fulfilled before the obligations of another party to the contract, the novation of the loan or changes of the parties to the contract and the assignment of rights under the loan and the contract; (4) — any other 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. The undertaking referred to in this Chapter shall include the undertaking of obligations by the obligator of contract or arrangement (whether the contract or arrangement is enforceable or to be undertaken individually or jointly with others) or changes in his financial position in any manner.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
65.	Article 38 ~~The following activities shall not be deemed to be prohibited by Article 36 of this Chapter:~~ (1) ~~the provision of financial assistance is given in good faith in the interests of the Company and the principal purpose in giving such assistance is not for acquisition of shares in the Company, or the giving of the assistance is but an incidental part of a master plan of the Company;~~ (2) ~~distribution of the assets of the Company by way of dividends lawfully declared;~~ (3) ~~the allotment of bonus shares as dividends;~~ (4) ~~a reduction of registered capital, repurchase of shares of the Company, adjustment of shareholding structure of the Company effected in accordance with the Articles of Association;~~ (5) ~~the lending of money by the Company in the ordinary course of its business where the lending of money is part of the scope of business (only if the Company has net assets which are not thereby reduced or to the extent that those assets are thereby reduced, if the financial assistance is provided out of the distributable profits of the Company);~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(6) — the provision of money by the Company for contributions to the share option scheme for employees (only if the Company has net assets which are not thereby reduced or to the extent that those assets are thereby reduced, if the financial assistance is provided out of the distributable profits of the Company).	
	Addition	Section 3 Transfer of Shares
	Transferred from Article 24 of the original Articles of Association to this article	Article 30 The shares of the Company shall be transferred in accordance with the laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association.
66.	Transferred from Article 30 of the original Articles of Association to this article	Article 31 The Company shall not accept its shares as the subject matters of a pledge.
67.	Transferred from Article 45 of the original Articles of Association to this article	Article 32 The Directors and senior management members shall report to the Company of the shares of the Company held by them and changes therein and shall not transfer more than 25% of the total number of the shares of the Company held by them in each year during their terms of office as determined upon appointment. The aforesaid person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service. Where the laws, regulations and the listing rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of shares, such rules shall apply.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
68.	Addition	Article 33 Shareholders holding more than 5% of the Company’s shares, as well as Directors and senior management members, who sell shares or other equity-type securities of the Company within six (6) months after purchase, or repurchase such shares or securities within six (6) months after sale, shall comply with the listing rules of the place where the Company’s shares are listed. The shares or other equity-type securities held by the Directors, senior management members, and individual shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and those held through accounts of others.
	~~CHAPTER 6 – SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS~~ ~~CHAPTER 7 – RIGHTS AND OBLIGATIONS OF SHAREHOLDERS~~ ~~CHAPTER 8 – GENERAL MEETINGS~~	CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS
	Addition	Section 1 General Provisions for Shareholders

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
69.	Article 39 The shares issued by the Company shall be in registered form. The share certificates of the Company shall contain the following major particulars: (1) — name of the Company; (2) — date of incorporation of the Company; (3) — class of the shares, nominal value and number of shares represented; (4) — serial number of the certificate; (5) — other items to be contained as required by the Company Law, the Special Regulations and the stock exchange on which the shares of the Company are listed.	Moved to Article 18 of the current Articles of Association
70.	Article 40 Share certificates shall be signed by the Chairman and also be signed by other senior management of the Company if required by the stock exchange on which the shares of the Company listed. The share certificates shall come into effect upon the seal of the Company has been affixed or being affixed in the mode of printing. The affixing of the Company seal on the share certificates shall require the authority of the board of Directors previously given. The signature of the Chairman or other relevant senior management of the Company may be affixed to share certificates in the mode of printing.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
71.	Article 41 The Company shall keep a register of shareholders and enter therein the following particulars: (1) ~~name, address (residential), occupation or description of each Shareholder;~~ (2) ~~class and number of shares held by each Shareholder;~~ (3) ~~the amount paid or payable for the shares held by each Shareholder;~~ (4) ~~the serial number of the shares held by each Shareholder;~~ (5) ~~the date on which person was entered in the register as a Shareholder;~~ (6) ~~the date on which any person ceased to be a Shareholder.~~ Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of shareholdings in the Company.	Moved to Article 34 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
72.	Article 42 ~~The Company may, in accordance with the agreement or understanding between the authorities of the State Council responsible for securities and overseas securities supervisory authorities, keep the register of shareholders in relation to overseas listed foreign shares outside the PRC and shall appoint overseas agencies to manage such register. The original register of shareholders of H shares shall be kept in Hong Kong.~~ ~~Copies of the register of shareholders in relation to overseas listed foreign shares shall be kept at the seat of the Company. Appointed overseas agencies shall from time to time guarantee that the original register of shareholders in relation to overseas listed foreign shares and the copies thereof shall be consistent.~~ ~~Where there is any inconsistency between the original register of shareholders of overseas listed foreign shares and the copies thereof, the original shall prevail.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
73.	Article 43 ~~The Company shall have a complete register of shareholders.~~ The complete register of shareholders shall contain the following parts: (1) register of shareholders other than those provided in paragraphs (2) and (3) below kept at the domicile of the Company; (2) ~~register of shareholders in relation to overseas listed foreign shares kept at the place of the overseas stock exchange on which those shares are listed;~~ (3) register of shareholders kept in other place(s) as the Board of the Company thinks fit for the purpose of listing the shares of the Company.	Moved to Article 34 of the current Articles of Association
74.	Article 44 ~~Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register of shareholders, shall during the continuance of that registration, be registered in any other part of the register of shareholders.~~ ~~Changes or corrections to any part of the register of shareholders shall be made in accordance with the laws of the place where the register is kept.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
75.	Transferred from Articles 41, 43, 49 and 52 of the original Articles of Association to this article	Article 34 The Company shall keep a register of shareholders based on certificates provided by the securities registration and clearing authorities. The register of shareholders shall be sufficient evidence of shareholdings in the Company. Shareholders shall enjoy the rights and assume the obligations according to the class of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. The complete register of shareholders shall contain the following parts: (1) register of shareholders other than those provided in paragraphs (2) and (3) below kept at the domicile of the Company. (2) register of H shareholders kept at the place where the Company’s shares are listed. (3) register of shareholders kept in other place(s) as the Board of the Company thinks fit for the purpose of listing the shares of the Company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		Appointed overseas agencies shall from time to time guarantee that the original register of shareholders in relation to overseas listed foreign shares and the copies thereof shall be consistent. Where there is any inconsistency between the original register of shareholders of overseas listed foreign shares and the copies thereof, the original shall prevail. The register of H shareholders shall be open for inspection by shareholders; however, the Company may close the register of shareholders in accordance with the equivalent provisions of section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong). Domestic Shareholder who lost his/her share certificate may apply for the issue of new share certificate in accordance with the relevant provisions of the Company Law. Holder of foreign invested shares who lost his/her share certificate shall apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to foreign shares is kept.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
76.	Article 45 ~~All the fully paid H shares shall be freely transferable pursuant to the Articles of Association of the Company. However, the Board may refuse to recognize any instrument of transfer without assigning any reason thereof, unless the following conditions are satisfied:~~ ~~(1) — a sum of HK\$2.50 or such higher amount approved by the Hong Kong Stock Exchange has been paid to the Company for registering any instrument of transfer or other documents related to or affecting the ownership of any shares;~~ ~~(2) — the instrument of transfer only involves overseas foreign shares listed in Hong Kong Stock Exchange;~~ ~~(3) — the stamp duty in respect of the instrument of transfer has been paid;~~ ~~(4) — relevant share certificates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer have been produced;~~	Moved to Article 32 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(5) — if the shares are transferred to joint holders, the number of joint holders shall not exceed four (4); (6) — the shares concerned are free of any lien in favour of the Company. If the Company refuses to register any transfer of shares, the Company shall provide to the transferor or and the transferee of the shares a notification of refusal in relation to registration of shares within two (2) months from the date of due application for registration. The shares held by the promoters cannot be transferred within three (3) year since the establishment of the Company. The Directors, supervisors, general manager, deputy general manager and other senior management members shall report to the Company of the shares of the Company held by them and changes therein and shall not transfer more than 25% of the total number of the same class shares of the Company held by them in each year during their terms of office. The shares of the Company held by them are not transferable within one year from the date on which the Company's shares are listed on the stock exchange. The aforesaid person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service.	

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AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
77.	Article 46 If any provisions of the PRC laws and regulations and the securities regulatory rules of the place where the Company's shares are listed require a period of closure of the register of shareholders prior to the date of a shareholders general meeting or before the record date for determining the distribution of dividends, such provisions shall apply.	Deleted
78.	Article 47 In the event the Company decides to convene a general meeting, distribute dividends, liquidate or engage in activities which require determining shareholdings, the Board shall fix a date as a record date for determining the shareholdings. The shareholders of the Company shall be those shareholders registered on the register at the end of the record date.	Moved to Article 35 of the current Articles of Association
79.	Transferred from Article 47 of the original Articles of Association to this article	Article 35 In the event the Company decides to convene a General Meeting, distribute dividends, liquidate or engage in activities which require determining shareholder identity, the Board or the convener of the General Meeting shall determine the record date. Shareholders registered after the close of trading on the record date shall be entitled to the relevant rights and interests.
80.	Article 48 Any person who does not agree to the register of shareholders and requests to have his name registered thereon or removed there from may apply to the court of law having jurisdiction on the register for rectification of the register.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
81.	Article 49 ~~Any Shareholder whose name is registered in the register of shareholders or any person who requests to have his name registered in the register of shareholders has lost his share certificate (the “Original Certificate”), may apply to the Company for issuing new share certificate in respect of such shares (the “Relevant Shares”):~~ Domestic Shareholder who lost his share certificate may apply for the issue of new share certificate in accordance with ~~Section 164~~ of the Company Law. Holder of ~~overseas~~ listed foreign invested shares who lost his share certificate may apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to ~~overseas~~ listed foreign shares is kept. ~~Application for replacement of lost share certificate made by a holder of H shares shall be subject to the following requirements:~~ (1) ~~Applicant shall submit the application in standard form prescribed by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason of the application made by the applicant, the circumstances under which the share certificate was lost and the supporting evidence and a declaration that no other person shall be entitled to register as a Shareholder in respect of the Relevant Shares.~~	Moved to Article 34 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) ~~No declaration made by other person other than the applicant has been received by the Company for registration as a Shareholder of the Relevant Shares prior to the determination of the Company to issue new certificate.~~ (3) ~~If the Company determines to issue new certificate to the applicant as replacement, it shall publish a notification for issuing new certificate for replacement purpose in the newspaper designated by the Board and the period for such notification shall be ninety (90) days and such notification shall be published at least once every thirty (30) days.~~ (4) ~~Prior to the publishing of the notification for issuing new certificate for replacement purpose, the Company shall submit a copy of the notification to be published to the stock exchange where its shares are listed. The notification may be published upon the reply of such stock exchange confirming that the said notification has been exhibited in such stock exchange. The period for the exhibition of the notification in such stock exchange shall be ninety (90) days.~~ ~~If the consent for the application for replacement of the certificate has not been obtained from the registered Shareholder of the Relevant Shares, the Company shall send to the said Shareholder by post a copy of such notification to be published.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original articles	Amended articles
	(5) — Upon the expiry of ninety (90) days for the publication and exhibition of the notification as provided in paragraphs (3) and (4) above and no objection has been received from any person against the replacement of certificate, new share certificate shall be issued to the applicant based on his application. (6) — Where the Company issues new share certificate pursuant to this article, it shall forthwith cancel the Original Certificate and make such entry in the register of shareholders in order to record such cancellation and issue. (7) — All expenses relating to the cancellation of Original Certificate and issuing new share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant can provide reasonable indemnity.	
82.	Article 50 Upon the issue by the Company of new share certificate pursuant to the provisions of the Articles of Association, the name of the bona fide purchaser who acquires the Relevant Shares or the person who subsequently registered as the Shareholder of the said shares (as a bona fide purchaser) shall not be removed from the register of shareholders.	Deleted
83.	Article 51 The Company shall assume no liability for any loss incurred by any person as a result of the cancellation of the Original Certificate or in issuing new share certificate, unless it can be proved by such person that the Company is fraudulent.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
84.	Article 52 ~~Shareholders of the Company shall be the persons who hold the shares of the Company in accordance with the laws and have their names registered in the register of shareholders.~~ Shareholders shall enjoy the rights and assume the obligations according to the class of ~~and number of~~ shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. ~~As for joint shareholders, if any of the joint shareholders dies, only the surviving joint shareholders shall be deemed by the Company as owners of the relevant shares, but the Board may, for the purpose of amending the shareholders' register, require the surviving joint shareholders to provide a death certificate as it deems appropriate. Of the joint holders of any shares, only the foremost joint Shareholder in the shareholders' register shall have the right to take possession of the relevant share certificates, receive notices from the Company, and attend and exercise the voting rights at general meetings, and any notice served to the said person shall be deemed as having been served to all the joint holders of the relevant shares.~~	Moved to Article 34 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
85.	Article 53 ~~A holder of ordinary shares~~ of the Company shall have the following rights: (1) to claim dividends and distribution in any other form in proportion to the number of shares held; (2) to attend or to appoint proxy to attend general meetings in accordance with the laws and to exercise his/her voting rights; (3) to supervise ~~and manage the business activities~~ of the Company and to put forward proposals and raise inquiries; (4) to transfer, give away or charge the shares held in accordance with the laws, administrative regulations and the Articles of Association of the Company; (5) ~~to receive information as provided in the Articles of Association of the Company, including:~~ 1. ~~the right to a copy of the Articles of Association upon payment of the cost thereof;~~ 2. ~~upon payment of reasonable charges, the right to inspect and make copies of:~~	Moved to Article 36 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(i) ~~all parts of the register of shareholders;~~ (ii) ~~personal particulars of the Directors, supervisors, general manager, deputy general manager and other officers of the Company, including:~~ (a) ~~present forename and surnames and any former forename or surname and any aliases;~~ (b) ~~principal address (residential);~~ (c) ~~nationality;~~ (d) ~~occupation and all other part-time occupation and positions;~~ (e) ~~identification documents and its number.~~ (iii) ~~state of the share capital of the Company;~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(iv) ~~reports showing the total nominal value and number of shares repurchased by the Company since the end of the last financial year, quantity, the highest and the lowest price paid and the aggregate amount paid by the Company in respect of each class of its shares repurchased;~~ (v) ~~minutes of the general meetings.~~ (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; (7) ~~other rights conferred by the laws, administrative regulations and the Articles of Association of the Company.~~ The Company shall not, by reason only of the failure of persons who directly or indirectly have interests in the Company's shares to disclose their interests prior to the exercise of the rights attached to the shares, freeze or impair by other means the rights attached to the shares.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
86.	Transferred from Article 53 of the original Articles of Association to this article	Article 36 Shareholders of the Company shall have the following rights: (1) to receive dividends and distribution in any other form in proportion to the number of shares held; (2) to request the holding of, convene, preside, attend or to appoint proxy to attend the General Meeting in accordance with the laws and to exercise the corresponding right to speak and voting rights (except where individual shareholders are required to abstain from voting on specific matters under the securities regulatory rules of the place where the Company’s shares are listed or applicable law and regulations); (3) to supervise the operations of the Company and to put forward proposals and raise inquiries; (4) to transfer, give away or charge the shares held in accordance with the laws, administrative regulations and the Articles of Association of the Company; (5) to inspect and make copies of the Articles of Association, the register of shareholders, minutes of General Meetings, resolutions of the Board meetings, and financial and accounting reports. Shareholders who meet the prescribed conditions may also inspect the Company’s accounting books and accounting vouchers;

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No.	Original articles	Amended articles
		(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; (7) for any shareholder who raises an objection to the resolutions of the General Meeting regarding the merger or division of the Company, the right to require the Company to purchase his/her shares; (8) other rights stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.
87.	Article 54 Shareholders demanding inspection of ~~the relevant information or~~ copies of the materials ~~mentioned in the preceding provision~~ shall provide to the Company 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 such information at the Shareholder's request.	Moved to Article 37 of the current Articles of Association
88.	Transferred from Article 54 of the original Articles of Association to this article	Article 37 Shareholders requesting inspection or making copies of the materials of the Company shall comply with the provisions of the Company Law, the Securities Law, the Main Board Listing Rules, securities regulatory rules of the place where the Company's shares are listed and other laws and administrative regulations, and shall provide to the Company 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 such information at the Shareholder's request.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
89.	Article 55 A holder of ordinary shares of the Company shall undertake the following obligations: (1) — to comply with the Articles of Association; (2) — to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) — other obligations imposed by the laws, administrative regulations and the Articles of Association of the Company. Shareholder shall not be liable to make further contribution to the subsequent increase in share capital other than the terms as agreed by the subscriber of the relevant shares on subscription.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
90.	Article 56 In addition to the obligations imposed by the laws and administrative regulations or required by the listing rules of the stock exchange on which the shares of the Company are listed, the controlling Shareholder (as defined in accordance with the following article), in exercising the power as a Shareholder, shall not exercise his voting rights in a manner prejudicial to the interests of all or some part of the shareholders when making decision on the following matters: (1) — to relieve a Director or supervisor of his duty to act honestly in the best interests of the Company; (2) — to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another), in any guise, the assets of the Company, including (but not limited to) an opportunity beneficial to the Company; (3) — to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another) the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights save and except restructuring of the Company submitted for approval by the shareholders in general meeting in accordance with the Articles of Association.	Deleted

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AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
91.	Addition	Article 38 Where a resolution of a General Meeting or Board meeting violates the laws or administrative regulations, shareholders are entitled to make a petition to the People’s Court to nullify such resolution. Where the convening or voting procedures of a General Meeting or Board meeting violates the laws, administrative regulations or the Articles of Association, or a resolution of such meeting violates the Articles of Association, shareholders are entitled to make a petition to the People’s Court to revoke the resolution adopted in such meeting within sixty (60) days from the date when such resolution is adopted. However, this will not apply where there are only minor defects in the procedures for convening or the voting methods of the General Meeting or Board meeting that do not have a substantial impact on the resolution. If the Board, shareholders or other relevant parties dispute the validity of a resolution at the General Meeting, they shall promptly initiate legal proceedings with the People’s Court. Prior to the issuance of a judgment or ruling by the People’s Court to revoke such resolution or otherwise, the relevant parties shall implement the resolution of the General Meeting. The Company, its Directors and senior management members shall practically perform their duties to ensure the normal operation of the Company. Where the People’s Court makes a judgment or ruling on the relevant matter, the Company shall, in accordance with the law, administrative regulations, and securities regulatory rules of the place where the Company’s shares are listed, fulfil its information disclosure obligations, fully explain the impact, and actively cooperate in enforcement after such judgment or ruling becomes effective. If correction of prior matters is involved, the Company shall promptly address them and discharge the corresponding information disclosure obligations.

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AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
92.	Addition	Article 39 Resolution(s) of a General Meeting or Board meeting of the Company shall be invalid in any of the following circumstances: (1) the resolution(s) was/were not made by a General Meeting or Board meeting; (2) no voting on the resolution(s) was made at a General Meeting or Board meeting; (3) the number of attendees of the meeting or the number of their voting rights does not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association; (4) the number of attendees voting in favor of the resolution(s) or the number of their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association.

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No.	Original articles	Amended articles
93.	Addition	Article 40 Where the Company incurs losses as a result of a Director or senior management member other than a member of the audit committee having violated any provision of the laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders alone or in aggregate holding no less than 1% of the Company's shares for no less than one hundred and eighty (180) consecutive days shall be entitled to request in writing the audit committee to initiate proceedings in the People's Court. Where the Company incurs losses as a result of any member of the audit committee having violated any provision of the laws, administrative regulations or the Articles of Association in the course of performing his/her duties with the Company, the aforesaid shareholders may request in writing the Board to initiate proceedings in the People's Court. If the audit committee or the Board refuses to initiate proceedings upon receipt of the written request of the shareholders set forth in the preceding 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 immediately proceedings will result in irreparable damages to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court in their own names in the interests of the Company. Shareholders described in paragraph 1 of this article may also initiate proceedings in the People's Court in accordance with the preceding two paragraphs of this article in the event that the legal interests of the Company is infringed upon by a third party and that the Company suffers from losses accordingly.

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No.	Original articles	Amended articles
		If any Director or senior management member of a wholly-owned subsidiary of the Company violates any law, administrative regulation or the Articles of Association in performing his/her duties, causing losses to the Company, or the infringement of the legitimate rights and interests of a wholly-owned subsidiary of the Company by others causing losses, shareholders who holds 1% or more of the shares in the Company, either individually or collectively, for one hundred and eighty (180) or more consecutive days shall request the supervisory committee and the board of directors of a wholly-owned subsidiary in writing in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law to institute a legal action in the People’s Court or to institute a legal action in the People’s Court in their own names.
94.	Addition	Article 41 Shareholders may institute legal proceedings in the People’s Court against any Director or senior management member who damages the shareholders’ interests by violating any law, administrative regulation or the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original articles	Amended articles
95.	Addition	Article 42 Shareholders of the Company shall assume the following obligations: (1) to abide by the laws, administrative regulations and the Articles of Association; (2) to pay subscription monies according to the number of shares subscribed for and the method of subscription; (3) not to withdraw their share capital except in circumstances allowed by the laws and regulations; (4) not to abuse his/her rights as a shareholder to infringe the interests of the Company or other shareholders and not to abuse the independent position of the Company as a legal person or the limited liability status of the shareholders to infringe the interests of creditors of the Company; (5) other obligations imposed by the laws, administrative regulations, the Articles of Association and securities regulatory rules of the place where the Company's shares are listed.
96.	Addition	Article 43 Where a shareholder's abuse of rights as a shareholder has caused damages to the Company or other shareholders, he/she shall be liable for compensation in accordance with the laws. Where a shareholder abuses the independent position of the Company as a legal person, or the limited liability status of shareholders for the evasion of its debts and such acts have caused serious damages to interests of the Company's creditors, he/she shall bear joint and several liabilities in respect of the debts of the Company.

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No.	Original articles	Amended articles
97.	Article 57 A controlling Shareholder referred to ~~in the preceding article~~ means a person who satisfies any one of the following conditions: (1) ~~he may alone or acting in concert with others~~ has the power to elect more than half of the Directors; (2) ~~he may alone or acting in concert with others~~ has the power to exercise 30% (including 30%) or more of the voting rights in the Company or control the exercise of 30% (including 30%) or more of the voting rights in the Company; (3) ~~he may alone or acting in concert with others~~ holds 30% (including 30%) or more of the issued shares of the Company; (4) ~~he may alone or acting in concert with others~~ has de facto control of the Company in any other manner.	Moved to Article 148 of the current Articles of Association
98.	Addition	Section 2 Controlling Shareholder and De Facto Controller
99.	Addition	Article 44 Any controlling shareholder or de facto controller of the Company shall exercise his/her rights and fulfil his/her obligations in accordance with the laws, administrative regulations, and the requirements of the stock exchange at the place where the Company's shares are listed, and safeguard the interests of the Company.

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No.	Original articles	Amended articles
100.	Addition	Article 45 Any controlling shareholder or de facto actual controller of the Company shall comply with the following provisions: (1) to exercise shareholder rights in accordance with the laws, without abusing control rights or exploiting connected relationship to harm the lawful rights and interests of the Company or other shareholders; (2) to strictly perform any public statements and undertakings made, without unauthorized alteration or waiver; (3) to fulfil information disclosure obligations in strict accordance with the relevant regulations, actively cooperate with the Company in its information disclosure, and promptly inform the Company of any material events that have occurred or are expected to occur; (4) not to occupy corporate funds in any manner; (5) not to compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of the laws or regulations; (6) not to exploit any undisclosed material information of the Company to seek benefits, disclose any undisclosed material information relating to the Company in any manner, or engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant conduct;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(7) not to harm the lawful rights and interests of the Company and other shareholders through any unfair connected transaction, profit distributions, asset restructurings, external investments or any other means; (8) to ensure the integrity of the Company's assets, independence of its personnel, finance, organization and business, and not to interfere with the Company's independence in any manner; (9) to comply with other provisions under the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where any controlling shareholder or de facto controller of the Company does not serve as a Director but actually transacts the business of the Company, the provisions of the Articles of Association concerning the fiduciary duties and duties of diligence of Directors shall apply. Where any controlling shareholder or de facto controller instructs any Director or senior management member to engage in acts that are detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with such Director or senior management member.
101.	Addition	Article 46 Where any controlling shareholder or de facto controller pledges the shares of the Company held or effectively controlled by him/her, he/she shall ensure the stability of the Company's control and business operations.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
102.	Addition	Article 47 Where any controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on share transfers as stipulated by the laws, administrative regulations and stock exchange at the place where the Company's shares are listed, as well as any undertakings made by him/her in relation to the restriction on share transfers.
103.	Addition	Section 3 General Provisions for General Meeting

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
104.	Article 58 The general meeting shall be the source of authority of the Company and shall exercise its powers according to the laws: Article 59 The general meeting shall have the following powers: (1) to determine the business policies and investment plans; (2) to elect and replace Directors and to determine the remuneration of the Directors; (3) ~~to elect and replace supervisors who are not the representatives of the employees and to determine the remuneration of such supervisors;~~ (4) to consider and to approve the report of the Board; (5) ~~to consider and to approve the report of the supervisory committee;~~ (6) ~~to consider and to approve the annual financial budgets and final accounts;~~ (7) to consider and to approve the plan for profit distribution and plan for making up losses;	Moved to Article 48 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(8) to approve the increase in or reduction of the registered capital of the Company; (9) to pass resolutions on the issues including consolidation, split, dissolution and liquidation of the Company; (10) to approve the issue of debentures of the Company; (11) to approve the appointment, dismissal ~~or discontinuance of appointment~~ of the accounting firm; (12) to amend the Articles of Association; ~~(13) to consider the motions put forward by Shareholder(s) representing 3% (including 3%) or more of the Company's shares with voting rights;~~ (14) to consider other issues that shall be determined by the general meeting as stipulated by the laws, administrative regulations ~~and~~ the Articles of Association. The ~~general meeting~~ may authorize or entrust the Board to handle the authorized and entrusted matters.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
105.	Combined from Articles 58 and 59 of the original Articles of Association into this article	Article 48 The General Meeting of the Company shall be composed of all shareholders. The General Meeting shall be the source of authority of the Company and shall exercise the following powers according to the laws: (1) to elect and replace non-employee Directors and to determine the remuneration of such Directors; (2) to consider and to approve the report of the Board; (3) to consider and to approve the plan for profit distribution and plan for making up losses; (4) to approve the increase in or reduction of the registered capital of the Company; (5) to approve the issue of debentures of the Company; (6) to pass resolutions on the issues including consolidation, split, dissolution, liquidation and change of corporate form of the Company; (7) to amend the Articles of Association; (8) to approve the appointment or dismissal of the accounting firm engaged in the Company's audit, as well as its remuneration;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(9) to consider the purchases and disposals of significant assets within one (1) year exceeding 30% of the latest audited total assets of the Company; (10) to consider and approve changes in the use of proceeds; (11) to consider share incentive plans and employee stock ownership plans; (12) to consider other issues that shall be determined by the General Meeting as stipulated by the laws, administrative regulations, departmental rules, the Articles of Association and securities regulatory rules of the place where the Company's shares are listed. The General Meeting may authorize the Board to make a resolution on the issuance of corporate bonds. The issuance of corporate bonds resolved by the General Meeting or authorized by the General Meeting to be resolved by the Board shall be carried out in compliance with the laws, administrative regulations, and securities regulatory rules of the place where the Company's shares are listed. Save as otherwise provided by the laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed, the powers of the General Meeting as mentioned in paragraph 1 of this article shall not be exercised by the Board or other institutions or individuals by way of authorization.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
106.	Article 60 ~~Without the prior approval of the shareholders' general meeting, the Company shall not enter into contract with any person other than directors, supervisors, general manager, deputy general manager and other senior managers, with the man~~	Deleted
107.	Addition	Article 49 The Company shall not provide any guarantee to any third parties other than its wholly-owned subsidiaries and controlled subsidiaries.
108.	Addition	Article 50 Guarantees provided by the Company for its wholly-owned subsidiaries and controlled subsidiaries shall be submitted to the Board for consideration and approval.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
109.	Article 61 The ~~shareholders'~~ General Meeting is divided into annual general meeting and extraordinary general meeting. ~~The General Meeting shall be convened by the Board.~~ Annual general meeting, held once a year, shall be held within six months after the end of the last fiscal year. Under the following circumstances, extraordinary general meeting shall be held by the Board within two months: (1) The number of directors is less than the provision of Company Law or less than two-thirds of the amount required by the Articles of Association; (2) The accumulated losses amounted to one-third of the total share capital; (3) Shareholders solely or collectively holding more than 10% (including 10%) of publicly issued and voting shares of the Company request the convening of extraordinary general meeting in written form; (4) The Board considers necessary ~~or Supervisory Committee proposes to convene;~~ (5) ~~— More than two (including two) independent directors propose to convene.~~ In relation to (3), (4) and (5), the proposed topics of the meeting convener should be included in the agenda of the meeting.	Moved to Articles 51 and 52 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
110.	Transferred from Article 61 of the original Articles of Association to this article	Article 51 The General Meeting is divided into annual General Meeting and extraordinary General Meeting. Annual General Meeting, held once a fiscal year, shall be held within six months after the end of the last fiscal year.
111.	Transferred from Article 61 of the original Articles of Association to this article	Article 52 Under the following circumstances, an extraordinary General Meeting shall be held by the Company within two (2) months: (1) The number of Directors is less than five; (2) The accumulated losses amounted to one-third of the total paid-in share capital; (3) Shareholders solely or collectively holding more than 10% (excluding proxy voting rights) of the total shares of the Company request; (4) The Board considers necessary; (5) The audit committee proposes to convene; (6) Other circumstances as prescribed by the laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
112.	Addition	Article 53 The Company has formulated the “Rules of Procedure for General Meetings of IRICO Group New Energy Company Limited” (the “Rules of Procedure for General Meetings”). The procedures for convening, holding, and voting at General Meetings shall be governed by the Rules of Procedure for General Meetings. The Rules of Procedure for General Meetings, as an appendix to the Articles of Association, shall have the same legal effect as the Articles of Association.
113.	Article 62 To hold an annual general meeting, ~~the Company shall; in accordance with Article 66, issue a notice of the meeting to all shareholders~~ at least twenty (20) days prior to the meeting. To hold an extraordinary general meeting, ~~the Company shall issue a notice of the meeting to all shareholders~~ at least fifteen (15) days prior to the meeting. ~~In calculating the notice period, the date of meeting shall be excluded.~~ ~~The issuance date of the notice shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.~~	Included in Article 18 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
114.	Article 63 At ~~annual~~-general meeting of the shareholders, shareholders either solely or collectively holding more than three percent (~~including three percent~~) of the Company's total voting shares, shall have the right to put forward a new proposal in writing to the Board ten (10) days prior to the date of the ~~shareholders'~~ general meeting, and the Board should notify the shareholders of the proposed matters that are within the purview of the general meeting within two (2) days from receipt of the proposal, and put the new proposal in the agenda of the meeting.	Included in Article 17 of the Rules of Procedure for General Meetings
115.	Article 64 The proposals at the general meetings shall ~~meet the following conditions:~~ (1) The content ~~has no conflict with the provisions of laws, regulations, and belongs to the Company's business scope and terms of reference of the general meeting;~~ (2) ~~—~~ There are clear topics and concrete matters for resolution; (3) ~~—~~ It shall be submitted or served in writing to ~~the Board.~~	Included in Article 16 of the Rules of Procedure for General Meetings
116.	Article 65 Resolution(s) should not be passed in general meetings on matters that are not stated in the notice of meeting.	Included in Article 17 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
117.	Article 66 Notice of general meetings shall satisfy the following requirements: (1) it shall be in writing or by electronic means or such other means as provided or permitted by the relevant laws or regulations or listing rules or regulatory authorities of the place of listing of the Company; (2) ~~it shall specify~~ the place, date and time of the meeting; (3) it shall state the matters to be discussed at the meeting; (4) ~~it shall provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize the share capital, or to restructure the Company in any way, the terms of the proposed transaction must be provided in detail together with the proposed agreement (if any), and the causes and effects must be properly explained;~~	Included in Article 19 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(5) ~~it shall contain a disclosure of the nature and extent, if any, of material interests of any Director, supervisor, general manager, deputy general manager or other senior management members in the matters to be discussed and the effect of the matters to be discussed on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;~~ (6) ~~it shall contain the full text of any special resolution proposed to be passed at the meeting;~~ (7) it shall contain conspicuously a statement that a shareholder entitled to attend and vote at the meeting shall be entitled to appoint ~~one~~ ~~or more~~ proxies to attend such meeting and to vote thereat ~~instead of him~~ and that a proxy need not be a shareholder; (8) ~~it shall specify the time and place for lodging proxy forms for the relevant meeting.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
118.	Article 67 The notice of a general meeting shall be sent to shareholders, regardless of whether a shareholder is entitled to vote at the meeting, by hand or by pre-paid post, the service address shall be the address on the register of shareholders; or it shall be in writing or by electronic means or such other means as provided or permitted by the relevant laws or regulations or listing rules or regulatory authorities of the place of listing of the Company. As for domestic shareholders, the notice of a general meeting may be given in the form of announcement. The announcement referred to above shall be published on the Company's website and the website of the stock exchange at least twenty (20) days prior to an annual general meeting and at least fifteen (15) days prior to an extraordinary general meeting. Once published, the shareholders shall be deemed to have received the relevant notice of the general meeting. In calculating the notice period, the date of meeting shall be excluded. Subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.	Deleted
119.	Article 68 The accidental omission to give a notice of a meeting to or the nonreceipt of notice of a meeting by any person who is entitled to receive notice shall not invalidate the meeting and the resolutions passed at such meeting.	Included in Article 120 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
120.	Article 69 ~~Any~~ Shareholder who is entitled to attend the general meeting and to vote thereat ~~shall be entitled to appoint one or more persons (whether a Shareholder) as his proxy to attend and vote on his behalf. Such proxy or proxies shall exercise the following rights pursuant to the appointment made by the appointing Shareholder:~~ (1) ~~the same right as the Shareholder to speak at the general meeting;~~ (2) ~~authority to demand or join in demanding a poll;~~ (3) ~~exercise the right to vote by a show of hands or a poll, but the Shareholder proxy may only exercise the right to vote by a poll when more than one proxy is appointed.~~ ~~Where a Shareholder is a recognized clearing house ("Recognized Clearing House") (or its nominee(s)) as defined in the laws of Hong Kong, it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any meeting of any class of shareholders provided that if one or more person is authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorized. Such authorized person shall be entitled to exercise the same rights and power on behalf of the recognized clearing house (or its nominee(s)) which he or they represent as if such person is an individual Shareholder of the Company.~~	Included in Article 6 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
121.	Article 70 ~~The instrument appointing a proxy by shareholders shall be in writing under the hand of the appointer or his attorney duly authorized in writing; where the appointer is a legal person, either under the seal of such legal person or under the hands of its Director or executive duly authorized or attorney duly authorized. Such written instrument shall specify the number of shares held by the appointer as represented by the proxy. In case an appointer appoints several proxies, the proxy form shall specify the number of shares as represented by each proxy.~~	Included in Article 26 of the Rules of Procedure for General Meetings
122.	Article 71 ~~The instrument appointing a proxy shall be deposited at the seat of the Company or such other place as is specified in the notice of meeting not less than twenty-four (24) hours before the time appointed for the meeting at which the person named in the instrument proposes to vote or, twenty-four (24) hours before the time appointed for taking of the poll. Where such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority shall be notarized. A notarially certified copy of that power of attorney or other authority together with the instrument appointing a proxy shall be deposited at the seat of the Company or such other place as is specified in the notice of the meeting.~~ ~~Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer.~~	Included in Article 27 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
123.	Article 72 ~~Any form issued to a Shareholder by the board for use by him for appointing a proxy shall be in such as to enable the Shareholder, according to his intention, to instruct the proxy to vote in favor or against each resolution dealing with matters to be resolved at the meeting. Such a form shall contain a statement that in default of such instructions, the proxy may vote as he thinks fit.~~	Included in Article 26 of the Rules of Procedure for General Meetings
124.	Article 73 ~~The Company is entitled to ask the proxy who represents an individual Shareholder to attend the general meeting to provide his identification document as well as the power of attorney signed by the appointer or the representative authorized by the appointer.~~ ~~In the case of the Shareholder is a legal person and appoints its legal representative to attend the meeting, the Company is entitled to ask the legal representative to provide the corporate person's identification document and a valid copy of its qualification as a corporate person.~~	Included in Article 25 of the Rules of Procedure for General Meetings
125.	Article 74 ~~Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
126.	Article 75 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolution of a general meeting shall be passed by a majority of the voting rights held by the shareholders ~~(including proxies)~~ present at the meeting. Special resolution of a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders ~~(including proxies)~~ present at the meeting.	Included in Article 38 of the Rules of Procedure for General Meetings
127.	Article 76 ~~For the purpose of voting at the general meeting, a~~ Shareholder ~~(including proxy)~~ shall exercise voting rights in accordance with the number of shares carrying voting rights represented by him/her. Each share shall have one vote.	Included in Article 34 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
128.	Article 77 ~~The shareholders' general meeting shall be voted by hands, unless the following persons request to vote by ballot before or after voting by hands:~~ ~~(1) — the Chairman of the meeting;~~ ~~(2) — at least two voting shareholders or proxies thereof;~~ ~~(3) — one or more of the shareholders (including proxies) solely or collectively holding more than 10% (including 10 percent) of the voting shares at the meeting.~~ ~~Unless it was suggested to vote by ballot, the Chairman of the meeting shall announce the results of a vote by show of hands, and write down in the minutes, as a final basis, without having to prove for the adopted resolutions the number of votes for or against the resolution or the respective proportion. The request of a poll can be withdrawn by the proposer.~~	Deleted
129.	Article 78 ~~If the matters to be voted for by ballot are the Election of the Chairman or the suspension of the meeting, the vote shall be immediately conducted; as for other matters that are required to vote by ballot, the President shall decide when to hold the vote. The meeting can proceed to discuss other matters. The voting results shall be still considered resolutions adopted by the meeting.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
130.	Article 79 During the vote, shareholders (including proxies thereof) who hold two or more than two voting rights shall not necessarily cast all his votes in favor or against.	Included in Article 42 of the Rules of Procedure for General Meetings
131.	Article 80 ~~When the no votes and the yes votes are equal, whether by hands or by ballot, the Chairman of the meeting shall be entitled with one more vote.~~	Deleted
132.	Article 81 The following matters shall require approval of an ordinary resolution at a general meeting: (1) the working reports of the Board ~~and the supervisory committee;~~ (2) profit distribution plan and plan for making up losses prepared by the Board; (3) the appointment ~~and~~ removal of the members of the Board ~~and the supervisory committee~~ as well as their remuneration and method of payment; (4) ~~annual financial budgets and statements of final accounts, balance sheets, profit statements and other financial statements of the Company;~~ (5) —any other matters except those passed by special resolutions as prescribed by the laws, administrative regulations or the Articles of Association.	Included in Article 39 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
133.	Article 82 The following matters shall require the sanction of a special resolution at general meetings: (1) the increase in and reduction of the share capital of the Company, ~~and the issue of any class of shares, warrants or other similar securities;~~ (2) ~~the issue of debentures of the Company;~~ (3) the demerger, amalgamation; dissolution and liquidation of the Company; (4) amendments to the Articles of Association; (5) any other matters that are deemed to have a significant impact on the Company as approved by an ordinary resolution of the general meeting and so necessitate a special resolution for approval.	Included in Article 40 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
134.	Article 83 ~~When shareholders request to convene extraordinary general meeting or any specific meeting, the following procedures shall be followed:~~ (1) ~~Two or more shareholders who collectively hold more than 10% (including 10 percent) of the voting shares at the proposed meeting, can sign one or a few copies of written requests with the same format and content, with the agenda of the meeting clearly stated, to be submitted to the Board to convene a temporary shareholders' general meetings or any specific meetings. Board shall, after receipt of the aforementioned written request, convene a temporary shareholders' general meeting or class meetings as soon as possible. The above-mentioned number of shares held by shareholders shall be calculated on the day of the written request.~~ (2) ~~If the Board, within thirty days after receipt of the aforementioned written request, fails to issue a notice to convene meetings, the shareholders who have made the said request shall have the right to convene the meeting by themselves within four months after the Board received the request, using the same procedure as the Board shall convene the meeting as possible.~~ ~~If the shareholders convene the meeting by themselves due to the Board's failure to convene the meeting after receiving the aforementioned requirement, its reasonable costs incurred shall be borne by the Company, and the Company shall deduct it from the owed payment to negligent directors.~~	Included in Article 12 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
135.	Article 84 The ~~shareholders'~~ general meeting shall be convened by the Chairman of the Board and the Chairman of the Board shall also be the Chairman of the meeting; if the Chairman of the Board is unable to attend the meeting, a member of the Board of the Company shall be jointly recommended by half ~~or more~~ members of the Board to convene the meeting and serve as the Chairman of the meeting on its behalf; if ~~no~~ Chairman is appointed to the meeting, shareholders attending the meeting can elect a Chairman; if for any reason, shareholders cannot elect the Chairman, the Chairman should be the shareholder (including proxies thereof) present at the meeting and holding the most voting shares.	Included in Article 29 of the Rules of Procedure for General Meetings
136.	Article 85 The chairman of the meeting shall be responsible for determining whether a resolution of the general meeting is passed or not and his decision shall be final and conclusive and the same shall be announced at such meeting and recorded in the meeting minutes.	Deleted
137.	Article 86 If the chairman of the meeting has any doubt as the result of a resolution put to the vote at the meeting, he may take a poll vote. If the chairman of the meeting fails to take a poll vote any Shareholder who is present in person or by proxy and who objects to the results announced by the chairman of the meeting may demand a poll vote immediately after the declaration of the result, and the chairman shall take a poll vote forthwith.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
138.	Article 87 ~~Where there is vote counting at the general meeting, the counting results shall be recorded in the minutes. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the residence of the Company.~~	Deleted
139.	Article 88 ~~A Shareholder shall be entitled to inspect copies of minutes of any general meeting free of charge during the business hours of the Company. If the Shareholder demands from the Company a copy of such minutes, the Company shall send him the copy within seven (7) days after having received reasonable charges.~~	Deleted
140.	Article 89 ~~If any Shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution under the Listing Rules casts a vote, in person or by proxy the vote of such Shareholder in violation of the above limitation and restriction shall not be taken into account when determining the voting results.~~	Included in Article 34 of the Rules of Procedure for General Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
141.	~~CHAPTER 9 – SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS~~ ~~Article 90~~ Shareholders of different classes of shares shall be classified as class shareholders. Class shareholders shall have rights and shall undertake obligations pursuant to the provisions of the laws, administrative regulations and the Articles of Association. ~~Article 91~~ The rights attached to any class of shares may be varied or abrogated with the sanction of a special resolution passed at the general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Article 93 to Article 97 respectively. ~~Article 92~~ The following shall be considered as a variation or abrogation of the rights of class shareholders: (1) — to increase or reduce the number of shares in that class or to increase or reduce the number of shares in a class of shares which have rights on voting, distribution or other privileges equal or superior to that class of shares;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) ~~to exchange all or a portion of shares of that class for shares of another class, or to exchange all or a portion of the shares of another class for shares of that class or to grant the rights to exchange the same;~~ (3) ~~to cancel or reduce the rights to claiming all the accrued dividends or cumulative dividends of shares of that class;~~ (4) ~~to reduce or cancel the preferential rights of that class to claim the dividends or the preference to distribution of assets upon the liquidation of the Company;~~ (5) ~~to increase, cancel or reduce the rights to conversion of shares, options, voting rights, rights of transfer, pre-emptive rights and the rights to acquire the securities of the Company of that class;~~ (6) ~~to cancel or reduce the rights to receive the monies payable by the Company in a particular currency of that class;~~ (7) ~~to create a new class of shares which have the rights to voting, distribution or other privileges equal or superior to that class of shares;~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(8) ~~to restrict or to impose more restrictions on the transfer or ownership of that class of shares;~~ (9) ~~to issue options or rights on subscription for or conversion of shares into that class or another class of shares;~~ (10) ~~to increase the rights and privileges of another class of shares;~~ (11) ~~to re-structure the Company in such a way that different class shareholders will undertake disproportionate obligations under the proposed restructuring;~~ (12) ~~to vary or abrogate the provisions of in this Chapter.~~ Article 93 ~~The class shareholders so affected, whether or not otherwise having voting rights at a general meeting, shall be entitled to vote at the class meeting involving matters provided in items (2) to (8) and (11) to (12) of Article 92, provided that any interested shareholders shall not be entitled to vote at that class meeting.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	The meaning of “interested Shareholder” as referred to in the preceding paragraph shall be as follows: (1) — ~~Where the Company has made a repurchase offer to all shareholders in the same proportion in accordance with the provisions of Article 31 of the Articles of Association of the Company or repurchases its shares on a stock exchange through open transactions; “interested Shareholder” shall mean the controlling Shareholder as defined in Article 57 of these Articles of Association;~~ (2) — ~~Where the Company repurchases its shares by way of an agreement otherwise than on a stock exchange in accordance with the provisions of Article 31 of the Articles of Association; “interested Shareholder” shall mean the Shareholder to which the agreement relates;~~ (3) — ~~In the case of a restructuring of the Company, “interested Shareholder” shall mean a Shareholder who undertakes obligations by a lower proportion than that of other shareholders of the same class, or a Shareholder who holds interests different from those held by other shareholders of the same class;~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 94 Resolution of a class meeting shall be passed by more than two-thirds of the shares with voting rights held by the class shareholders who, according to Article 93 are entitled to vote at that class meeting. Article 95 The Company shall, in accordance with the requirements on convening a general meeting under Article 62 of the Articles of Association, send a notice of the class meeting and inform all registered shareholders of that class of the matters to be considered at the class meeting and the date and venue of the class meeting. In calculating the notice period, the date of meeting shall be excluded. Article 96 The notice of a class meeting shall only be given to the shareholders who are entitled to vote at such meeting only. The proceedings of a class meeting shall be as similar as possible as that of a general meeting. The provisions in the Articles of Association relating to the proceedings of a general meeting shall apply to the class meeting.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 97 ~~In addition to holders of other classes of shares, domestic shareholders and shareholders of overseas listed foreign shares shall be deemed to be different classes of shareholders.~~ ~~The special procedures for voting of class shareholders shall not apply to the following circumstances:~~ ~~(1) — where, upon approval by a special resolution passed at a shareholders general meeting, the Company issues domestic shares and overseas listed foreign shares either separately or concurrently once every twelve (12) months, and the total amount of the domestic shares and overseas listed foreign shares so issued do not exceed 20% of their total issued amount, respectively;~~ ~~(2) — where the Company plans to issue domestic shares and overseas listed foreign shares on establishment, to be implemented within fifteen (15) months from the date of approval by the securities authority under the State Council.~~	
142.	CHAPTER 10 PARTY COMMITTEE	CHAPTER 5 PARTY COMMITTEE

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
143.	Article 98 In accordance with the Constitution of the Communist Party of China and with the approval of higher-level Party organizations, the Company has established the Committee of the Communist Party of China of IRICO Group New Energy Company Limited* (the “Party Committee of the Company”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Communist Party (the “Discipline Inspection Commission of the Company”) according to the relevant requirements. The Party Committee of the Company consists of ~~seven members~~, one secretary and ~~one deputy secretary~~. The secretary shall be the Chairman or the general manager of the Company and ~~a deputy secretary shall be designated to be responsible for the Party construction works of the Company.~~ The Company shall adhere and improve the leadership mechanism of “Dual Entry and Cross Appointment”. Eligible members of the Party Committee are allowed to join the Board, ~~the Supervisory Committee~~ and the management through legal procedures. Eligible members in the Board, ~~the Supervisory Committee~~ and the management are allowed to join the Party Committee in accordance with relevant provisions and procedures. ~~Pursuant to relevant requirements, the Party Committee of the Company shall establish and optimize the grassroots organizations of the Party and carry out activities of the Party. The Party Committee of the Company shall be elected by the Party member representative congress, generally with each term of office of five years. Regular re-election shall be conducted upon the expiration of the term of office. Each term of office of the Discipline Inspection Commission of the Company shall be the same as the Party Committee.~~	Moved to Articles 54 and 57 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
144.	Article 99 The Party Committee of the Company shall ~~discharge its duties in accordance with the provisions under the Constitution of the Communist Party of China and the Regulations on the Work of Communist Party Grassroots Organizations of the State-owned Enterprises (Trial Implementation) (《中國共產黨國有企業基層組織工作條例(試行)》)~~, and play a leading role, provide the directions, manage the overall situation, promote the implementation and discuss and make decisions on major issues of the Company in accordance with relevant regulations. The principal duties of the Party Committee of the Company include: (1) Strengthen the Party’s political construction, ~~improve the political awareness, enhance political leading role, improve political ability and guard against political risk of the Company,~~ as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with Comrade Xi Jinping as the core, resolutely upheld the authority and unified leadership of the Party Central Committee; (2) Study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party organizations are implemented in the Company, as well as ~~promote the Company to undertake its responsibility and mission, focus on the main responsibilities and principal businesses and serve the material strategies of the country to fully fulfill economic, political and social responsibilities;~~	Moved to Article 55 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(3) Consider and discuss the major operational and management issues of the Company, and support the ~~shareholders general meeting, the Board, the Supervisory Committee~~ and the management in performing their duties in accordance with laws; (4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the building of the leading team and talents team of management; (5) Assume the primary responsibility of the Company to ~~govern the Party comprehensively with strict discipline~~, support the discipline inspection institutions to fulfil its supervisory responsibility and promote Party self-governance exercised fully and with rigor into the grassroots level; (6) ~~Strengthen the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucrac~~y, ~~hedonism and extravagance, especially the formalism and bureaucrac~~y; (7) Strengthen the building of grassroots Party organisation and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company; (8) Lead ~~the ideological and political work, the~~ spirit and civilisation construction and the united front work of the Company, as well as lead mass organisations such as the Labour Union and Communist Youth League of the Company.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
145.	Transferred from Article 98 of the original Articles of Association to this article	Article 54 In accordance with the Constitution of the Communist Party of China, the Constitution of the Communist Party of China and the Regulations on the Work of Communist Party Grassroots Organizations of the State-owned Enterprises (Trial Implementation) (《中國共產黨國有企業基層組織工作條例(試行)》), etc., and with the approval of higher-level Party organizations, the Company has established the Committee of the Communist Party of China of IRICO Group New Energy Company Limited* (the “Party Committee of the Company”). Meanwhile, the Company has also established the Discipline Inspection Commission of the Communist Party or discipline inspection members (the “Discipline Inspection Commission of the Company”) according to the relevant requirements. The Party Committee of the Company shall be elected by the Party member congress or Party member representative congress, generally with each term of office of five (5) years. Regular re-election shall be conducted upon the expiration of the term of office. Each term of office of the Discipline Inspection Commission of the Company shall be the same as the Party Committee. The Party Committee of the Company consists of one secretary and several other members. The secretary shall be the Chairman or the general manager.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
146.	Transferred from Article 99 of the original Articles of Association to this article	Article 55 The Party Committee of the Company shall play a leading role, provide the directions, manage the overall situation, promote the implementation and discuss and make decisions on major issues of the Company in accordance with relevant regulations. The principal duties of the Party Committee of the Company include: (1) Strengthen the Party’s political construction, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics, as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade XI Jinping as the core in terms of political stance, political direction, political principles and political path; (2) Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn and publicize the theories of the Party, carry out the lines, principles and policies of the Party, supervise and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of higher-level Party Committee are implemented in the Company;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(3) Consider and discuss the major operational and management issues of the Company, and support the Board and the management in performing their duties in accordance with laws; (4) Strengthen the leadership and gate keeping role in the selection and appointment of personnel of the Company and enhance the building of the leading team, cadre and talents team of management of the Company; (5) Assume the primary responsibility of the Company to build a fine Party culture and a corruption-free Party, support the discipline inspection organizations to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative disciplines and political rules, and promote Party self-governance exercised fully and with rigor into the grassroots level; (6) Strengthen the building of grassroots Party Committee and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company; (7) Lead the spirit and civilization construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union, Communist Youth League and women’s organization of the Company; (8) Discuss and decide other important matters within the scope of duties of the Party Committee.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
147.	Transferred from Article 100 of the original Articles of Association to this article	Article 56 The Party Committee of the Company shall formulate a list of matters for research and discussion based on the actual conditions of the enterprise, clarifying the responsibilities and authorities of the Party Committee and other governance bodies such as the Board and the management. Major operational and management matters must undergo preliminary research and discussion by the Party Committee before being decided by the Board and other bodies in accordance with their respective powers and prescribed procedures.
148.	Transferred from Article 98 of the original Articles of Association to this article	Article 57 The Company shall adhere and improve the leadership mechanism of “Dual Entry and Cross Appointment”. Eligible members of the Party Committee are allowed to join the Board and the management through legal procedures. Eligible members in the Board and the management are allowed to join the Party Committee in accordance with relevant provisions and procedures.
149.	CHAPTER 11 THE BOARD	CHAPTER 6 DIRECTORS AND THE BOARD
150.	Addition	Section 1 General Provisions for Directors
151.	Article 100 Prior to making decisions on material issues of the Company, the Board shall hear the opinions from the Party Committee of the Company.	Moved to Article 56 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
152.	Article 101 The Company shall establish a Board, which shall comprise seven (7) Directors, including one (1) Chairman. ~~The Board is independent of the controlling organizations (here in meaning those corporations, enterprises or institutions with the status of legal person which control the Company), and discharges its duties of formulating strategies, making decisions and preventing risks.~~ ~~The external Directors (herein meaning those Directors who do not hold office in the Company) shall represent 50% or more of the members of the Board, and not less than one-third of the members of the Board shall be Independent Directors (herein meaning those Directors who are independent of the shareholders and do not hold office in the Company).~~	Moved to Article 78 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
153.	Article 102 Directors shall be elected by the general meeting for a term of three (3) years. Upon the expiry of the term of office, the Directors may be eligible for re-election. ~~Directors elected as additional or supplemented Directors at a general meeting shall hold office from the effective date of such election to the expiry of the term of such session of the Board.~~ ~~A written notice stating the intention to nominate a candidate for directorship and the nominee's consent to the nomination shall be submitted to the Company after the dispatch of the notice of general meeting at which the election of Directors will be held and which shall not be less than seven (7) days before the convening of general meeting, and the written notice period shall not be less than seven (7) days.~~ The Chairman shall be elected or removed by more than half of all Directors. The Chairman shall serve for a term of three (3) years from the date of appointment and may be re-elected and reappointed for consecutive terms. ~~Subject to the compliance with relevant laws and administrative regulations, any Director may be removed during his/her service term by way of an ordinary resolution at the general meeting (however, any claim for compensation pursuant to any contract shall not be prejudiced).~~	Moved to Articles 58 and 60 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Any person who has been appointed by the Board to fill any casual vacancy in the office of the Board or serve as an additional Director, his term of office shall expire at the next annual general meeting and such person shall be eligible for election for successive terms. Not more than two (2) persons of the Chairman and executive Directors of the Company may concurrently be senior management (Chairman, Vice Chairman and executive Director) of the controlling organizations. The Directors shall not be required to hold shares of the Company.	
154.	Transferred from Article 102 of the original Articles of Association to this article	Article 58 The Directors shall be natural persons and not be required to hold shares of the Company. The Directors include executive Directors, non-executive Directors, independent non-executive Directors, and employee Directors.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
155.	Transferred from Article 133 of the original Articles of Association to this article	Article 59 A person shall be disqualified from being a Director of the Company in any one of the following circumstances: (1) the individual has no civil capacity or restricted civil capacity; (2) a person of less than five (5) years has elapsed since the conviction of corruption, bribery, unauthorized appropriation of properties, embezzlement of properties or disrupting order of the socialist market economy; or a period of less than five (5) years has elapsed since being deprived of political rights for commission of offences and granted probation, and a period of less than two (2) years has elapsed since the completion of the probationary period; (3) a period of less than three (3) years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a Director or factory manager, manager of such company or enterprise and was personally liable for such insolvency;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(4) a period of not less than three (3) years has elapsed since revocation of the business license of or being ordered to close a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable; (5) the person is personally liable for a substantial loan which was due for payment but remains unpaid and is designated as a discredited person subject to enforcement by the People’s Court; (6) Other matters as stipulated by the laws, administrative regulations, departmental rules, or securities regulatory rules of the place where the Company’s shares are listed. For any election and appointment of a Director in contravention of the provisions prescribed by this article, such election, appointment or employment shall be void and null. Where a Director falls into any of the aforesaid circumstances in his/her term of office, such Director shall be removed from office with his/her duties ceased.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
156.	Transferred from Article 102 of the original Articles of Association to this article	Article 60 The term of office for Directors is three (3) years, and they may be eligible for re-election upon the expiry of the term of office. Non-employee Directors shall be elected or changed at a General Meeting, and can be removed before maturity of the term of office at a General Meeting. The term of office of Directors shall commence from the date of appointment up to the maturity of the current term of office of the Board. In the event that the terms of Directors fall upon maturity whereas the members of the Board are not re-elected in time, the existing Directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until the re-elected Directors assume their office.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
157.	Transferred from Article 137 of the original Articles of Association to this article	Article 61 Directors shall observe the provisions of laws, administrative regulations and the Articles of Association with the obligations of loyalty to the Company, take measures to avoid conflicts between their own interests and the Company’s interests, and must not abuse their authority to seek improper benefits. The Directors shall fulfill the following fiduciary duties to the Company: (1) shall not embezzle the Company’s property or misappropriate the Company’s funds; (2) shall not deposit funds of the Company into accounts held in their own names or in the name of any other individual; (3) shall not exploit his position to accept bribes or other illegal income; (4) shall not enter into contracts or transactions with the Company directly or indirectly without reporting to the Board or the General Meeting and being approved by a resolution of the Board or the General Meeting;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(5) shall not, take advantage of his/her position to seek business opportunities that belong to the Company for himself/herself or for any other person, except when it is reported to the Board or the General Meeting and approved by a resolution of the General Meeting, or when the Company is unable to utilize the business opportunity in accordance with the laws, administrative regulations or the provisions of the Articles of Association; (6) shall not operate business similar to the Company's for himself/herself or for any other person without reporting to the Board or the General Meeting and being approved by a resolution of the General Meeting; (7) shall not accept commissions for transactions between others and the Company as their own; (8) shall not disclose the Company's secrets without authorization; (9) shall not make use of their related-party relationship to damage the Company's interests; (10) shall have other fiduciary duties prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the stock exchange where the Company's shares are listed and the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		Any income obtained by a Director in violation of this article shall belong to the Company; if losses are caused to the Company, the Director shall be liable for compensation. The provisions of item (4) of paragraph 2 in this article shall apply to contracts or transactions entered into with the Company by close family members of the Directors or senior management members, enterprises directly or indirectly controlled by the Directors or senior management members or their close family members, and associates who have other affiliations with the Directors or senior management members.
158.	Transferred from Article 136 of the original Articles of Association to this article	Article 62 The Directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company. The Directors shall diligently perform their following obligations to the Company: (1) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license; (2) to treat all shareholders fairly;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(3) to understand the operation and management of the Company in a timely manner; (4) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company; (5) to provide all relevant information and materials required by the audit committee and shall not intervene the performance of duties of the audit committee; (6) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the stock exchange where the Company's shares are listed and the Articles of Association.
159.	Addition	Article 63 A Director shall be deemed incapable of performing his/her duties if he/she fails to attend two consecutive meetings of the Board either personally or by appointing other Directors to attend on his/her behalf. The Board shall make a proposal to the General Meeting to remove such a Director.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
160.	Addition	Article 64 A Director may resign before expiry of his/her term of service. A Director shall submit a written resignation notice to the Company when he/she resigns, and the notice shall take effect on the date on which the Company receives the resignation notice. If number of the member of Directors falls below the minimum statutory requirement due to a Director's resignation, the former Directors shall still perform their duties as Directors in accordance with the requirements of the laws, administrative regulations, departmental rules, securities regulatory rules of the stock exchange where the Company's shares are listed and the Articles of Association until an elected Director assumes his/her office. Any person appointed by the Board to fill up a casual vacancy or as an addition to the Board shall hold office only until the next annual General Meeting of the Company, and shall then be eligible for re-election.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
161.	Transferred from Article 139 of the original Articles of Association to this article	Article 65 The Company has established a director departure management system, clearly specifying safeguard measures to pursue accountability and compensation for unfulfilled public commitments and other outstanding matters. When a Director’s resignation becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the Board. The fiduciary duties borne by the Directors to the Company and its shareholders shall not necessarily cease after expiry of the term of his/her tenure, but shall remain valid for a reasonable period as stipulated in the Articles of Association. The liability that a Director should bear due to the performance of his/her duties during the term of office shall not be waived or terminated due to his/her departure.
162.	Addition	Article 66 The General Meeting may remove a Director by an ordinary resolution, with the removal taking effect on the date the resolution is adopted. If a Director is removed from office before the expiration of his/her term without justifiable reasons, the Director may demand compensation from the Company.
163.	Addition	Article 67 Unless otherwise duly authorized by the Board, no Director shall act on behalf of the Company or the Board in his/her personal capacity. When a Director acts in his/her personal capacity, and a third party may reasonably believe that such Director is acting on behalf of the Company or the Board, the Director shall declare his/her stance and capacity in advance.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
164.	Addition	Article 68 Where a Director causes damage to others when carrying out his/her duties, the Company shall be liable for compensation; where a Director acts with willful or material default, he/she shall also be liable for compensation. If a Director breaches the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association when carrying out his/her duties and causes loss to the Company, he/she shall be liable for compensation.
165.	Addition	Section 2 Independent Non-executive Directors
166.	Addition	Article 69 The Company shall appoint independent non-executive Directors. Except as otherwise provided in this section, the provisions of the Articles of Association concerning the qualifications and obligations of Directors shall apply to independent non-executive Directors. The independent non-executive Directors shall diligently perform their duties in accordance with the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association. They shall play the roles in the Board by participating in the decision-making, supervising, checking and balancing, and professional consulting, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of minority shareholders.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
167.	Addition	Article 70 Independent non-executive Directors shall maintain their independence, and the following persons shall not serve as independent non-executive Directors: (1) persons working for the Company or its subsidiaries, and their spouses, parents and children, and major social relations; (2) natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or who are among the Company's top ten shareholders, and their spouses, parents and children; (3) persons who work for shareholders who directly or indirectly hold more than 5% of the Company's issued shares or who work for the Company's top five shareholders, and their spouses, parents, and children; (4) persons serving in the subsidiaries of the Company's controlling shareholders and de facto controllers and their spouses, parents and children;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(5) persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in entities with which they have significant business dealings and their controlling shareholders or de facto controllers; (6) persons providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, Directors, senior management members and principals; (7) persons who have been in the situations listed in the items (1) to (6) of this article within the last twelve months; (8) persons who are not independent as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		The subsidiaries of the Company’s controlling shareholder and de facto controller as referred to in items (4) to (6) of this article do not include those companies which are controlled by the same state-owned asset administration institution and the Company does not have a connected relationship with the Company in accordance with the relevant regulations. Independent non-executive Directors shall conduct an annual self-assessment of their independence and submit the results to the Board. The Board shall annually evaluate the independence of incumbent independent non-executive Directors and issue a specific opinion, which shall be disclosed concurrently with the annual report.
168.	Addition	Article 71 A person to serve as an independent non-executive Director of the Company shall meet the following conditions: (1) being qualified to serve as a Director of the Company in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed and other relevant provisions; (2) meeting the independence requirements stipulated in the Articles of Association; (3) having basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(4) having at least five years of legal, accounting or economic work experience necessary to perform the duties of an independent non-executive Director; (5) having good personal morality, with no bad record such as major dishonesty, etc.; (6) other conditions stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
169.	Addition	Article 72 As members of the Board, the independent non-executive Directors owe fiduciary duties and diligence to the Company and all shareholders, and prudently fulfill the following duties: (1) to involve in the decision-making of the Board and provide explicit opinions on the matters discussed; (2) to supervise matters that indicate potential material conflict of interest between the Company and its controlling shareholders, de facto controllers, Directors and senior management members so as to protect the legitimate interests of minority shareholders; (3) to provide professional and objective advice on the Company's operation and development, thereby facilitating improvement in the standard of the decisions of the Board; (4) other duties stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
170.	Addition	Article 73 The independent non-executive Directors exercise the following special functions and powers: (1) independently engage intermediaries to audit, provide consultation on or verify specific matters of the Company; (2) proposing to the Board with respect to the convening of extraordinary General Meetings; (3) proposing the convening of Board meetings; (4) openly soliciting shareholders' rights in accordance with the law; (5) expressing independent opinions on matters that may harm the interests of the Company or its minority shareholders; (6) other powers and functions as provided by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Any exercise of the powers as referred to in items (1) to (3) of this article by the independent non-executive Directors shall be approved by a majority of all the independent non-executive Directors.
171.	Addition	Section 3 Employee Directors

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
172.	Addition	Article 74 In order to enhance the democratic management of the Company and safeguard the legitimate rights and interests of employees, the Company shall appoint employee Directors in accordance with the provisions of the Company Law.
173.	Addition	Article 75 Employee Directors shall establish a labor relationship with the Company and hold positions within the Company, but shall not serve as senior management members of the Company.
174.	Addition	Article 76 Employee Directors shall be democratically elected or replaced by the Company's employees in accordance with relevant procedures.
175.	Addition	Article 77 The term of office for employee Directors shall be the same as that of the current Board, and they may be re-elected.
176.	Addition	Section 4 Board of Directors
177.	Transferred from Article 101 of the original Articles of Association to this article	Article 78 The Company shall establish a Board, which shall be accountable to the General Meeting. The Board shall comprise seven (7) Directors, including two (2) executive Directors, one (1) non-executive Director, three (3) independent non-executive Directors, and one (1) employee Director. The Board shall have one (1) Chairman, elected by a majority vote of all Directors.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
178.	Article 103 The Board ~~shall be responsible to the general meeting~~ and shall have the following powers and duties: (1) to ~~be responsible for~~ convening ~~general meeting~~ and to report on its work to the general meeting; (2) to implement resolutions of the ~~general meeting~~; (3) to determine the business plans and investment proposals of the Company; (4) ~~to prepare the annual financial budgets and final accounts of the Company;~~ (5) to prepare plans for profit distribution and plans for making up losses for the Company; (6) to formulate the Company's plans for the increase or reduction of capital, issue of debentures of the Company; (7) to formulate proposals on amalgamation, demerger or dissolution of the Company;	Moved to Article 79 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(8) to decide on the internal management structure of the Company; (9) to appoint or dismiss the general manager of the Company; to appoint or dismiss senior management including deputy general manager and other senior management members (including chief financial officer) based on the nomination by the general manager, as well as to determine their remuneration issues; (10) to formulate the basic management system of the Company; ~~to establish the Company's risk prevention and control mechanism and evaluate its effectiveness; to decide on major issues of risk management of the Company;~~ (11) to formulate proposals for amendments of the Articles of Association; (12) ~~any other authorities granted by the Articles of Association or the general meeting.~~ ~~When the Board passes the resolutions described in the previous Clause, except for the resolutions in respect of the matters specified in Subsections (6), (7) and (11) above which shall be voted and approved by more than two-thirds or more of the Directors, the remaining resolutions shall be voted and approved by more than half of the Directors.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
179.	Transferred from Article 103 of the original Articles of Association to this article	Article 79 The Board shall have the following powers and duties: (1) to convene General Meeting and to report on its work to the General Meeting; (2) to implement resolutions of the General Meeting; (3) to determine the business plans and investment proposals of the Company; (4) to prepare plans for profit distribution and plans for making up losses for the Company; (5) to formulate the Company's plans for the increase or reduction of capital, issue of debentures, or other securities and listing of the Company; (6) to formulate proposals on major acquisitions, share buybacks, disposal of treasury shares, or amalgamation, demerger, dissolution and changes in corporate structure of the Company;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(7) to decide on matters including the Company’s external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted asset management, related-party transactions, and external donations within the scope of authorization granted by the General Meeting; (8) to decide on guarantee matters for wholly-owned subsidiaries and controlled subsidiaries of the Company; (9) to decide on the internal management structure of the Company; (10) to decide on the appointment or dismissal of the general manager and Secretary to the Board of the Company, and determine their remuneration and reward/punishment issues; to decide on the appointment or dismissal of other senior management members such as deputy general manager and chief financial officer based on the nomination by the general manager, and determine their remuneration and reward/punishment issues; (11) to formulate the basic management system of the Company; (12) to formulate proposals for amendments of the Articles of Association; (13) to manage the Company’s information disclosure matters;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		(14) to propose to the General Meeting the appointment or replacement of the accounting firm for the Company's audit; (15) to listen to the work report of the Company's general manager and inspect the work of the management team; (16) any other authorities granted by laws, administrative regulations, departmental rules, securities regulatory rules of the stock exchange where the Company's shares are listed, the Articles of Association, or the General Meeting. Matters beyond the scope authorized by the General Meeting shall be submitted to the General Meeting for consideration.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
180.	Article 104 If the Board proposes to dispose of the Company's fixed assets, where the aggregate of the amount or value of the consideration for the proposed disposal and where any fixed assets of the Company have been disposed of in the period of four (4) months immediately preceding the proposed disposal, the amount or value of the consideration for any such disposal in that period exceeds 33% of the value of the fixed assets as shown in the latest balance sheet laid before the Company in general meeting held, the Board shall not dispose of or agree to dispose of the said fixed assets without the prior approval of the general meeting. The proposed disposal of fixed assets referred to in this article shall include the acts of transferring certain interests in that assets but exclude the acts of charging that fixed assets by way of security. The validity of the transaction on the disposal of fixed assets by the Company shall not be affected by the breach of paragraph 1 of this article.	Deleted
181.	Addition	Article 80 The Board of the Company shall explain to the General Meeting regarding the non-standard auditors' advice given by a certified accountant in respect of the financial report of the Company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
182.	Article 105 The Chairman shall have the following powers and duties: (1) to preside over the ~~general meeting~~ and to convene and preside over the meeting of the Board; (2) to examine the implementation of the resolutions of the Board; (3) ~~to sign the securities issued by the Company;~~ (4) other powers conferred by the Board. Should the Chairman fail to perform his/her duties, one (1) Director of the Company shall be elected by half or more Directors to perform the duties.	Moved to Articles 81 and 82 of the current Articles of Association
183.	Transferred from Article 105 of the original Articles of Association to this article	Article 81 The Chairman shall have the following powers and duties: (1) to preside over the General Meeting and to convene and preside over the meeting of the Board; (2) to supervise and examine the implementation of the resolutions of the Board; (3) other powers conferred by the Board. The Board shall not delegate to the Chairman any authority that is legally vested in the Board.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
184.	Transferred from Article 105 of the original Articles of Association to this article	Article 82 Should the Chairman unable to perform his/her duties or fail to perform his/her duties, one (1) Director of the Company shall be elected by more than half of the Directors to perform the duties.
185.	Article 106 The Board shall establish special committees. ~~The duties of special committees of the Board shall be determined by relevant regulations of the State and resolutions of the Board.~~	Moved to Article 85 of the current Articles of Association
186.	Article 107 The Board meetings shall be held at least four times every year and shall be convened by the Chairman. The notice for such meeting shall be given to all Directors fourteen (14) days in advance. ~~In case of emergencies,~~ an extraordinary Board meeting may be convened if proposed by shareholders with more than one-tenth of voting rights, more than one-third of Directors, ~~two (including two) independent Directors or supervisors or the general manager of the Company.~~ ~~The reasonable expenses incurred by the Directors for attending board meeting shall be borne by the Company. Such expenses include traveling expenses incurred by the Directors for traveling from his place to the meeting venue (if a Director's place is different from the meeting venue), food and board expenses during the meeting period, rental for the meeting venue and transport expenses for traveling to the meeting venue.~~	Included in Articles 9 and 10 of the Rules of Procedure for Board Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
187.	Article 108 ~~Meeting and extraordinary meeting~~ of the Board shall be convened in the following manners: (1) ~~Where the time and place of regular meeting of the Board have been fixed by the Board in advance, no notice shall be served.~~ (2) ~~Where the time and venue to convene the meeting of the Board have not been decided upon by the Board in advance, the Chairman shall inform the Directors and supervisors of the time and venue of the meeting by telex, telegram, facsimile, electronic mail, express courier service, registered mail or by hand at least ten (10) days before the meeting.~~ (3) ~~If there is a need to hold a Board meeting in case of emergency, the Chairman shall ask the Secretary to the Board to, not less than five (5) days and not more than ten (10) days prior to the day when the special Board meeting is held, inform all the Directors and supervisors the time and the place of the Board meeting by way of telegraph, telex, facsimile, electronic mail, courier, registered mail or by specially designated person.~~ (4) ~~The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include agenda of the meeting. Any Director may waive the right to receive notice of the meeting of the Board.~~	Included in Articles 11 and 12 of the Rules of Procedure for Board Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
188.	Article 109 A Director shall be deemed to have received the notice of meeting if he is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of the meeting commence.	Deleted
189.	Article 110 The meeting ~~or extraordinary meeting~~ of the Board may be held by conference telephone or similar communication equipment. So long as all the Directors participating at the meeting can clearly hear and communicate with each other, all such Directors present shall be deemed to be present in person at the meeting.	Included in Article 15 of the Rules of Procedure for Board Meetings
190.	Article 111 The quorum of the meeting of the Board shall be more than one-half of the Directors (including those Directors ~~who is entrusted to attend the meeting as stipulated by the Article 112 of the Articles of Association of the Company~~). Each Director shall be entitled to cast one vote. Saved for the provisions stipulated otherwise in the Articles of Association of the Company, The Board shall pass a resolution upon the approval of more than half of the Directors. ~~Where the number of votes in favor and against are the same, the chair shall has to right the cast an extra vote.~~ Where a Director has any interest in the subject matter to be resolved at the meeting of the Board, such Director shall withdraw from the meeting, abstain from voting, shall not represent other Directors to exercise the voting right ~~and shall not be taken into account in counting the quorum of Directors present at the meetings.~~	Included in Articles 14, 20 and 21 of the Rules of Procedure for Board Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
191.	Article 112 A Director shall attend the meeting of the Board in person. Where the Director is unable to attend the meeting, he/she may appoint in writing another Director to attend the Board meeting on his/her behalf. The mandate shall be stated on the power of attorney. The proxy Director at the meeting shall exercise the Director's right within the scope of authorization. Any Director who fails to attend a meeting of the Board without appointing any proxy is deemed to have waived his voting right at the particular meeting.	Included in Articles 15 and 16 of the Rules of Procedure for Board Meetings
192.	Article 113 Board shall put the decisions made on matters discussed at the meeting into minutes, signed by the directors attending the meeting, Secretary to the Board and the recorder. ~~The directors shall be responsible for the resolution of the Board. If the resolution of the Board is against the laws, administrative regulations or the articles of association, the resolution from the shareholders' general meeting and results in the Company's severe losses, the directors participating in the resolution shall bear compensation responsibility to the Company; however, if any director is proved that the opposition was filed at the vote and recorded in the minutes, the said director shall be exempted from liability.~~ ~~The comments made by the independent directors should be listed clearly in the resolution of the Board.~~ The minutes of board meetings shall, as the company file, be saved by the Secretary to the Board. Retention of the Board minutes is for 10 years.	Included in Articles 23, 24, 25, and 26 of the Rules of Procedure for Board Meetings

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
193.	Article 114 ~~Written motions can be used by the Board in lieu of the Board meeting, but the draft of the motion shall be served by hand, mail, or fax to every Director. if the written motion has been served to all directors and the number of directors who sign for consent on one or a few copies of the draft with the same format and content reaches the quorum for relevant decisions, the motion shall, after being served to the Secretary to the Board in the manners described above, become the resolution of the Board, and the Board meeting is no longer required to convene.~~	Deleted
194.	Addition	Article 83 The Company has formulated the Rules of Procedure for Board Meetings of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “Rules of Procedure for Board Meetings”). The procedures for convening, holding, and voting at Board meetings are stipulated in the Rules of Procedure for Board Meetings. The Rules of Procedure for Board Meetings, as an appendix to the Articles of Association, shall have the same force and effect as the Articles of Association.
195.	Addition	Section 5 Special Committees of the Board
196.	Addition	Article 84 The Board shall establish the audit committee to exercise the supervisory powers of the supervisory committee as stipulated in the Company Law and the powers prescribed in the Main Board Listing Rules. The audit committee shall be mainly responsible for reviewing the Company’s financial information and its disclosure, as well as supervising and evaluating the internal and external audits and internal control.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
197.	Transferred from Article 106 of the original Articles of Association to this article	Article 85 The Board shall establish strategy, nomination, and remuneration and appraisal committees, which shall perform their duties in accordance with the Articles of Association and the authority delegated by the Board. Proposals from the special committees shall be submitted to the Board for review and decision. The Board shall be responsible for formulating the working procedures of the special committees. The composition and powers of the special committee members shall comply with the relevant requirements stipulated by laws, administrative regulations, departmental rules, the Main Board Listing Rules, the regulations of other securities regulatory rules of the place where the Company's shares are listed or relevant regulatory authorities.
198.	CHAPTER 12 SECRETARY TO THE BOARD OF THE COMPANY	Section 6 Secretary to the Board of the Company
199.	Article 115 The Company shall have Secretary to the Board. The Secretary is a senior management of the Company. ~~The management of the controlling entity shall not serve as the Secretary to the Board concurrently.~~	Moved to Article 86 of the current Articles of Association
200.	Transferred from Article 115 of the original Articles of Association to this article	Article 86 The Company shall have one Secretary to the Board. The Secretary is a senior management member of the Company and shall be accountable to the Board.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
201.	Article 116 The Secretary to the Board shall be a natural person who has the requisite professional knowledge and experience. The Secretary to the Board shall be appointed by the Board. His/Her primary responsibilities shall be: (1) ~~to ensure that documents of the Board are in compliance with the relevant requirements of the law;~~ (2) to ensure that the Company has complete organizational documents and records; (3) to ensure the Company prepares and submits the required reports and documents to the competent authorities according to the law; (4) to ensure that the register of shareholders are adequately kept, and to ensure that persons who have the right to obtain the Company's relevant records and documents can promptly obtain these records and documents; (5) other duties required by the Articles of Association and the listing rules of the stock exchanges where the shares of the Company is listed.	Moved to Article 87 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
202.	Transferred from Article 116 of the original Articles of Association to this article	Article 87 The Secretary to the Board shall possess the requisite professional knowledge and experience, which shall be appointed or dismissed by the Board. His/her primary responsibilities shall be: (1) to be responsible for preparing the General Meeting and Board meeting of the Company; (2) to ensure that the Company has complete organizational documents and records; (3) to ensure the Company prepares and submits the required reports and documents to the competent authorities according to the law, handles information disclosure matters; (4) to ensure that the register of shareholders are adequately set up and kept, and to ensure that persons who have the right to obtain the Company's relevant records and documents can promptly obtain these records and documents; (5) other duties required by the Articles of Association and the securities regulatory rules of the places where the shares of the Company are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
203.	Article 117 Directors and other senior management members of the Company, may be appointed as the Secretary to the Board. Any accountants of the accountants firm appointed by the Company shall not be appointed as the Secretary to the Board. Where the Secretary to the Board is also a Director and an act is required to be done by a Director and the Secretary to the Board separately, such person who is acting both as a Director and the Secretary to the Board shall not perform the act in both capacities.	Moved to Article 88 of the current Articles of Association
204.	Transferred from Article 117 of the original Articles of Association to this article	Article 88 Directors and other senior management members of the Company, may be appointed as the Secretary to the Board. Any accountants of the accountants firm appointed by the Company shall not be appointed as the Secretary to the Board. Where the Secretary to the Board of the Company is also a Director and an act is required to be done by a Director and the Secretary to the Board separately, such person who is acting both as a Director and the Secretary to the Board shall not perform the act in both capacities.
205.	CHAPTER 13 GENERAL MANAGER OF THE COMPANY	CHAPTER 7 SENIOR MANAGEMENT MEMBERS

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
206.	Article 118 The Company shall have one general manager who is nominated, hired or dismissed by the Board. The Company shall have a certain number of deputy general managers, to assist the work of the general manager. ~~The Board shall decide member of the Board can act concurrently as General Manager.~~ ~~The general manager exercises his functions and powers such as managing production and operation; organizing the implementation of resolutions of the Board, reporting to the Board, and playing the role of seeking operation development; ensuring implementation and strengthening management.~~	Article 89 The Company shall have one general manager whose appointment or dismissal shall be decided by the Board. The Company shall have one chief financial officer and several deputy general managers who shall be nominated by the general manager, and appointed or dismissed by the Board's decision.
207.	Transferred from Article 133 of the original Articles of Association to this article	Article 90 The provisions of the Articles of Association regarding the circumstances under which one may not serve as a Director and the management system for resignation shall also apply to senior management members. The provisions of the Articles of Association regarding the fiduciary duties and the obligations to act honestly of Directors shall also apply to senior management members.
208.	Addition	Article 91 Personnel serving in administrative positions other than Directors or supervisors at the controlling shareholder of the Company shall not serve as senior management members of the Company. Senior management members of the Company shall only receive salaries from the Company and shall not be paid by the controlling shareholder.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
209.	Addition	Article 92 The term of office of the general manager, deputy general manager, chief financial officer and other senior management members shall be three years and they may be reappointed.
210.	Article 119 The general manager of the Company shall be responsible to the Board and shall have the following powers and duties: (1) to be responsible for the production and management of the Company and to organize the implementation of the resolutions of the Board; (2) to organize the implementation of the annual business plans and investment proposals of the Company; (3) to prepare proposals for the internal management structure of the Company; (4) to prepare the management systems of the Company; (5) to draft the detailed regulations of the Company; (6) to employ and dismiss other senior management personnel of the Company other than the Secretary to the Board; (7) to employ and dismiss managers other than those whose appointment or dismissal is decided by the Board;	Article 93 The general manager shall be responsible to the Board and shall have the following powers and duties: (1) to be responsible for the production and management of the Company, to organize the implementation of the resolutions of the Board, and report to the Board; (2) to organize the implementation of the annual business plans and investment proposals of the Company; (3) to prepare proposals for the internal management structure of the Company; (4) to prepare the management systems of the Company; (5) to draft the detailed regulations of the Company; (6) to propose to the Board the appointment or dismissal of the deputy general manager, the chief financial officer, the Secretary to the Board and other senior management members of the Company; (7) to decide on the appointment or dismissal of managers other than those whose appointment or dismissal is decided by the Board;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(8) other powers conferred by the Articles of Association and the Board. <u>Article 120</u> <u>The general manager may attend any meeting of the Board. The general manager who is not a Director shall not be entitled to vote at any meeting of the Board.</u>	(8) to consider and approve general connected transactions other than those that need to be submitted to the Board or the General Meeting for approval according to the Articles of Association; (9) to consider and approve other major transactions, external investments, external guarantees and other matters other than those that need to be submitted to the Board or the General Meeting for approval according to the Articles of Association; (10) to decide on the establishment of wholly-owned subsidiaries, controlled subsidiaries and branches of the Company; (11) other duties authorized by the Articles of Association, the securities regulatory rules in the place where the Company's shares are listed or the Board. The general manager shall preside at the Board meetings.
211.	<u>Article 121</u> <u>When the general manager and deputy general managers performs his/her terms of reference, he/she shall not alter the resolutions of the general meetings or the Board or exceed his/her authorized power.</u>	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
212.	Addition	Article 94 The Company shall formulate the working rules of the general manager, to be executed upon approval by the Board. The working rules of the general manager shall include the following: (1) the condition, procedure and attendees of the general manager meeting; (2) the respective job description and division of labor of general manager and other senior management members; (3) the application of Company's funds and assets, authority on signing of major contracts, and reporting system to the Board; (4) other matters that the Board deems necessary.
213.	Addition	Article 95 The general manager may resign before the expiry of his/her terms of office. The detailed procedure and methods in relation to the resignation of the general manager shall be referred to the labor contracts entered into between such manager and the Company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
214.	Addition	Article 96 Where a senior management member causes damage to others during the performance of his/her duties, the Company shall be liable for compensation; where a senior management member acts with willful or material default, he/she shall also be liable for compensation. The senior management members shall be liable for any losses caused to the Company by their breach of any laws, administrative regulations, departmental rules and regulations or the Articles of Association in performing their duties for the Company.
215.	Article 122 The manager and the deputy general managers shall discharge their duties honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association.	Article 97 The senior management members of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. The senior management members of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.
216.	~~CHAPTER 14—SUPERVISORY COMMITTEE~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
217.	Article 123 The Company shall have a Supervisory Committee. The supervisory committee is the Company's standing internal supervisory organ. Its responsibilities are to exercise supervision over the Board and its members and the general manager, deputy general manager and other senior managements, to prevent any abuse of powers, infringement of the legitimate rights of the Company, its shareholders and workers. Article 124 The supervisory committee shall consist of five (5) members, one of whom shall act as the chairman of the committee. The term of office for the members of the committee shall be three (3) years and they shall be eligible for re-election. The appointment and removal of the chairman of the supervisory committee shall be made by a resolution passed by two-thirds or more of the members of the supervisory committee.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 125 ~~The Supervisory Committee is composed of three shareholder representatives and two representatives of the employees. The shareholder supervisors shall be elected and removed by the shareholders' general meeting, and the employee representatives shall be elected and dismissed by the workers democratically.~~ ~~As for supervisors added or by-elected by the shareholders' general meeting or employees of the Company, the term thereof shall be from the effective date of the election to the expiry date of the term of the session of the Supervisory Committee.~~ ~~More than half of the Supervisory Committee shall be external supervisors (referred to as supervisors not working within the Company, the same below); and external supervisors shall have the right to file an independent report to the general meeting shareholders about the performance of credibility and integrity of the senior managers.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 126 The director, general manager, deputy general manager and chief financial officer of the Company shall not serve as supervisors at the same time. Article 127 The Supervisory Committee shall hold meetings at least once a year, convened by the Chairman of the Supervisory Committee. Article 128 The Supervisory Committee shall be responsible to the shareholders' general meeting, and shall, in accordance with the law, exercise the following rights: (1) — to check the Company's financial affairs; (2) — to oversight the directors, general manager, deputy general manager and other senior managers on the matters of their violation of laws, administrative regulations or the articles of association while performing their duties at company;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(3) ~~to supervise the performance of the directors, general manager, deputy general manager and other senior managers, and to file a recall proposal of the aforementioned personnel in case of their violation of laws, administrative regulations or the articles of association, the resolutions of the shareholders' general meeting;~~ (4) ~~to check the financial report, the business report and profit distribution plan and other financial information intended to be presented to the shareholders' general meeting by the Board, and to commission certified public accountants and practicing auditors to help to review them in the name of the Company, with any doubt being found;~~ (5) ~~to propose the convening of extraordinary general meeting;~~ (6) ~~to negotiate with the directors or file a suit against the directors on behalf of the Company;~~ (7) ~~to propose to convene a temporary shareholders' general meeting, and to convene and preside over the shareholders' general meeting in case of the Board failing to fulfill its duty to convene and preside over the shareholders' general meeting in accordance with the provisions hereof;~~ (8) ~~any other functions and rights provided by laws and the articles of association.~~ ~~Supervisors shall attend the Board meeting.~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 129 ~~The procedure of the Supervisory Committee: each supervisor shall have one vote. The resolution of the Supervisory Committee shall be passed by more than two-thirds of members of the Supervisory Committee.~~ Article 130 ~~The reasonable expenses caused by the Supervisory Committee to hire lawyers, certified public accountants, practicing auditors and other professionals in the process of exercising its functions and rights, shall be borne by the Company.~~ Article 131 ~~Meetings of the Supervisory Committee shall have minutes, where the supervisors and recorders attending the meeting shall sign their names. The supervisors shall have the right to require some kind of descriptive records about their speech at the meeting to be made in the minutes. The minutes of the meetings of the Supervisory Committee shall, as the company file, be saved by the Secretary to the Board. Retention of the minutes shall be for 15 years.~~ Article 132 ~~Supervisors shall honestly discharge their duties in accordance with the laws, administrative regulations and the Articles of Association of the Company.~~	Deleted
218.	~~CHAPTER 15—QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER, DEPUTY GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY~~	Moved to Chapters 6 and 7 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
219.	Article 133 A person shall be disqualified from being a Director; ~~supervisor, general manager, deputy general manager~~ or ~~other~~ senior management members of the Company in any one of the following circumstances: (1) the individual has no civil capacity or restricted civil capacity; (2) a person of less than 5 years has elapsed since the conviction of corruption, bribery, unauthorized appropriation of properties, embezzlement of properties or disrupting social and economic order; ~~or a period of less than 5 years has elapsed since being deprived of political rights for commission of offences;~~ (3) a period of less than 3 years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent ~~due to unsound business operation and management~~ and where the person acted as a Director or factory manager, manager of such company or enterprise and was personally liable for such insolvency;	Moved to Articles 59 and 90 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(4) a period of not less than 3 years has elapsed since revocation of the business license of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable; (5) the person is personally liable for a substantial loan which was due for payment but remains unpaid; (6) ~~the person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet to be settled;~~ (7) the person is not eligible for acting in the leadership of a company or enterprise according to the laws or administrative regulations; (8) the person is not a natural person; (9) a period of less than five (5) years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty.	
220.	Article 134 ~~The validity of an act of a Director, general manager, deputy manager or other senior management of the Company acting on behalf of the Company against any bona fide third party shall not be affected by any irregularity in his appointment, election or any defects in his qualification.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
221.	Article 135 In addition to the obligations imposed by the laws and administrative regulations or required by the listing rules of the stock exchange where the Company stock are listed, a Director, supervisor, general manager, deputy general manager or other senior management members owes a duty to each Shareholder for the following in the exercise of the powers entrusted to him: (1) — not to cause the Company to exceed the scope of the business stipulated in its business license; (2) — to act honestly in the best interest of the Company; (3) — not to expropriate in any guise the Company's property, including, without limitation to usurpation of opportunities advantageous to the Company; (4) — not to expropriate the individual rights of shareholders including, without limitation to rights of distribution and voting rights save and except pursuant to a restructuring of the Company submitted for approval of the shareholders in general meeting in accordance with the Articles of Association.	Deleted
222.	Article 136 A Director, supervisor, general manager, deputy general manager or other senior management members of the Company, owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonable prudent person would be expected to exercise in comparable circumstances.	Moved to Article 62 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
223.	Article 137 ~~A Director, supervisor, general manager, deputy general manager or senior management members owes a duty, in the exercise of powers of the Company entrusted to him, to observe obligations of a fiduciary not to place himself in a position where his interest and the obligations undertaken may conflict. This principle shall include, without limitation to the following obligations:~~ (1) ~~to act honestly in the best interests of the Company;~~ (2) ~~to exercise the powers vested in him and not to exceed the scope thereof;~~ (3) ~~to exercise the discretionary power granted to him personally and not allow himself to act under the direction of another and unless and to the extent permitted by the laws and administrative regulations or informed consent of shareholders in general meeting, not to delegate the exercise of this discretion;~~ (4) ~~to treat the shareholders of the same class equally and treat the shareholders of different classes fairly;~~ (5) ~~except in accordance with the Articles of Association or with the informed consent of shareholders in general meeting, not to enter into any contract, transaction or arrangement with the Company;~~ (6) ~~without the informed consent of shareholders in general meeting, not to use the Company's property for his own benefit;~~	Moved to Article 61 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(7) ~~not to use his authority for obtaining bribes or other illegal income and not to expropriate in any guise the property of the Company including, without limitation to, not to usurp opportunities beneficial to the Company;~~ (8) ~~without the informed consent of the general meeting, not to accept commissions in connection with the Company's transaction;~~ (9) ~~to observe the Articles of Association; to perform the duties faithfully; to protect the interests of the Company; not to use his position and authority in the Company to make his own benefit;~~ (10) ~~without the informed consent of the general meeting, not to compete in any way with the Company;~~ (11) ~~shall not embezzle the funds of the Company or shall not make loans to others out of the funds of the Company; shall not deposit the assets of the Company into accounts under his name or any other name; shall not use assets of the Company as guarantee for loans to the Shareholder of the Company or their personal debts;~~ (12) ~~not to disclose confidential information of the Company acquired by him during the term of office without the informed consent of the general meeting; not to use the information other than in the interests of the Company; save and except that disclosure of such information to the court of law or other government authorities is permitted if:~~ 1. ~~disclosure is required by the laws;~~	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	2. — there is a duty to the public to disclose; 3. — it is in the personal interests of such Director, supervisor, general manager, deputy general manager or other senior management members to require disclosure.	
224.	Article 138 A Director, supervisor, general manager, deputy general manager and other senior management members of the Company shall not cause any of the following person or association (the “associates”) to do such things as such Director, supervisor, general manager, deputy general manager or other senior management is prohibited from doing so: (1) — the spouse or minor child of that Director, supervisor, general manager, deputy general manager or other senior management members of the Company; (2) — the trustee of that Director, supervisor, general manager, deputy general manager or other senior management of the Company or any person referred to in paragraph (1) of this article; (3) — the partner of that Director, supervisor, general manager, deputy general manager or other senior management of the Company or any person referred to in paragraphs (1) and (2) of this article;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(4) ~~a company in which that Director, supervisor, general manager, deputy general manager or other senior management members of the Company alone or jointly with one or more of the persons referred to in paragraphs (1), (2) and (3) of this article or other Directors, supervisors, general managers or other senior management of the Company, has a de facto controlling interest;~~ (5) ~~a Director, supervisor, general manager, deputy general manager or other senior management of a company being controlled as referred to in paragraph (4) of this article.~~	
225.	Article 139 ~~The fiduciary duty of a Director, supervisor, general manager, assistant general manager or other senior management members of the Company does not necessarily cease upon the termination of his tenure of office. The obligation of confidence in relation to the trade secrets of the Company shall survive after the termination of his tenure. Other obligations may continue for such period as to be determined under the principle of fairness, depending on the time lapse between the acts concerned and the termination and the circumstances and the conditions under which the relationship with the Company terminated.~~	Moved to Article 65 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
226.	Article 140 ~~Except as provided in Article 56 of the Articles of Association of the Company, Directors, supervisors, general manager, deputy general manager or other senior management of the Company may be exempted from liabilities for specific breach of duties with informed consent by the general meeting.~~ Article 141 ~~In case of having an important stake directly or indirectly with the contract, transaction and arrangement the Company has entered into or is planning (except the employment contract between the Company and the directors, supervisors, general manager, deputy general manager and other senior managers), the directors, supervisors, general manager, deputy general manager and other senior managers of the Company shall, regardless of whether the relevant matters under normal circumstances shall be approved by the Board, disclose to the Board the nature and extent of his interest as soon as possible.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Unless the aforesaid directors, supervisors, general manager, deputy general manager and other senior managers shall in accordance with the requirements of paragraph 1 make a disclosure to the Board, and the Board approve such matters with the said person neither being counted in the quorum nor participating in the vote, the Company shall have the right to cancel the contract, transaction or arrangement, in case of the counterparts thereof not knowing the obligations of the relevant directors, supervisors, general manager, vice general manager and other senior managers in good faith. If any person related with the directors, supervisors, general manager, vice general manager and other senior managers of the Company has an interest in any contract, transaction or arrangement, the said directors, supervisors, general manager, deputy manager and other senior managers shall also be considered related.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 142 ~~Where a Director, supervisor, general manager, deputy general manager or senior management members of the Company gives a general notice in writing to the Board before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company, stating that, by reason of facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purpose of the preceding article of this article to be a sufficient declaration of interests of such Director, supervisor, general manager, deputy general manager or senior management members, so far as attributable to those facts in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company.~~ Article 143 ~~The Company shall not, in any manner, pay tax for or on behalf of its Director, supervisor, general manager, deputy general manager or other senior management members.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 144 The Company shall not directly or indirectly, make a loan to or provide guarantee in connection with a loan made by any person to its Directors, supervisors, general manager, deputy general manager or other senior management members of the Company or of its holding company; or make a loan to or provide guarantee in connection with any loan made by any person to the associates of such person as aforesaid. The preceding provision shall not apply to the following: (1) — the provision of a loan or a guarantee for a loan by the Company to a company which is subsidiary of the Company; (2) — the provision of a loan or a guarantee for loan by the Company to any if its Directors, supervisors, managers or other senior management under a service contract as approved by shareholders in general meeting or the provision of funds by the Company to him to meet expenditure incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him properly to perform his duties;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(3) ~~where the ordinary course of business of the Company includes the lending of money and the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan by another person to any of its Directors, supervisors, general manager, deputy general manager or senior management members and his associates on normal commercial terms.~~ Article 145 ~~A loan made by the Company in breach of the preceding provisions, shall be forthwith repayable by the recipient regardless of the terms of the loan.~~ Article 146 ~~A loan guarantee provided by the Company in breach of provision under paragraph (1) of Article 144 shall be unenforceable against the Company, except under the following circumstances:~~ (1) ~~a loan was made by a person to a person connected with Director, supervisor, manager or other senior management of the Company or of its holdings company, and at the time the loan was advanced the lender did not know of the relevant circumstances;~~ (2) ~~the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 147 The guarantee referred to in the preceding article shall include an undertaking by the guarantor or property provided to secure the performance of obligations by the obligor. Article 148 Where a Director, supervisor, general manager, deputy general manager and other senior management of the Company is in breach of his obligations to the Company, the Company shall have a right to take the following measures in addition to the various rights and remedies provided by the laws and administrative regulations: (1) —to request such Director, supervisor, general manager, deputy general manager and other senior management to pay damages for the losses sustained by the Company as a natural consequence of his breach of duties; (2) —to rescind any contract or transaction entered into by the Company with such Director, supervisor, manager or other senior management and any contract or transaction entered into by the Company with a third party (where such third party knew or should have known that such Director, supervisor, manager or other senior management representing the Company is in breach of the obligations to the Company);	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(3) — to request such Director, supervisor, manager or other senior management to return the proceeds received as a consequence of the breach of the obligations; (4) — to recover from such Director, supervisor, general manager, deputy general manager and other senior management members any monies which should otherwise have been received by the Company, including, without limitation to the commissions; (5) — to request such Director, supervisor, general manager, deputy general manager and other senior management members to return such interests accrued or may be accrued from the monies which should otherwise have been paid to the Company. Article 149 The Company shall, with the prior approval of the shareholders in general meeting, enter into a contract in writing with a Director or supervisor in respect of their remuneration. The emoluments referred to above shall include: (1) — the emoluments in respect of his service as a Director, supervisor or other senior management of the Company; (2) — the emoluments in respect of his service as a Director, supervisor or other senior management of a subsidiary of the Company;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original articles	Amended articles
	(3) — the emoluments for provision of other services in connection with the management of the affairs of the Company and its subsidiaries; (4) — payment for loss of office or as consideration for or in connection with his retirement. Save pursuant to the contract aforesaid, no legal proceedings may be brought by a Director or supervisor against the Company in respect of the benefits ought to be received by him by reasons of the matters stipulated above. Article 150 There shall be a provision in a contract made between the Company and a Director or supervisor in respect of their remuneration that the Director or the supervisor shall, with the prior approval of the shareholders in general meeting, be entitled to payment by way of compensation for loss of office or other amounts as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following: (1) — a takeover offer made to all shareholders by any person;	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) — a takeover offer made by any person with a view to the offer of becoming the controlling Shareholder. The definition shall be the same as the one defined in Article 57 of the Articles of Association of the Company. If the relevant Director or supervisor does not comply with this article, any sum received by him shall belong to the persons who have sold their shares as a result of accepting the offer made as aforesaid; and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not deducted out of that sum.	
227.	CHAPTER 16 FINANCIAL SYSTEM, PROFIT DISTRIBUTION AND AUDIT	CHAPTER 8 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT
228.		Section 1 Financial Accounting System
229.	Article 151 The Company shall formulate the financial and accounting system of the Company in accordance with the laws, administrative regulations and the provisions in the PRC accounting standards prepared by the authority governing financial matters under the State Council. Article 152 At the end of each financial year, the Company shall prepare a financial report reviewed and certified with statutory requirements. The financial year of the Company shall coincide with the calendar year, which commences from 1st January and ends on 31st December of the Gregorian calendar.	Article 98 The Company shall formulate the financial and accounting system of the Company in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and regulations of relevant national departments. The Company shall prepare annual financial accounting reports within four months from the end of each financial year and interim financial accounting reports within three months from the end of the first six months of each financial year. The above financial accounting reports are prepared and issued in accordance with the relevant laws, administrative regulations, departmental rules, the Main Board Listing Rules and regulations of other securities regulatory rules of the place where the Company's shares are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
230.	Article 153 At ~~each~~ annual general meeting ~~of shareholders~~, the Board of the Company shall submit to shareholders the financial reports prepared by the Company as required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and other governing authorities.	Article 99 At the annual General Meeting, the Board of the Company shall submit to shareholders the financial reports prepared by the Company as required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and other governing authorities.
231.	Article 154 The financial reports of the Company shall be deposited at the Company for inspection by its shareholders not later than twenty (20) days before the annual general meeting. Each Shareholder of the Company shall be entitled to receive the financial statements referred to in this article. The Company shall ~~send by prepaid mail~~ a copy of the aforesaid report together with the balance sheet (including every document required to be attached under relevant laws, administrative regulations and listing rules of stock exchange(s) on which the shares of the Company may be listed) and income statement or profit and loss account and Directors' report ~~to each holder of foreign shares listed outside the PRC at the recipient's address shown in the register of members;~~ no later than twenty-one (21) days prior to an annual ~~general meeting~~.	Article 100 The financial reports of the Company shall be deposited at the Company for inspection by its shareholders not later than twenty (20) days before the annual General Meeting. Each Shareholder of the Company shall be entitled to receive the financial statements referred to in this article. The Company shall provide shareholders with the aforementioned reports together with the balance sheet (including all accompanying documents that are required according to the laws and administrative regulations of the PRC) and profit and loss account or income and expenditure account and Directors' report not later than twenty-one (21) days prior to the date of an annual General Meeting. Subject to compliance with laws, administrative regulations, departmental rules and relevant rules of the securities regulatory authority at the place where the Company's shares are listed, the Company may make such disclosures by means of announcement, including publication on the Company's website.
232.	Article 155 The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.	Article 101 The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
233.	Article 156 The interim/annual results or the financial information to be published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.	Article 102 The interim/annual results or the financial information to be published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.
234.	Article 157 ~~The Company shall publish its financial reports at least twice in each financial year. The interim financial report shall be published within sixty (60) days after the end of the first six (6) months of the financial year and the annual financial report shall be published within one hundred and twenty (120) days after the end of the financial year.~~	Deleted
235.	Article 158 The Company shall not have other books of account other than the statutory books of account.	Article 103 The Company shall not have other books of account other than the statutory books of account. The fund of the Company shall not be deposited in any account opened under a personal name.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
236.	Article 159 Profit after taxation of the Company is used in the following order: (1) making up for losses; (2) allocation to statutory reserve fund; (3) allocation to discretionary reserve fund upon approval by a resolution of the shareholders in general meeting; (4) payment of dividends in respect of ordinary shares. The Company shall not distribute dividends or proceed with other distributions in the form of bonus dividends before offsetting losses and making allocation for statutory reserve fund. Article 160 When the Company distributes its yearly profits after tax, 10 percent of the profits shall be withdrawn as legal surplus. When the Company's legal surplus has accumulated up to the amount of more than 50 percent of the Company's registered capital, the withdrawal thereof can be stopped. If the company's legal surplus is not sufficient to compensate for the loss of the previous year, the profits of the year shall, prior to the withdrawal for legal surplus in accordance with the provisions of the preceding paragraph, cover the losses first.	Article 104 When distributing after-tax profits of the year, the Company shall set aside 10% of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50% or more of the Company's registered capital, the Company needs not make any further allocations to that fund. Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve in accordance with the preceding paragraph. Subject to a resolution passed at a General Meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund. Except for those not distributed in proportion as prescribed in the Articles of Association, the remaining after-tax profit, after recovery of losses and appropriation of statutory reserve funds, shall be distributed to shareholders in proportion to their shareholdings. If the General Meeting distributes profits to shareholders in violation of the Company Law, the shareholders must refund to the Company the profits distributed in violation of the provision. If losses are caused to the Company, the shareholders and responsible Directors and senior management members shall bear liability for compensation.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Profits left after making up for losses and the withdrawal of the legal surplus shall be allocated in accordance with the proportion of shares held by the shareholders. If the ~~shareholders'~~ general meeting ~~or the Board~~, in violation of the provisions of the preceding paragraphs, distributes profits to shareholders before covering the losses and the withdrawal of the legal surplus, the profits distributed against the provisions hereof shall be refunded to the Company.	No profit shall be distributed in respect of the shares of the Company which are held by the Company. The Company is required to appoint one or more receiving agent(s) in Hong Kong for shareholders of H shares. The receiving agent(s) shall receive and hold on behalf of such shareholders of H shares any dividends allocated to H shares and other amounts payable by the Company, and transmit such payments to such shareholders of H shares. The receiving agent(s) appointed by the Company shall satisfy the requirements under the laws and regulations and the securities regulatory rules of the places where the Company's shares are listed.
237.	Article 161 ~~The additional paid-in capital fund includes the following amounts:~~ (1) ~~the amount of money from the premium which is more than the issued stocks' par value;~~ (2) ~~other income provided by the financial department of the State Council to be the additional paid-in capital.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
238.	Article 162 The Company’s reserve fund shall be used only for the following purposes: (1) to make up for the losses; ~~but the additional paid-in capital fund shall not be used to make up for the losses;~~ (2) to expand production and operation of the Company; (3) to increase the capital. In case of the resolution of the shareholders’ general meeting to transfer the reserve fund into the capital, ~~new shares shall be delivered to shareholders in accordance with the original proportion of shares held by the shareholders or the par value of the shares shall be increased, but if the legal surplus is converted into capital;~~ the remainder of the said fund shall be no less than 25 percent of the registered capital.	Moved to Article 106 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
239.	Article 163 ~~Dividends shall, in accordance with the proportion of shares held by shareholders, be allocated within six months after the end of each fiscal year. The dividend distribution plan shall be approved by the shareholders' general meeting in terms of ordinary resolution. Unless otherwise determined by the shareholders' general meeting, the shareholders' general meeting may authorize the Board to assign interim dividends.~~ Article 164 ~~The Company may take the following forms of distribution of dividends:~~ ~~(1) — cash;~~ ~~(2) — stocks.~~	Deleted
240.	Article 165 ~~The Board shall, within two months after the resolution on profit distribution plan achieved by the shareholders' general meeting, complete the distribution of the dividends (or shares).~~	Article 105 The Company shall complete the distribution of dividends (or shares) within time required under securities regulatory rules of places where are listed after the General Meeting adopts a resolution on the profit distribution plan, or after the Board of the Company formulates a specific plan in accordance with the interim dividend conditions and cap for the following year considered and approved at the annual General Meeting.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
241.	Transferred from Article 162 of the original Articles of Association to this article	Article 106 The reserve fund of the Company shall be used for making up for the loss, expansion of the production and operation or increase of registered capital of the Company. When using the reserve fund to make up for the loss, the discretionary reserve fund and statutory reserve fund shall be used first; if the loss still cannot be made up, the capital reserve fund may be used in accordance with regulations. When the statutory reserve fund is capitalized, the retained portion of the fund shall not be less than 25% of the registered capital of the Company before the capitalization.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
242.	Article 166 The dividends and other payments paid to shareholders of domestic shares shall be accumulated, declared, and paid in RMB. The dividends and other payments paid to shareholders of foreign investment shares listed outside the People's Republic of China shall be accumulated and declared in RMB but paid in the currency of the listing place (if there is more than one listing place, paid in the currency of the main listing place determined by the Board). Article 167 Payment of the dividends and other payments to shareholders of foreign investment shares shall be handled in accordance with the provisions of the State on foreign exchange management. Article 168 The Company shall make withholdings and payments on behalf of the shareholders of such tax taxable on the dividends payable to individual shareholders in accordance with the provisions of the PRC taxation law.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 169 The Company shall appoint a receiving agent for shareholders of overseas listed foreign shares. The receiving agent shall receive on behalf of such Shareholder the dividends distributed to and other amounts payable by the Company in respect of the overseas listed foreign shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock exchange at the place where the shares of the Company are listed. The receiving agent appointed by the Company for the shareholders of H shares shall be a trust company registered under the Trustee Ordinance of Hong Kong.	Deleted
243.	CHAPTER 17 APPOINTMENT OF ACCOUNTANTS FIRM	Section 2 Internal Audit
244.	Article 170 The Company maintains an internal audit system, with professional audit personnel performing internal audit on the financial income and expenses and economic activities of the Company and its subsidiaries.	Article 107 The Company shall implement an internal audit system. The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters. The Company shall clearly stipulate the leadership structure, duties and authorization, personnel allocation, finance support, audit results application, accountability and other matters in relation to internal audit. The internal audit system of the Company shall be implemented and disclosed to the public upon approval by the Board.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
245.	Article 171 The Company shall engage independent accountants firms which satisfy the relevant stipulations of the PRC to audit the annual financial reports and other financial reports of the Company. The first accountants firm may be appointed by the founders meeting prior to the first annual general meeting and the accountants firm so appointed shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board. Article 172 The certified public accountants' firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual meeting.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original articles	Amended articles
	Article 173 The accountants firm appointed by the Company shall have the following rights: (1) ~~to inspect at any time the books and accounts, records and supporting documents of the Company and be entitled to request the Directors, general managers, deputy general manager and other senior management members of the Company to provide relevant information and explanations thereof;~~ (2) ~~to request the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of the duties of such accountants firm;~~ (3) ~~to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Shareholder is entitled to receive, and to be heard at any general meeting on any matter which concerns it as accountants firm of the Company.~~ Article 174 Where the office of the accountants firm is vacated, the Board may appoint another accountants firm to fill such vacancy prior to the holding of general meeting, but while any such vacancy continues, the surviving or continuing accountants firm or accountants firms, if any, may act.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 175 ~~Notwithstanding anything in the agreement between the accountants firm and the Company, the shareholders in general meeting may by ordinary resolution remove an accountants firm before the expiration of the term of office of such accountants firm. Where the accountants firm so removed shall be entitled to claim against the Company for damages, if any, in respect of such removal, such entitlement shall not be prejudiced thereby.~~	Deleted
246.		Section 3 Appointment of Accountants Firm
247.	Addition	Article 108 The Company shall appoint such accountants firm which has complied with the Securities Law for carrying out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of appointment shall be 1 year and can be re-appointed.
248.	Article 176 ~~The remuneration or the determination of the remuneration of the accountants firm shall be fixed by the shareholders in the general meeting. In the case of the accountants firm appointed by the Board, the remuneration of the accountants firm may be fixed by the Board.~~	Moved to Article 111 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
249.	Article 177 The decisions of the Company regarding the engagement, dismissal ~~or non-renewal~~ of an accountants firm shall be made by the general meeting and file the case with the securities regulatory authorities of the State Council. Where a resolution is proposed to be passed at the general meeting to appoint a firm other than an existing accounting firm to fill any vacancy in the office of the accountants firm, to reappoint an accountants firm who has been appointed by the Board to fill a vacancy or to dismiss an accountants firm before the expiry of its term of office, the following provisions shall apply: (1) — A copy of the proposed resolution in respect of appointment or removal shall be sent before notice of meeting is given to the shareholders to the accountants firm proposed to be appointed or the accountants firm proposing to leave its post or the accountants firm who has left its post in the relevant financial year. “Leaving” includes leaving by removal, resignation and retirement.	Article 109 The decisions of the Company regarding the engagement and dismissal of an accountants firm shall be made by the General Meeting. The Board shall not appoint accountants firm before the approval of the General Meeting.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) — If the accountants firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall take the following measures (unless the representations are received too late): 1. — in any notice of the resolution given to shareholders, state the fact of the representations having been made; 2. — send a copy of the representations as appendix to the notice to every Shareholder in accordance with the mode of service prescribed by the Articles of Association of the Company. (3) — If the representations of the accountants firm are not sent out as required by paragraph (2) of this article, the accountants firm may require that the representations shall be read out at the general meeting and may have further rights of redress.	

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original articles	Amended articles
	(4) ~~An accountants firm which is leaving its post shall be entitled to attend:~~ 1. ~~the general meeting at which its term of office would otherwise have expired;~~ 2. ~~any general meeting at which it is proposed to fill the casual vacancy caused by its removal;~~ 3. ~~any general meeting convened on its resignation.~~ The leaving accountants firm is entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting on any matter which concerns its as a former accountants firm of the Company.	
250.	Addition	Article 110 The Company guarantees that it shall provide the appointed accountants firm with true and complete accounting proofs, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding and misrepresentation.
251.	Transferred from Article 176 of the original Articles of Association to this article	Article 111 The auditing fee of the accountants firm shall be determined by the General Meeting.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
252.	Article 178 In the event of any dismissal or non-renewal of an accountants firm by the Company, a notice shall be served to inform the accountants firm 30 (thirty) days in advance and the accountants firm has the right to express its opinion at the ~~general meeting~~. If an accountants firm tenders its resignation, it shall make statement to the ~~general meeting~~ whether there are any improper happenings of the Company. ~~An accountants firm may resign its office by depositing a notice in writing to that effect at the legal address of the Company. Such notice shall terminate its office on the date on which it is deposited at the legal address of Company or such later date as may be specified in the notice.~~ ~~Such notice shall include:~~ 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~~	Article 112 In the event of any dismissal or non-renewal of an accountants firm by the Company, a notice shall be served to inform the accountants firm in advance. When the General Meeting of the Company votes on the dismissal of the accountants firm, the accountants firm has the right to express its opinion at the General Meeting. Where an accountants firm proposes its resignation, it shall explain to the General Meeting whether there are any irregularities in the Company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	2. ~~— a statement of any such circumstances as aforesaid.~~ Where a notice is received by the Company as aforesaid, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authorities. If the notice contains a statement under paragraph (2) of this article, a copy of the notice shall also be deposited at the Company for the inspection of the shareholders. The Company shall send the copies of such statement to every Shareholder of overseas listed foreign shares by prepaid mail. The service address shall be the address on the register of shareholders. Where the notice of resignation of the accountants firm contains a statement regarding any accountable affair, the accountants firm may require the Board to convene an extraordinary general meeting for the purpose of hearing an explanation of the circumstances connected with his resignation.	
253.	~~CHAPTER 18 — INSURANCE~~	Deleted
254.	~~Article 179~~ The type of insurance of the Company shall be determined by the Board in accordance with the relevant insurance laws and regulations of the State.	Deleted
255.	~~CHAPTER 19 — STAFF DEMOCRATIC MANAGEMENT AND LABOR AND PERSONNEL SYSTEM~~	CHAPTER 9 STAFF DEMOCRATIC MANAGEMENT AND LABOR AND PERSONNEL SYSTEM

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
256.	Article 180 ~~Appropriate staff democratic management and labor and personnel and salary system suitable for the specific circumstances of the Company shall be made in accordance with the relevant provisions of the Labor Law of the Peoples Republic of China and relevant laws to protect the legitimate rights and interests of employees.~~ ~~The Company shall promote the publicity of its business and enable staff members to exercise their rights to know, to participate, to express and to supervise in accordance with the provisions of laws and regulations. Major decisions shall be made by listening to the opinions of employees, and major issues concerning the vital interests of employees shall be reviewed by the employee congress.~~ ~~The Company shall adhere to and improve the system of employee supervisors and safeguard the rights of employee representatives to participate in corporate governance in an orderly manner.~~	Article 113 The Company shall, in accordance with the laws and regulations, improve the democratic management system with the employees’ representatives conference as the basis, promote the transparency of factory and business operations, and grant the employees the rights to be informed, participate, express views and supervise the operation. Major decisions should be made after listening to the opinions of the employees, and major issues involving the vital interests of the employees shall be considered by the employees’ representatives conference or the employees’ meeting. The employee representative director system should be adhered to and improved to safeguard the rights and interests of employees’ representatives to participate in corporate governance in an orderly manner. Article 114 The employees of the Company shall organize a trade union in accordance with the Trade Union Law of the PRC to carry out trade union activities and safeguard the legitimate rights and interests of the employees. The Company shall provide necessary conditions for the activities of the trade union.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	Article 181 The Company shall improve the market-oriented selection and employment system, and establish a mechanism of open recruitment of employees, election and competition of management personnel, adjustment of the last one and exit of the incompetent. Article 182 The Company shall improve the market-oriented remuneration distribution system and establish a market-competitive remuneration distribution system for core talents and a medium and long-term incentive mechanism in various ways. Article 183 The Company shall make efforts to increase employee benefits, and continuously improve the working conditions and living conditions of the employees. Article 184 The Company shall, in accordance with relevant state laws and regulations, extract medical, retirement, unemployment insurance fund for employees, and establish labor insurance system.	Article 115 The Company shall abide by relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of workers. In accordance with the relevant national laws, administrative regulations and policies on labor and personnel, the labor, personnel and wage systems shall be formulated in light of the needs of production and operation. The Company shall, based on its actual situation, implement selection and employment mechanisms that meet market-oriented requirements such as open recruitment of employees, election and competitive recruitment of managers, demotion and firing of incompetent employees. Meanwhile, the Company shall establish a competitive remuneration distribution system for key and core talents to optimize and make good use of medium and long-term incentive policies.
257.	CHAPTER 20 LABOR UNION	Moved to Chapter 9 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
258.	Article 185 Employees shall have the right to organize labor union, carry out labor union activities and safeguard the legitimate rights and interests thereof in accordance with the provisions of the Labor Union Law of the People's Republic of China and relevant laws and regulations of the State. The Company shall provide the necessary conditions for the activities of the labor union thereof. Article 186 The Company shall, in accordance with relevant Chinese laws and administrative regulations, develop the Company's system for labor management, personnel management, employee wages and benefits, social insurance and so on.	Deleted
259.	CHAPTER 21 AMALGAMATION AND DEMERGER	Moved to Chapter 11 of the current Articles of Association
260.	Article 187 The Board of the Company shall put forward proposals for amalgamation or demerger which shall be submitted to relevant approving authorities for approval in accordance with the laws after the same have been approved according to the procedures provided in the Articles of Association of the Company. shareholders who oppose the proposals for amalgamation or demerger shall have the right to request the shareholders who are in favor of amalgamation or demerger to purchase their shares at a fair price. The aforesaid reports of the resolution of amalgamation or demerger shall be prepared for the inspection by the shareholders, and shall be sent to the shareholders of overseas listed foreign shares by post.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
261.	Article 188 The amalgamation of the Company may take the form of either amalgamation by absorbing another company or amalgamation by establishing a new company. In case of a consolidation of the Company, various parties involved shall sign the consolidation agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the consolidation, notify the creditors and publish an announcement in newspapers within thirty (30) days. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days of the notice being published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. Upon amalgamation, all claims and liabilities of the parties to the amalgamation shall be taken over by the company which exists after the amalgamation or by the newly established company.	Moved to Articles 122, 124, and 125 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
262.	Article 189 In case of a demerger of the Company, its assets shall be divided correspondingly. In case of a demerger by the Company, various parties involved shall sign the demerger agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in newspapers within thirty (30) days. In accordance with the agreement made, the debts of the Company before the demerger shall be borne by the Company after the demerger.	Moved to Articles 126 and 127 of the current Articles of Association
263.	Article 190 Changes in registration items arising from amalgamation or demerger shall be registered with companies registration department in accordance with the laws; in the case of dissolution, the dissolution shall be registered according to the laws; where new companies are established, the establishment shall be registered according to the laws.	Moved to Article 132 of the current Articles of Association
264.	CHAPTER 22 DISSOLUTION AND LIQUIDATION	Moved to Chapter 11, Section 2 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
265.	Article 191 The Company shall be dissolved and liquidated upon the occurrence of any the following events: (1) where the ~~general meeting~~ resolves to dissolve the Company; (2) where dissolution of the Company is necessary for the amalgamation or demerger; (3) ~~— where the Company is adjudged insolvent in accordance with the applicable laws as a result of its inability to pay its debts when due;~~ (4) the business registration is terminated, the business is forced to close or terminated; (5) in the event that there are serious difficulties with the operation and management of the Company and continuing the operation may seriously damage the interests of shareholders, whereas no further solution is available, the shareholders holding 10% of the total voting rights held by all shareholders of the Company may file a dissolution request with the People’s Court for an order of dissolution.	Moved to Article 133 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
266.	Article 192 ~~Where the Company is dissolved pursuant to the above paragraph (1), it shall within 15 days thereof establish a liquidation committee whose members shall be elected by shareholders at the general meeting by means of an ordinary resolution.~~ ~~Where the Company is dissolved pursuant to the above paragraph (2) of this section, the liquidation shall be jointly undertaken by parties to the merger or division with reference to the contract entered into during the process of such merger or division.~~ ~~Where the Company is dissolved pursuant to the above paragraph (3), the liquidation shall be carried out by a team of liquidation comprised of shareholders, relevant institutions and relevant professionals and established by the People's Court as stipulated under relevant laws.~~ ~~Where the Company is dissolved pursuant to the above paragraph (4), the liquidation shall be carried out by a team of liquidation comprised of shareholders, relevant institutions and relevant professionals and established by competent authorities.~~	Moved to Article 135 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
267.	Article 193 Where the Board decides to liquidate the Company (except for the liquidation as a result of the insolvency of the Company), it shall specify in the notice convening the general meeting for such purpose that the Board has made a full inquiry into the affairs of the Company and 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. Upon the passing of the resolution for liquidation by shareholders in general meeting, the duties and powers of the Board shall cease forthwith. The liquidation committee shall comply with the instructions of the general meeting and shall report to it at least once every year the receipts and payments of the liquidation committee, the business and the progress of liquidation of the Company. Upon the completion of liquidation it shall also give a final report to the general meeting.	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
268.	Article 194 The liquidation committee shall notify the creditors within ten (10) days following its establishment and shall publish an announcement in newspapers within sixty (60) days. Creditors should, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. ~~Any undeclared claims after the due date shall be deemed to have it waived.~~ When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims. During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.	Moved to Article 137 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
269.	Article 195 The liquidation committee shall during the liquidation period perform the following duties: (1) to dispose of the Company’s assets, to prepare balance sheets and an inventory of assets; (2) to give notices ~~or~~ make public announcements to the creditors; (3) to deal with the unfinished business of the Company in relation to the liquidation; (4) to settle all tax in arrear; (5) to repay all the claims and debts; (6) to deal with the remaining assets of the Company after the repayment of debts; (7) to represent the Company in civil proceedings.	Moved to Article 136 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
270.	Article 196 After the completion of the disposal of the assets of the Company and the preparation of the balance sheets and an inventory of assets, the liquidation committee shall prepare a liquidation proposal and submit the same to the ~~general meeting~~ or the people’s court for their approval. The Company’s assets shall be applied to liquidation following the order under the legal requirements and if no laws are applicable, they shall be applied by the impartial and reasonable order as determined by the liquidation committee. Any assets remaining after repayment of debts in accordance with the provisions above shall be distributed to shareholders in proportion to the class and number of shares held by them. During the liquidation, the Company shall not carry on any new business activities.	Moved to Article 138 of the current Articles of Association
271.	Article 197 ~~If the Company is to be dissolved by liquidation,~~ the liquidation committee discovers that after the liquidate the assets of the Company and preparation of the balance sheets and assets inventory of the assets of the Company are insufficient to repay its debts in full, it shall forthwith apply to the People’s Court for a declaration of insolvency. Upon declaration of insolvency of the Company by the People’s Court, the liquidation committee shall hand over liquidation affairs of the Company to the People’s Court.	Moved to Article 139 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
272.	Article 198 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and ~~statement of receipts and expenditures and various financial records for the period of liquidation which shall, upon being audited by an accountant registered in the PRC;~~ be submitted to the general meeting or the people's court for their approval. ~~The liquidation committee shall, within thirty (30) days upon the approval of the general meeting and relevant governing authority, submit the said documents to the company registration department, and apply for the cancellation of registration of the Company and to make public announcement in respect of the termination of the Company.~~	Moved to Article 140 of the current Articles of Association
273.	CHAPTER 23 PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Addition
274.	Article 199 The Company may amend the Articles of Association pursuant to the laws, administrative regulations and the provisions of the Articles of Association.	Moved to Article 143 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
275.	Article 200 The Articles of Association may be amended in accordance with the following procedures: (1) — The Board, through passing a resolution in accordance with the requirements of the Articles, may draft the amended versions of the Articles or an amendment to the Articles may be proposed by the shareholders; (2) — The shareholders shall be notified of the proposals for amendments and a general meeting shall be convened to vote on the amendments; (3) — Under the premise of complying with the relevant provisions of the Articles of Association, the amendments put to the vote at a general meeting shall be passed by way of a special resolution.	Deleted
276.	Article 201 Should the amendments to the Articles involve anything set out in the “Mandatory Provisions”, the Amendments shall be effective upon the approval of the corporate approval departments authorized by the State Council and securities governing organizations by the State Council. Should the amendments to the Articles involve company registration subsections, a registration of the changes shall be made in accordance with the laws.	Moved to Article 144 of the current Articles of Association
277.	CHAPTER 24 — SETTLEMENT OF DISPUTES	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
278.	Article 202 The Company shall comply with the following rules for settlements of disputes: (1) ~~Whenever any disputes or claims arising from the Articles of Association, or any rights or obligations conferred or imposed by the Company Law and other relevant laws or administrative regulations concerning the affairs of the Company between the shareholders of overseas listed foreign shares and the Company, between the shareholders of overseas listed foreign shares and any Director, supervisor, general manager, deputy general manager or other senior management members of the Company or between the shareholders of overseas listed foreign shares and shareholders of domestic shares, the parties involved shall refer such kind of disputes or claims for settlement by arbitration.~~ ~~In referring the said disputes or claims to arbitration, the entire claims and disputes shall be referred; and all the persons having the same cause of action or all the parties whose participation is necessary for the settlement of the disputes or the claims, including the Company, shareholders, supervisors, general managers, deputy general manager or other senior management members of the Company, shall submit to arbitration.~~ ~~As to the disputes on the definition of a Shareholder or register of the shareholders, it may be settled by methods other than arbitration.~~	Deleted

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
	(2) ~~At the election of the claimant, the disputes or claims shall be referred to arbitration at either China International Economic and Trade Arbitration Committee in accordance with the provisions of its arbitration rules, or Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a disputes or claims to arbitration, the other party must submit to the arbitration body elected by the claimant.~~ ~~If the claimant elects to proceed with the arbitration at Hong Kong International Arbitration Centre, either party may request to proceed with the arbitration in Shenzhen in accordance with the provisions of the securities arbitration rules of Hong Kong International Arbitration Centre.~~ (3) ~~The laws of the People's Republic of China shall be applicable to the settlement of disputes and claims by way of arbitration mentioned in paragraph (1) unless the laws and administrative regulations provide otherwise.~~ (4) ~~The award of the arbitration body is final and conclusive and is binding on all parties.~~	
279.	CHAPTER 25 NOTICE	CHAPTER 10 NOTICE AND ANNOUNCEMENT
280.	Addition	Section 1 Notice

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
281.	Addition	Article 116 The Company shall give notice in the following ways: (I) by hand; (II) by mail; (III) by public announcement; (IV) by fax or e-mail; (V) subject to the law, administrative regulations and listing rules of the stock exchange of the places where the shares of the Company are listed, publishing announcement on the Company’s website or such website designated by the Hong Kong Stock Exchange; (VI) by other means approved by the relevant regulatory agency of the listing place or as set out in the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
282.	Article 203 ~~Unless otherwise provided hereby, the notice, information or written statement sent by the Company to the shareholders of foreign investment shares listed outside the People's Republic of China, shall, subject to such addresses as are recorded in the register of shareholders of foreign investment shares listed outside the People's Republic of China, be served by hand or by prepaid letter or by electronic communication or by other ways provided or permitted by relevant laws, regulations, the Listing Rules or the provisions of the regulators of the listing place of the Company.~~ ~~The Company shall publish the notice sent to shareholders of domestic shares in one or more newspapers specified by the securities authority of the State Council, and once the notice is published, all shareholders of domestic shares shall be deemed to have received the notice.~~	Article 117 Any notice given by way of public announcement by the Company shall be deemed to have been received by all relevant parties after the publication of such announcement. Subject to the provisions set out in Rule 2.07A(4) of the Main Board Listing Rules and to the extent permitted under all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the corporate communication to the relevant holders of its securities using electronic means, or (ii) make the corporate communication available on its website and the website of Hong Kong Stock Exchange (the issuer must set out on its website the manner in which (i) and/or (ii) is adopted for the dissemination of its corporate communication). “Corporate communication” as mentioned in the preceding paragraph refers to any document issued or to be issued by the Company for the information or action of holders of any of its H shares or other person as required under the Main Board Listing Rules.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
		Where notices of the exercise of the powers/rights under the Articles of Association are to be given by way of public announcements, such announcements shall be published in such means as prescribed under the Main Board Listing Rules. Where relevant corporate documents must be in the English language and be accompanied by a Chinese version and be served through delivery, post, distribution, sending out, announcement or other means according to the requirements of listing rules of the stock exchange of the places where the shares of the Company are listed, in respect of shareholders who under proper arrangements by the Company confirm to receive such information only in English or Chinese version as well as to the extent of the applicable laws and regulations, the Company may send such documents in the English or Chinese version to relevant shareholders according to their prescribed wills.
283.	Addition	Article 118 The notice of a General Meeting convened by the Company shall be made by way of public announcements.
284.	Addition	Article 119 The notice of a Board meeting convened by the Company shall be delivered by hand or by post, or by email, fax, telephone, SMS or other effective means.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
285.	Article 204 The notice sent by post shall be clearly stated in the address, prepaid, and placed inside an envelope. The notice letter shall be regarded as the shareholders have received five days after its delivery. Article 205 Any notice, files, information or written statement sent by the shareholders or directors to the Company shall be served by hand or registered mail to the Company's legal address. Article 206 In order to prove any notice, files, information or written statement has been served to the Company, the shareholders or directors shall provide certification material of serving the relevant notice, files, information or written statements in the usual way or by prepaid mail to the correct address within the specified time of delivery.	Deleted
286.	Addition	Article 120 The accidental omission to give a notice of a meeting to or the nonreceipt of notice of a meeting by any person who is entitled to receive notice shall not invalidate the meeting and the resolutions passed at such meeting.
287.	Addition	Section 2 Announcement

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
288.	Addition	Article 121 The Company has designated the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's official website as the media for the publication of announcements and other information required to be disclosed by the Company. The Board has the right to decide to adjust the designated media for disclosure of information of the Company, but shall ensure that the designated media for disclosure of information comply with the relevant laws and regulations of Mainland China and Hong Kong, as well as the qualifications and conditions stipulated by the overseas regulatory authorities and the stock exchange of the places where the shares of the Company are listed.
289.	Transferred from Chapters 21 and 22 of the original Articles of Association to this Chapter	CHAPTER 11 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION
290.	Addition	Section 1 Merger, Division, Capital Increase and Capital Reduction
291.	Transferred from Article 188 of the original Articles of Association to this article	Article 122 The merger of the Company may take the form of either merger by absorption or merger by new establishment. In case of merger by absorption, a company absorbs any other company and the absorbed company shall be dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
292.	Addition	Article 123 Where the consideration for the merger payable by the Company does not exceed 10% of the net assets of the Company, the merger is not subject to the approval of the General Meeting, unless otherwise provided for in the Articles of Association. Any merger of the Company not subject to the approval of the General Meeting under the preceding paragraphs shall be subject to the resolution of the Board.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
293.	Transferred from Article 188 of the original Articles of Association to this article	Article 124 In case of a consolidation of the Company, various parties involved shall sign the consolidation agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the consolidation, notify the creditors and publish an announcement in newspapers (or the National Enterprise Credit Information Publicity System) within thirty (30) days, and shall make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's official website in accordance with the security regulatory rules of the place where the shares of the Company are listed. The creditors shall have the right to request the Company to repay its debts or provide corresponding guarantees within thirty (30) days from the date of receiving the notice, and within forty-five (45) days from the date of the announcement for those who have not received the notice. Article 125 Upon amalgamation, all claims and liabilities of the parties to the amalgamation shall be taken over by the company which exists after the amalgamation or by the newly established company.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
294.	Transferred from Article 189 of the original Articles of Association to this article	Article 126 In case of a demerger of the Company, its assets shall be divided correspondingly. In case of a demerger by the Company, the balance sheet and the property list shall be prepared. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in newspapers (or the National Enterprise Credit Information Publicity System) within thirty (30) days, and shall make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's official website in accordance with the security regulatory rules of the place where the shares of the Company are listed. Article 127 Unless a written agreement has been entered into by the Company and its creditors in relation to the repayment of debts before the demerger, the debts of the Company before the demerger shall be jointly assumed by the Company after the demerger.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
295.	Transferred from Article 29 of the original Articles of Association to this article	Article 128 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets. The Company shall notify its creditors within ten (10) days from the date of the General Meeting passing the resolution for the reduction of registered capital and make an announcement in the newspaper (or the National Enterprise Credit Information Publicity System) within thirty (30) days thereof, and shall make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company’s official website in accordance with the security regulatory rules of the place where the shares of the Company are listed. The creditors shall have the right to request the Company to repay its debts or provide corresponding guarantees within thirty (30) days from the date of receiving the notice, and within forty-five (45) days from the date of the announcement for those who have not received the notice. In case of any reduction in registered capital, unless otherwise provided by laws or the Articles of Association, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shareholding of the shareholders.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
296.	Addition	Article 129 Where the Company still incurs losses after making up its losses in accordance with paragraph 2 of Article 106 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on shares. The provisions of the paragraph 2 of Article 128 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. However, the Company shall make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) in accordance with the security regulatory rules of the place where the shares of the Company are listed, and make an announcement in the newspaper (or the National Enterprise Credit Information Publicity System) within thirty (30) days from the date of the resolution on the reduction of its registered capital at the General Meeting. Upon reduction of its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
297.	Addition	Article 130 If the reduction of the registered capital is in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable Directors and senior management members shall be liable for compensation.
298.	Addition	Article 131 When the Company issues new shares to increase its registered capital, shareholders do not have pre-emptive rights, unless otherwise stipulated in the Articles of Association or the General Meeting resolves that the shareholders shall have pre-emptive right.
299.	Transferred from Article 190 of the original Articles of Association to this article	Article 132 Changes in registration items arising from amalgamation or demerger shall be registered with companies registration department in accordance with the laws; in the case of dissolution, the dissolution shall be registered according to the laws; where new companies are established, the establishment shall be registered according to the laws. Where the Company increases or reduces its registered capital, an application for modification of registration shall be made to the company registration authority in accordance with the laws.
300.	CHAPTER 22 DISSOLUTION AND LIQUIDATION	Section 2 Dissolution and Liquidation

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
301.	Transferred from Article 191 of the original Articles of Association to this article	Article 133 The Company shall be dissolved by reason that: (I) where the term of business provided in the Articles of Association is expired or other reasons for dissolution as specified in the Articles of Association occur; (II) where the General Meeting resolves to dissolve the Company; (III) where dissolution of the Company is necessary for the amalgamation or demerger; (IV) where the business license of the Company is revoked or the Company is ordered to close down or dissolved according to the laws; (V) in the event that there are serious difficulties with the operation and management of the Company and continuing the operation may seriously damage the interests of shareholders, whereas no further solution is available, the shareholders holding 10% or more of the voting rights of the Company may file a dissolution request with the People’s Court for an order of dissolution.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
302.	Addition	Article 134 The Company may continue in existence by amending the Articles of Association or upon a resolution of the General Meeting under any of the circumstances prescribed in paragraph (I) or (II) of Article 133 of the Articles of Association and it has not distributed the assets to its shareholders. Any amendment to the Articles of Association or resolution of the General Meeting under the preceding paragraph shall be subject to the consent of shareholders with two-thirds or more of the voting rights present at the General Meeting.
303.	Transferred from Article 192 of the original Articles of Association to this article	Article 135 Where the Company is dissolved under paragraph (I), (II), (IV) and (V) of Article 133 of the Articles of Association, it shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to commence the liquidation within fifteen (15) days from the date when the event of liquidation occurs. The liquidation committee shall be composed of the Directors, unless it is otherwise provided for in the Articles of Association or otherwise elected by the General Meeting. The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the Company or the creditors.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
304.	Transferred from Article 195 of the original Articles of Association to this article	Article 136 The liquidation committee shall during the liquidation period perform the following duties: (1) to dispose of the Company’s assets, to prepare balance sheets and an inventory of assets; (2) to give notices or make public announcements to the creditors; (3) to deal with the unfinished business of the Company in relation to the liquidation; (4) to settle outstanding taxes as well as taxes arising in the course of liquidation; (5) to repay all the claims and debts; (6) to allocate the remaining assets of the Company after the repayment of debts; (7) to represent the Company in civil proceedings.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
305.	Transferred from Article 194 of the original Articles of Association to this article	Article 137 The liquidation committee shall notify the creditors within ten (10) days following its establishment and shall publish an announcement in newspapers (or the National Enterprise Credit Information Publicity System) within sixty (60) days, and make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) in accordance with the security regulatory rules of the place where the shares of the Company are listed. Creditors should, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims. During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
306.	Transferred from Article 196 of the original Articles of Association to this article	Article 138 After the completion of the disposal of the assets of the Company and the preparation of the balance sheets and an inventory of assets, the liquidation committee shall prepare a liquidation proposal and submit the same to the General Meeting or the People’s Court for their approval. The Company’s assets, after payment of liquidation expenses, wages, social insurance premiums and statutory compensation of staff, outstanding taxes and debts of the Company, shall be distributed to the Company’s shareholders in proportion of shares held by them. During the liquidation period, the Company remains continuing but shall not carry out any business activities unrelated to the liquidation. The assets of the Company shall not be distributed to shareholders before the settlement of debts in accordance with the preceding article.
307.	Transferred from Article 197 of the original Articles of Association to this article	Article 139 If the liquidation committee discovers that after the liquidation of the assets of the Company and preparation of the balance sheets and assets inventory of the assets of the Company are insufficient to repay its debts in full, it shall apply to the People’s Court for bankruptcy liquidation according to the laws. Upon the People’s Court accepts an application for bankruptcy, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator designated by the People’s Court.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
308.	Transferred from Article 198 of the original Articles of Association to this article	Article 140 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the same to the General Meeting or the People’s Court for their approval. And the report shall be lodged with the Company’s registration authority for cancellation of its registration.
309.	Addition	Article 141 The members of the liquidation committee shall perform the duty of liquidation and have fiduciary duties and obligations of diligence. If the members of the liquidation committee are negligent in performing their liquidation duties and cause losses to the Company, they shall be liable for damages. If a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.
310.	Addition	Article 142 Where the Company is declared bankruptcy according to the laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.
311.	CHAPTER 23 PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION	CHAPTER 12 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
312.	Transferred from Article 199 of the original Articles of Association to this article	Article 143 Under any of the following circumstances, the Company shall amend the Articles of Association: (I) After the revision of the Company Law or relevant laws, administrative regulations or the security regulatory rules of the place where the shares of the Company are listed, the matters stipulated in the Articles of Association conflict with the revised laws, administrative regulations or security regulatory rules of the place where the shares of the Company are listed; (II) The situation of the Company has changed, which is inconsistent with the matters recorded in the Articles of Association; (III) The General Meeting resolves to amend the Articles of Association.
313.	Transferred from Article 201 of the original Articles of Association to this article	Article 144 The amendment of the Articles of Association as adopted by resolution of the General Meeting which is subject to the approval of competent authorities shall be submitted to the competent authorities for approval. Where an amendment involves the registered particulars of the Company, registration for such alteration shall be made in accordance with the laws.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
314.	Addition	Article 145 The Board shall alter the Articles of Association in accordance with the resolution for alteration of the Articles of Association passed at the General Meeting and the review opinions from relevant competent authorities.
315.	Addition	Article 146 Where the matters on the amendments to the Articles of Association constitute information that shall be disclosed under the laws, regulations and the security regulatory rules of the place where the shares of the Company are listed, the amendments shall be announced as required.
316.	CHAPTER 26 SUPPLEMENTARY PROVISIONS	CHAPTER 13 SUPPLEMENTARY PROVISIONS
317.	~~Article 207~~ In the Articles of Association of the Company, the terms “accountants firm” shall have the same meaning as “auditors”.	Article 147 In the Articles of Association of the Company, the terms “accountants firm” shall have the same meaning as “auditors” under the Main Board Listing Rules.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
318.	Addition	Article 148 Definitions: (I) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company; or a shareholder who holds less than 50% of the shares but holds voting rights sufficient to have a material impact on resolutions at the General Meeting; or other shareholders stipulated by the relevant laws, administrative regulations or the security regulatory rules of the place where the shares of the Company are listed. (II) Actual controller refers to a natural person, legal person or other organization being able to actually control the acts of the Company through investment relationships, agreement or any other arrangement. (III) Connected relationship refers to a relationship between the Company's controlling shareholders, the actual controller, Directors, senior management members and enterprises directly or indirectly controlled by them, and any other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises do not have connected relationship with each other merely because they are under the common control of the State.
319.	Article 208 Each of the figures referred to in this articles of Association shall include the figure itself.	Moved to Article 150 of the current Articles of Association

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
320.	Article 209 This articles of Association is written in Chinese and the Articles of Association in any other language creates discrepancy, the Chinese version shall prevail.	Article 149 The Articles of Association is written in Chinese and the Articles of Association in any other language or different versions creates discrepancy, the Chinese version of the Articles of Association last approved by and registered with Xianyang Administration for Market Regulation shall prevail.
321.	Transferred from Article 208 of the original Articles of Association to this article	Article 150 “More than” and “within” and as referred to in the Articles of Association are inclusive of the figure concerned, while “over”, “other than”, “below” and “above” referred herein are not inclusive of the figure concerned.
322.	Addition	Article 151 In case of any conflict between the Articles of Association and the laws, administrative regulations, any other relevant normative documents and listing rule of the place where the Company’s shares are listed that are promulgated from time to time, such laws, administrative regulations, other relevant normative documents and listing rules of the place where the Company’s shares are listed shall prevail.
323.	Addition	Article 152 The Board of the Company shall be responsible for the interpretation of the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT RULES OF PROCEDURE**

No.	Original articles	Amended articles
324.	Addition	Article 153 The Annexes to the Articles of Association include the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings.
325.	Addition	Article 154 The Articles of Association shall take effect and be implemented from the date of approval by the General Meeting, and the original Articles shall be repealed on the same date.

II. Rules of Procedure for General Meetings

CHAPTER I GENERAL PROVISIONS

Article 1 These Rules of Procedure for General Meetings (the “**Rules**”) is formulated in accordance with the provisions of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Main Board Listing Rules**”), and the Articles of Association of IRICO Group New Energy Co., Ltd. (the “**Articles of Association**”), with a view to ensuring the lawful exercise of powers by the General Meeting of IRICO Group New Energy Co., Ltd. (the “**Company**”), regulating the procedures for the convening, holding, and voting at General Meetings of the Company (the “**General Meetings**”), improving the efficiency of deliberation, and safeguarding the legitimate rights and interests of shareholders.

Article 2 The procedures for convening, conducting, and making resolutions at the General Meetings shall be governed by the Rules.

Article 3 The Company shall convene its General Meetings in strict compliance with the Company Law, other relevant laws and administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association, so as to ensure that the shareholders can exercise their rights in accordance with the law.

The Board of Directors, the Audit Committee, and the relevant shareholders of the Company shall diligently perform their duties and convene General Meetings in accordance with the procedures stipulated in the Rules. All Directors shall fulfill their duties with due diligence to ensure the proper convening of General Meetings and the lawful exercise of their authority.

Article 4 General Meetings shall be classified into annual general meeting and extraordinary general meeting. The annual general meeting shall be held once each financial year and shall be convened within six months following the end of the previous financial year. The extraordinary general meeting shall be convened within two months upon the occurrence of any of the circumstances set forth in Article 52 of the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Article 5 The General Meeting shall exercise its authority within the scope prescribed by the Company Law and the Articles of Association. Matters to be discussed and resolved by the General Meeting shall be determined in accordance with the provisions of the Company Law, the Securities Law, and the Articles of Association. The annual general meeting may deliberate on any matter falling within the scope of authority of the General Meeting as stipulated in the Articles of Association.

Article 6 Shareholders holding shares of the Company on the record date are entitled to attend the General Meeting in person or by proxy, and enjoy various rights such as the right to information, the right to speak, the right to inquire, and the right to vote in accordance with the law.

CHAPTER II FUNCTIONS AND POWERS OF THE GENERAL MEETING

Article 7 The General Meeting of the Company shall be composed of all shareholders and serves as the power body of the Company.

Article 8 The General Meeting shall exercise the following functions and powers:

- (1) to elect and replace non-employee Directors and decide on matters concerning the remuneration of Directors;
- (2) to consider and approve the reports of the Board of Directors;
- (3) to consider and approve the Company's profit distribution plan and plan for making up losses;
- (4) to make resolutions on any increase or decrease in the registered capital of the Company;
- (5) to make resolutions on the issuance of corporate bonds;
- (6) to make resolutions on the merger, division, dissolution, liquidation, or change of corporate form of the Company;
- (7) to amend the Articles of Association;

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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- (8) to make resolutions on the appointment, dismissal, and remuneration of the accounting firm engaged for the audit of the Company's business;
- (9) to consider matters relating to the purchase or sale of major assets by the Company within one year exceeding thirty percent (30%) of the Company's total audited assets as of the most recent period;
- (10) to consider and approve any change in the use of proceeds;
- (11) to consider share incentive plans and employee stock ownership plans;
- (12) to consider such other matters as required to be decided by the General Meeting by laws, administrative regulations, departmental rules, the Articles of Association, or the securities regulatory rules of the place where the Company's shares are listed.

The General Meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. The specific implementation of corporate bond issuance matters, whether resolved by the General Meeting or by the Board of Directors under the authorization of the General Meeting, shall comply with the provisions of laws, administrative regulations, and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Unless otherwise provided by laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the authority of the General Meeting described in the first paragraph of this article shall not be exercised by the Board of Directors or any other institution or individual through authorization.

CHAPTER III CONVENING OF GENERAL MEETINGS

Article 9 The Board of Directors shall convene the General Meeting within the time limit prescribed by Rules.

Article 10 Upon the consent of a majority of all independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to a proposal made by independent non-executive Directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten (10) days upon receipt of the proposal, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice convening the General Meeting within ten (10) days after the relevant Board resolution is adopted.

If the Board of Directors disagrees to convene the extraordinary general meeting, it shall provide reasons for such disagreement and make an announcement.

Article 11 Where the Audit Committee proposes to the Board of Directors the convening of an extraordinary general meeting, such proposal shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the law, administrative regulations and the Articles of Association, provide a written response within ten (10) days upon receipt of the proposal, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the General Meeting shall be issued within ten (10) days after the relevant Board resolution is adopted. Any change to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed unable to perform or has failed to perform its duty to convene the General Meeting. In such case, the Audit Committee may convene and preside over the General Meeting on its own.

Article 12

Where a shareholder or shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares request the Board of Directors to convene an extraordinary general meeting, such request shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the law, administrative regulations and the Articles of Association, provide a response within ten (10) days upon receipt of the request, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the General Meeting shall be issued within ten (10) days after the relevant Board resolution is adopted. Any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten (10) days upon receipt of the request, the shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares may submit a written request to the Audit Committee to convene an extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice convening the General Meeting within ten (10) days upon receipt of the request. Any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue the notice convening the General Meeting within the specified time limit, it shall be deemed that the Audit Committee has failed to convene and preside over the General Meeting. In such case, the shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares for a continuous period of ninety (90) days or more may convene and preside over the General Meeting on their own.

Article 13

Where the Audit Committee or shareholders decide to convene a General Meeting on their own, they shall provide written notice to the Board of Directors and simultaneously file a record with the stock exchange of the place where the Company's shares are listed.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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The Audit Committee or the convening shareholders shall submit relevant supporting documentation to the stock exchange of the place where the Company's shares are listed upon issuance of the notice convening the General Meeting and upon publication of the announcement of the resolutions of the General Meeting.

Prior to the announcement of the resolutions of the General Meeting, the shareholding percentage of the convening shareholders shall not fall below ten percent (10%).

Article 14 For a General Meeting convened by the Audit Committee or shareholders on its/their own, the Board of Directors and the Secretary to the Board of Directors shall provide full cooperation.

Article 15 Where a General Meeting is convened by the Audit Committee or shareholders on its/their own, the necessary expenses for such meeting shall be borne by the Company.

CHAPTER IV PROPOSALS AND NOTICE OF GENERAL MEETINGS

Article 16 The content of a proposal at the General Meeting shall fall within the scope of authority of the General Meeting, have a clear topic and specific matter for resolution, and comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 17 For a General Meeting convened by the Company, the Board of Directors, the Audit Committee, and any shareholders holding individually or in aggregate one percent (1%) or more of the Company's shares shall have the right to submit proposals to the Company.

Shareholders holding, individually or in aggregate, one percent (1%) or more of the Company's shares may submit an interim proposal in writing to the convener no later than ten (10) days prior to the date of the General Meeting. The convener shall, within two (2) days after receipt of such interim proposal, issue a supplementary notice of the General Meeting announcing the content of the interim proposal and submit such interim proposal to the General Meeting for review, unless the interim proposal violates laws, administrative regulations, or the provisions of the Articles of Association, or falls outside the scope of authority of the General Meeting.

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Except for the circumstances stipulated in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the General Meeting or add new proposals after issuing the notice.

Proposals not listed in the notice of the General Meeting or not in compliance with the provisions of Article 16 of the Rules shall not be voted on or resolved by the General Meeting.

Article 18

The convener shall notify each shareholder in writing (including by way of announcement) at least twenty (20) days prior to the date of the annual general meeting. Each shareholder shall be notified in writing (including by way of announcement) at least fifteen (15) days prior to the date of the extraordinary general meeting.

When calculating the aforementioned notice periods, the date on which the meeting is to be held shall not be included.

Article 19

The notice of the General Meeting shall include the following contents:

- (1) the time, venue and duration of the meeting;
- (2) the matters and proposals to be considered and voted on at the meeting;
- (3) a clear statement indicating that all holders of ordinary shares, holders of shares with special voting rights, and other shareholders are entitled to attend the meeting, and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;
- (4) the record date for determining the shareholders entitled to attend the meeting;
- (5) the voting time and procedures for any other voting methods (if any, the same below);
- (6) any other requirements as stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Article 20 The notice and any supplementary notice of the General Meeting shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make informed judgments on the matters to be discussed.

Article 21 Where the election of Directors is to be considered at a General Meeting, the notice of such meeting shall fully disclose detailed information on the candidate for directorship, which shall include at least the following contents:

- (1) personal information including educational background, professional experience, and part-time positions;
- (2) whether there exists any connected relationship with the Company or its controlling shareholders and de facto controllers;
- (3) the number of shares in the Company held by the candidate;
- (4) whether the Company has been punished by the China Securities Regulatory Commission and other competent authorities of the Chinese government, punished in accordance with the laws of the Hong Kong Special Administrative Region, or punished or disciplined by the securities regulatory authority of the place where the Company's shares are listed;
- (5) any other information required by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 22 After the notice of a General Meeting has been issued, the General Meeting shall not be postponed or cancelled without justifiable reasons, and no proposal stated in the notice shall be withdrawn. If postponement or cancellation does occur, the convener shall make an announcement before the originally scheduled meeting date stating the reasons. However, the record date for determining the shareholders entitled to attend the General Meeting, as specified in the original notice, shall not be changed.

If the securities regulatory rules of the place where the Company's shares are listed contain specific provisions regarding the procedures for postponing or cancelling a General Meeting, such provisions shall prevail.

CHAPTER V CONVENING OF THE GENERAL MEETING

Article 23 The General Meeting shall be held at the Company's domicile or at the venue specified in the meeting notice.

A meeting venue shall be arranged for the General Meeting and the meeting shall be convened in the form of an on-site meeting. In addition to convening an on-site meeting at a designated venue, it can also be held simultaneously through video, telephone or other electronic communication methods with equivalent effects.

Article 24 All shareholders registered on the record date are entitled to attend the General Meeting. Neither the Company nor the convener may refuse such attendance for any reason.

A shareholder attending the General Meeting shall register in accordance with the requirements specified in the meeting notice. A shareholder who has not completed registration but holds valid proof of shareholding may attend the General Meeting but shall not have the right to vote.

A shareholder may attend the General Meeting in person or appoint a proxy to attend and vote on his/her behalf. Each shareholder shall have the right to appoint one proxy, and such proxy need not be a shareholder of the Company. If the shareholder is a legal entity, it may appoint one proxy to attend and vote at the General Meeting. If such corporate shareholder has appointed an agent to attend the General Meeting, it shall be deemed to have attended in person.

Article 25 An individual shareholder attending the General Meeting in person shall present his/her valid identification document or other valid certificate or proof evidencing his/her identity. A proxy attending the General Meeting on behalf of a shareholder shall present his/her own valid identification document and a power of attorney duly executed by the appointing shareholder.

A corporate shareholder shall be represented at the General Meeting by its legal representative or a proxy appointed by such legal representative. If the legal representative attends the General Meeting, he/she shall present his/her identification document and valid proof of his/her qualification as the legal representative. If a proxy attends the General Meeting, the proxy shall present his/her identification document and a written power of attorney duly issued by the legal representative of the corporate shareholder in accordance with the law (except where the shareholder is a recognized clearing house as defined by any relevant ordinances from time to time in force in Hong Kong or the securities regulatory rules of the place where the Company's shares are listed, or its nominee (the **"Recognized Clearing House"**)).

If the shareholder is a Recognized Clearing House (or its nominee), the Recognized Clearing House may authorize one or more persons whom it considers appropriate to act as its representative(s) at any General Meeting or any meeting of creditors; provided that if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise the rights of the Recognized Clearing House (without presenting proof of shareholding, notarized authorization and/or further evidence of his/her formal authorization) as if such person was an individual shareholder of the Company.

Article 26

A power of attorney executed by a shareholder for appointing a proxy to attend a General Meeting shall specify the following contents:

- (1) the name of the appointing shareholder and the class and number of shares held by he/she in the Company;
- (2) the name of the proxy;
- (3) the matters for which the proxy is appointed and the scope of authorization, including the specific instructions of the shareholder on how to vote (for, against, or abstain) on each proposed resolution to be considered at the General Meeting;
- (4) the date of issuance and the term of validity of the power of attorney; and
- (5) the signature (or seal) of the appointing shareholder. If the appointing shareholder is a corporate shareholder, the power of attorney shall be affixed with the seal of such legal entity.

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Article 27 Where a power of attorney for proxy voting is executed by a person authorized by the appointing shareholder, the power of attorney or other authorization document authorized for signing shall be notarized. Both the notarized authorization document (or other authorization document) and the power of attorney for proxy voting shall be deposited at the Company's domicile or such other place as specified in the notice convening the General Meeting.

If the appointing shareholder is a legal entity, it shall be represented at the General Meeting by its legal representatives or by persons authorized through a resolution of its Board of Directors or other governing body.

Article 28 When the General Meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and respond to shareholders' inquiries. However, under any of the following circumstances, the relevant Director or senior management member may decline to respond to an inquiry, provided that the reasons shall be explained to the inquirers:

- (1) the inquiry is irrelevant to the agenda of the current meeting;
- (2) the matter inquired about is subject to further investigation;
- (3) the response would involve disclosure of the Company's trade secrets, which cannot be disclosed at the General Meeting;
- (4) responding to the inquiry would cause significant harm to the common interests of shareholders; or
- (5) other material reasons.

Article 29 The General Meeting shall be presided over by the Chairman of the Board. If the Chairman is unable or fails to perform such duty, a Director elected by a majority of the Directors present at the meeting shall preside.

A General Meeting convened by the Audit Committee on its own initiative shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform such duty, a member of the Audit Committee elected by a majority of the Audit Committee members present at the meeting shall preside.

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A General Meeting convened by shareholders on their own initiative shall be presided over by the convener or a representative elected by such convener.

If, during the convening of a General Meeting, the presiding person violates the Rules and makes it impossible for the meeting to proceed, with the consent of a majority of the shareholders with voting rights present at the General Meeting, the General Meeting may elect one person to serve as the presiding person of the meeting and continue the meeting.

Article 30 At the annual general meeting, the Board of Directors shall present a report to the General Meeting on its work during the preceding year.

Article 31 The presiding person shall, prior to any vote, announce the number of shareholders and proxies present at the meeting and the total number of voting shares they represent. The number of shareholders and proxies present at the meeting and the total number of voting shares they represent shall be determined based on the meeting registration records.

Article 32 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the General Meeting. Except for shareholders, Directors, the Secretary to the Board of Directors, senior management, and other persons invited by the Board of Directors who are present at the Meeting, the Company has the right to refuse entry to any other persons in accordance with the law. The Company shall take measures to stop any conduct that disrupts the order of the General Meeting, provokes trouble, or infringes upon the lawful rights and interests of other shareholders, and shall report such conduct to the relevant authorities for investigation and handling.

Article 33 The convener shall ensure that the General Meeting proceeds continuously until final resolutions are adopted. Should the General Meeting be suspended or become unable to adopt resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to either resume the General Meeting as soon as practicable or terminate the current General Meeting forthwith, and a timely announcement shall be made. Concurrently, the convener shall report such incident to the stock exchange of the place where the Company's shares are listed.

CHAPTER VI VOTING AND RESOLUTIONS OF THE GENERAL MEETING

Article 34 Shareholders shall exercise their voting rights based on the number of voting shares they represent. Each share shall carry one vote.

Shares held by the Company in itself shall not carry voting rights, and such shares shall not be counted in the total number of voting shares present at the General Meeting.

If any shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution under the Main Board Listing Rules casts a vote, in person or by proxy the vote of such shareholder in violation of the above limitation and restriction shall not be taken into account when determining the voting results.

Shares acquired in violation of the provisions of the Articles of Association shall not carry voting rights for thirty-six (36) months following their acquisition, and shall not be counted in the total number of voting shares present at the General Meeting.

Article 35 Voting at the General Meeting shall be conducted by means of a poll.

Article 36 Where a shareholder has a connected relationship with a matter to be considered at the General Meeting, such shareholder shall abstain from voting. The voting shares held by such shareholder shall not be counted in the voting shares.

Article 37 The Board of Directors of the Company, independent non-executive Directors and shareholders holding one percent (1%) or more of the voting shares may publicly solicit voting rights from shareholders. Any solicitation of proxies shall fully disclose detailed voting intentions and other relevant information to the solicited shareholders. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except for the legal conditions, the Company shall not impose a minimum shareholding ratio limit on the solicitation of voting rights.

Article 38 Resolutions of the General Meeting shall be classified as ordinary resolutions and special resolutions.

An ordinary resolution of the General Meeting shall be adopted by a majority of the voting rights held by shareholders present at the meeting.

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A special resolution of the General Meeting shall be adopted by two-thirds or more of the voting rights held by shareholders present at the meeting.

Article 39

The following matters shall be adopted by the General Meeting by ordinary resolutions:

- (1) the work report of the Board of Directors;
- (2) the profit distribution plan and the plan for making up losses prepared by the Board of Directors;
- (3) the appointment, removal, remuneration, and payment methods for members of the Board of Directors; and
- (4) any other matters not required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be adopted by special resolutions.

Article 40

The following matters shall be adopted by the General Meeting by special resolutions:

- (1) any increase or decrease in the registered capital of the Company;
- (2) the division, spin-off, merger, dissolution and liquidation of the Company;
- (3) the amendments to the Articles of Association of the Company;
- (4) any purchase or sale of major assets by the Company within one year exceeding thirty percent (30%) of the total audited assets of the Company as of the most recent period;
- (5) share incentive plans; and

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- (6) any other matters required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be adopted by special resolutions, as well as other matters which the General Meeting determines by an ordinary resolution will have a material impact on the Company and therefore require adoption by a special resolution.

Article 41 The list of Director candidates shall be submitted to the General Meeting for voting in the form of proposals. The General Meeting shall vote on all proposals one by one. Where there are different proposals on the same matter, they shall be voted on separately in the order in which they were submitted. Except where the General Meeting is suspended or unable to adopt resolutions due to force majeure or other special reasons, the General Meeting shall not postpone or refuse to vote on any proposal.

Article 42 When voting, shareholders (including a shareholder's proxies) with two or more votes are not required to cast all their votes in favor or against.

Article 43 When a proposal is under consideration at a General Meeting, it shall not be amended. Otherwise, the relevant amendment shall be treated as a new proposal and shall not be voted upon at the same meeting.

Article 44 The same voting right can only be exercised either on-site or by other means of voting. If the same voting right is exercised repeatedly, the result of the first vote shall prevail.

Article 45 Shareholders present at the General Meeting shall, with respect to proposals submitted for voting, indicate one of the following opinions: for, against, or abstain.

Ballots that are left blank, filled out incorrectly, illegible, or not cast shall be deemed as the voter having abstained from exercising voting rights. The voting rights represented by the shares held by such voter shall be counted as "abstain".

Article 46 The General Meeting shall appoint its auditor, share registrar, or an external accountant qualified to serve as an auditor to act as the scrutineer for the vote counting, and shall disclose the identity of the scrutineer in the announcement.

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Article 47 If the presiding person has any doubt regarding the outcome of a resolution submitted for voting, he/she may organize a count of the votes cast. If the presiding person does not count, any shareholder or proxy present at the meeting who has an objection to the result announced by the presiding person shall have the right to demand a vote count immediately after the announcement of the voting result, and the presiding person shall immediately organize the vote count.

Article 48 Resolutions of the General Meeting shall be announced in a timely manner. The content of the announcement shall comply with the provisions of the Main Board Listing Rules.

CHAPTER VII RECORDS AND ANNOUNCEMENTS OF THE GENERAL MEETING

Article 49 Minutes of the General Meeting shall be prepared. The Secretary to the Board of Directors or his/her authorized representative shall be responsible for recording the minutes, which shall be signed by the Directors present, the Secretary to the Board of Directors, the convener or his/her representative, and the presiding person, who shall ensure the content of the minutes is true, accurate, and complete. The minutes shall be kept together with the attendance register of shareholders present in person, powers of attorney for proxies, and other valid materials of the voting situation by other means. These documents shall be retained for a period of not less than ten (10) years.

Article 50 The minutes of the General Meeting shall be complete and truthful. The minutes shall include the following contents:

- (1) the date, venue, agenda, and the name of the convener of the meeting;
- (2) the number of shareholders present at the meeting, the number of shares they hold with voting rights, and the proportion they account for in the total number of shares of the Company;
- (3) the name of the presiding person, Directors, the Secretary to the Board of Directors, and senior management present at or attending the meeting;
- (4) the consideration process, key points of discussion, and voting results for each proposal;

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- (5) inquiries or suggestions raised by shareholders and corresponding responses or explanations;
- (6) the names of the vote counters and scrutineers; and
- (7) any other contents required to be included in the minutes pursuant to the Articles of Association.

- Article 51** After the General Meeting, the Secretary to the Board of Directors shall disclose an announcement of the resolutions of the General Meeting in accordance with the relevant provisions of the Main Board Listing Rules.
- Article 52** Resolutions made on shareholders' proposals shall specify the names or designations of the proposing shareholders, their shareholding ratios and the content of the proposals.
- Article 53** Where a proposal is not passed or where the current General Meeting changes the resolution of the previous General Meeting, a special notice shall be made in the announcement of the resolution.
- Article 54** The resolutions formed by the General Meeting shall be implemented by the Board of Directors, who shall, in accordance with the contents of the resolutions, entrust the Company's management to organize relevant personnel for specific implementation and handling.
- Article 55** Where a proposal concerning the election of Directors is passed by the General Meeting, the newly elected Director(s) shall assume office upon the adoption of the relevant resolution, unless otherwise specified in the resolution of the General Meeting. Any such alternative arrangement shall comply with applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.
- Article 56** Where a proposal concerning the distribution of cash dividends, bonus issues, or capitalisation of capital reserve is passed by the General Meeting, the Company shall implement the specific plan within two months after the General Meeting. If the specific plan cannot be implemented within two months due to the requirements of applicable laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly based on such requirements and the actual circumstances.

CHAPTER VIII SUPPLEMENTARY PROVISIONS

- Article 57** Matters not provided for in the Rules shall be governed by the relevant provisions of the Company Law, the Securities Law, and the Articles of Association.
- Article 58** The Rules, being an appendix to the Articles of Association, shall be formulated and amended by the Board of Directors, and shall take effect after being considered and approved by the General Meeting. The Board of Directors of the Company shall have the authority to interpret these Rules.
- Article 59** For the purpose of the Rules, the terms “or more” and “within” shall be inclusive, and the terms “over” and “below”, shall be exclusive.
- Article 60** Upon the effectiveness of the Rules, the original “Rules of Procedure for General Meeting of IRICO Group New Energy Co., Ltd.” shall be repealed simultaneously.

III. Rules of Procedure for Board Meetings

CHAPTER I GENERAL PROVISIONS

Article 1 These rules of procedure are hereby formulated in accordance with the requirements of the laws and regulations including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Main Board Listing Rules**”) and the Articles of Association of IRICO Group New Energy Company Limited (the “**Articles of Association**”), in order to ensure the board of directors and the directors of the Company to faithfully perform their duties and safeguard the interests of the Company and its shareholders.

Article 2 The directors shall act in the best interests of the Company and shareholders, carefully read the documents of board meetings, act diligently in a normal and reasonable prudent manner and express clear opinions on the matters deliberated.

Article 3 The secretary to the board of directors shall be responsible for the preparation before the board meeting, the recording during the meeting, and the material sorting, filing and information disclosure after the meeting.

The securities affairs representative shall assist the secretary to the board of directors.

Article 4 These rules of procedure are binding on all directors and secretary to the board of directors of the Company.

CHAPTER 2 COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

Article 5 The board of directors shall comprise seven (7) directors, including two (2) executive directors, one (1) non-executive director, three (3) independent non-executive directors and one (1) employee director.

The board of directors shall have a chairman, who shall be elected and removed by more than half of all directors.

The number of independent non-executive directors shall not be less than one third of the board members. Independent non-executive directors are elected by the general meeting, and they should ensure that they have enough time and energy to perform their duties as directors of the Company. Other provisions of independent non-executive directors shall be implemented in accordance with the Articles of Association.

Article 6

The board of directors shall exercise following functions and powers:

- (I) to convene general meetings, and submit work reports to general meetings;
- (II) to implement resolution(s) of general meeting;
- (III) to determine business and investment plans of the Company;
- (IV) to formulate profit distribution plans and loss recovery plans of the Company;
- (V) to devise proposals for the increase and reduction of registered capital, issuing bonds or other securities, and the listing of the Company;
- (VI) to formulate proposals for material acquisitions, purchase of shares, disposal of treasury shares of the Company, or merger, split-up, dissolve and change the corporate form of the Company;
- (VII) to decide, within the scope of the authorization of the general meeting, the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, external donations and other matters;
- (VIII) to decide on the guarantee matters for the wholly-owned subsidiaries and holding subsidiaries of the Company;
- (IX) to make decisions on the establishment of internal management bodies of the Company;

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- (X) to appoint or dismiss the general manager of the Company, the secretary to the board of directors and decide on their remuneration and matters relating to awards and penalty, and based on the general manager's nominations to appoint or dismiss the deputy general manager, the chief financial officer or other senior management of the Company and decide on their remuneration and matters relating to awards and penalty.
- (XI) to formulate the basic management system of the Company;
- (XII) to formulate proposals for any amendments to the Articles of Association;
- (XIII) to manage the information disclosure of the Company;
- (XIV) to propose at general meetings for the appointment or change of the accounting firm(s) responsible for the auditing for the Company;
- (XV) to hear the work reports of the general manager and inspect the work of the management of the Company;
- (XVI) other powers conferred by laws, administrative regulations, departmental rule, the securities regulatory rules of the place(s) where the Company's shares are listed, the Articles of Association or the general meeting.

Resolutions of the board of directors concerning the matters set out in the preceding paragraph shall be passed by a majority vote of the directors, except for items (V), (VI) and (XII), which shall require the approval of not less than two-thirds of the directors.

Article 7

The board of directors shall exercise its powers in conjunction with the leadership role of the Company's Party Committee. Major operational and management matters shall be subject to prior deliberation by the Party Committee before the board of directors makes decisions in accordance with its authority and prescribed procedures.

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Article 8 The chairman of the board of directors shall exercise the following functions and powers:

- (I) to preside over general meetings and to convene and preside over board meetings;
- (II) to supervise and review the implementation of resolutions of the board of directors;
- (III) other functions and powers authorized by the board and directors.

If the chairman of the board of directors is unable to perform his/her duties, one director shall be elected jointly by a majority of the directors to perform duties.

CHAPTER III CONVENING AND NOTICE OF MEETINGS

Article 9 The board meetings shall be held at least four times every year and shall be convened by the chairman. An extraordinary Board meeting may be convened if proposed by shareholders with more than one-tenth of voting rights, more than one-third of Directors, or the audit committee. The chairman shall convene and preside over a board meeting within ten days after receipt of the proposal.

Article 10 Notice of regular meetings shall be given to all directors fourteen (14) days prior to the meeting. Notice of extraordinary meetings shall be given to all directors no less than five (5) days and no more than eight (8) days prior to the meeting.

Article 11 The notice of a board meeting shall specify:

- (I) the date and venue of the meeting;
- (II) duration of the meeting;
- (III) the presider of the meeting;
- (IV) reason and proposals;
- (V) date on which the notice is sent.

Article 12 The methods of delivery for meeting notices shall be: personal delivery, fax, email or electronic communication.

CHAPTER VI CONVENING AND RESOLUTIONS OF MEETINGS

Article 13 The board meeting shall be presided over by the chairman. In the event that the chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a director elected by a majority of the directors.

Article 14 The board meeting shall be convened with attendance of over a majority of directors.

Article 15 Board meetings shall be convened and votes cast in person and/or by video conference, electronic communication, or written resolution.

For meetings conducted via video conferencing or electronic communications, directors present through video display, directors expressing views via teleconference, directors whose valid voting ballots (including fax or email) are actually received within the prescribed time limit, or directors who subsequently submit written confirmations of attendance shall all be counted as present.

Directors shall attend board meetings in person. When unable to attend due to justifiable reasons, a director may appoint another director as proxy by submitting a written power of attorney specifying the scope of authorization.

Article 16 Where a director neither attends a board meeting nor appoints a proxy, he or she shall be deemed to have waived his or her voting rights at that meeting.

Article 17 Where a director fails to attend board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his/her duties, and the board of directors shall suggest that the general meeting dismiss the said director.

Article 18 Where the secretary to the board of directors is not a director of the Company, he/she shall attend board meetings.

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Article 19 Subject to the consent of the chairman or the convener, the following persons may attend board meetings:

- (I) the non-director general manager of the Company;
- (II) other senior management personnel of the Company, heads of functional departments, and the securities affairs representative;
- (III) accountants and solicitors engaged by the Company.

Article 20 Each director shall have one vote. Resolutions of the board of directors shall, unless otherwise provided in the Articles of Association, be passed by a simple majority of all directors.

Board resolutions shall be confirmed by the signatures of all directors present at the meeting.

Article 21 Where a director has an interest in any enterprise or individual involved in a matter subject to board resolution, such director shall promptly submit a written report to the board of directors. The interested director shall neither vote on such resolution nor act as proxy for other directors in voting thereon. A board meeting may be held with the attendance of a simple majority of disinterested directors, and resolutions shall be passed by a simple majority of such disinterested directors. If fewer than three disinterested directors are present, the matter shall be submitted to the general meeting for consideration.

Article 22 Prior to the board resolution, if two or more independent non-executive directors determine that the meeting materials are incomplete, inadequately substantiated or not provided in a timely manner, they may submit a written request to postpone the meeting or defer consideration of the relevant matter, which the Board shall adopt.

CHAPTER V MINUTES OF MEETING

Article 23 Minutes shall be taken at board meetings. Such minutes shall be truthful, accurate and complete, fully reflecting the views expressed by attendees on matters under consideration.

Article 24 The minutes of the board meeting shall include the following:

- (I) date, place and name of the convener and the presider of the meeting;
- (II) names of the directors present at the meeting and names of the directors (proxies) present at the meeting on behalf of other director(s);
- (III) agenda of the meeting;
- (IV) gist of the directors' speech;
- (V) the voting manner and results on each resolution (the voting result shall state the number of affirmative votes, dissenting votes, and abstention votes).

Article 25 The minutes of board meetings shall be confirmed by the signatures of attending directors.

Directors present at the meeting shall have the right to require explanatory statements to be recorded in the minutes.

Article 26 The minutes of the board meetings shall, as the company file, be saved by the secretary to the board of directors. Retention of the minutes shall be not less than 10 years.

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CHAPTER VI SUPPLEMENTARY PROVISIONS

- Article 27** These rules of procedure shall constitute an appendix to the Articles of Association and shall have equal legal effect as the Articles of Association.
- Article 28** These rules of procedure shall be formulated, amended and interpreted by the board of directors.
- Article 29** These rules of procedure shall take effect upon approval by the general meeting of the Company, and any amendments thereto shall follow the same procedure.

NOTICE OF THE EGM



IRICO

彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of IRICO Group New Energy Company Limited* (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 15 October 2025 at the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 22 September 2025 (the “**Circular**”):

SPECIAL RESOLUTION

1. To consider and approve the proposal in relation to the amendments to the Articles of Association and Relevant Rules of Procedure.

By order of the Board

IRICO Group New Energy Company Limited*

Yang Hua

Chairlady

Shaanxi Province, the PRC

22 September 2025

As at the date of this notice, the Board consists of Ms. Yang Hua and Mr. Gao Feng'an as executive directors, Mr. Fang Zhongxi and Mr. Wang Dong as non-executive directors, and Mr. Su Kun, Mr. Li Yong and Ms. Hao Meiping as independent non-executive directors.

NOTICE OF THE EGM

Notes:

- 1 For the purpose of determining eligibility to attend and vote at the EGM, the register of the members of the Company will be closed from Friday, 10 October 2025 to Wednesday, 15 October 2025, both days inclusive. During such period, no transfers of the Company's shares will be registered. The record date shall be Friday, 10 October 2025. In order to be entitled to attend and vote at the EGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 9 October 2025.
- 2 Holders of H shares whose names appear on the Company's register of the members of H shares at the close of business on Friday, 10 October 2025 are entitled to attend the EGM, and are entitled to appoint one or more proxies, to attend and vote on his/her behalf at the EGM according to the articles of association of the Company. A proxy needs not be a shareholder of the Company.
- 3 The appointment of the proxy by completing the enclosed "PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 15 OCTOBER 2025" (the "**Proxy Form**") must be in writing by hand of the appointer or his/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney or any other person authorised by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorised person. In respect of the holders of H shares, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:00 a.m. on Tuesday, 14 October 2025) or any adjournment thereof. In respect of the holders of domestic shares, the above documents should be delivered to the office of the secretary of the Board of the Company at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC within the same period.
- 4 Shareholder or proxy attending the EGM should produce his/her identity certificate.
- 5 Voting at the EGM will be taken by poll.
- 6 The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

* *For identification purposes only*