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

If you have sold or transferred all your shares in China Cinda Asset Management Co., Ltd., you should at once hand this circular and the accompanying proxy form of the extraordinary general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Cinda Asset Management Co., Ltd. **中國信達資產管理股份有限公司**

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

(Stock Code: 01359 and 04621 (Preference Shares))

AMENDMENTS TO THE ARTICLES OF ASSOCIATION ABOLISHMENT OF THE BOARD OF SUPERVISORS AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS AMENDMENTS TO THE RULES OF PROCEDURES OF BOARD MEETINGS ELECTION OF MR. SONG WEIGANG AS AN EXECUTIVE DIRECTOR OF THE COMPANY ELECTION OF MR. WANG ZHONGZE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

A notice of convening the 2025 second extraordinary general meeting of China Cinda Asset Management Co., Ltd. at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Wednesday, October 22, 2025 at 10:00 a.m. is set out on pages 200 to 202 of this circular.

If you wish to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon no later than 24 hours before the time designated for convening the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

September 30, 2025

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DEFINITIONS

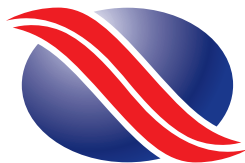
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“(the) Company”	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 01359)
“Director(s)”	director(s) of the Company
“EGM”	the 2025 second extraordinary general meeting of the Company to be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, October 22, 2025
“H Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	September 26, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NFRA”	National Financial Regulatory Administration
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“PRC Company Law”	the Company Law of the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association, the Rules of Procedures of Shareholders’ General Meetings and the Rules of Procedures of Board Meetings
“Rules of Procedures of Board Meetings”	the Rules of Procedures of Board Meetings of China Cinda Asset Management Co., Ltd. currently in effect
“Rules of Procedures of Shareholders’ General Meetings”	the Rules of Procedures of Shareholders’ General Meetings of China Cinda Asset Management Co., Ltd. currently in effect (to be renamed as Rules of Procedures of Shareholders’ Meetings of China Cinda Asset Management Co., Ltd. at the EGM)
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s) of the Company

LETTER FROM THE BOARD



China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

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

(Stock Code: 01359 and 04621 (Preference Shares))

Executive Directors:

ZHANG Weidong

ZHAO Limin

Non-executive Directors:

CHEN Xiaowu

ZENG Tianming

ZHANG Zhongmin

Independent Non-executive Directors:

LU Zhengfei

LAM Chi Kuen

WANG Changyun

SUN Maosong

SHI Cuijun

Registered address:

No. 1 Building

9 Naoshikou Street

Xicheng District

Beijing

the PRC

*Principal place of business
in Hong Kong:*

12/F

AIA Central

1 Connaught Road Central,
Central, Hong Kong

September 30, 2025

To the Shareholders,

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
ABOLISHMENT OF THE BOARD OF SUPERVISORS
AMENDMENTS TO THE RULES OF PROCEDURES OF
SHAREHOLDERS' GENERAL MEETINGS
AMENDMENTS TO THE RULES OF PROCEDURES OF BOARD MEETINGS
ELECTION OF MR. SONG WEIGANG AS AN EXECUTIVE DIRECTOR OF
THE COMPANY
ELECTION OF MR. WANG ZHONGZE AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM, and the information on the resolutions to be considered at the EGM to enable you to make informed decisions on whether to vote for or against such resolutions at the EGM.

2. MATTERS TO BE CONSIDERED AT THE EGM

The resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the amendments to the Articles of Association; (2) the abolishment of the Board of Supervisors; (3) the amendments to the Rules of Procedures of Shareholders' General Meetings; (4) the amendments to the Rules of Procedures of Board Meetings; (5) the election of Mr. SONG Weigang as an executive director of the Company; and (6) the election of Mr. WANG Zhongze as an independent non-executive director of the Company. The above resolutions (1) to (2) are special resolutions whereas the remaining resolutions are ordinary resolutions.

Details of the matters to be considered at the EGM are set out in the notice of the EGM on pages 200 to 202 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make well-informed decisions, the Company has provided detailed information in this circular, including the matters to be considered at the EGM (see Appendix I), details of the Proposed Amendments (see Appendix II, Appendix III and Appendix IV), and details of the candidates for directors (see Appendix V).

3. EGM

The EGM will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, October 22, 2025. The notice of the EGM is set out in this circular.

In order to determine the H Shareholders who are entitled to attend the EGM, the register of H Shareholders of the Company will be closed from Friday, October 17, 2025 to Wednesday, October 22, 2025 (both days inclusive). H Shareholders of the Company who intend to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Thursday, October 16, 2025. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Thursday, October 16, 2025 are entitled to attend the EGM.

Proxy form for the EGM is enclosed herein and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). H Shareholders who intend to attend the EGM by proxy shall complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for convening the EGM. Completion and return of the proxy form will not preclude you from attending the EGM and voting in person.

The voting at the EGM shall be taken by way of registered poll.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM for consideration and approval by Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
China Cinda Asset Management Co., Ltd.
ZHANG Weidong
Chairman

I. TO CONSIDER AND APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the corporate governance system and strengthen the foundation of corporate governance, the Company proposes to make corresponding amendments to the relevant provisions of the Articles of Association pursuant to the latest requirements of the PRC Company Law, the Measures for the Administration of Independent Directors of Listed Companies, the Corporate Governance Standards for Banking and Insurance Institutions, the Listing Rules and other applicable laws, regulations and regulatory requirements and based on the corporate governance practices of the Company.

The proposed amendments to the Articles of Association are mainly made in accordance with the latest requirements of the PRC Company Law and the changes in relevant regulatory provisions, with a focus on adjusting the corporate governance structure, improving the work mechanism of independent directors and other issues.

At the seventh meeting of the Board in 2025 held by the Company on September 26, 2025, the proposal in relation to the amendments to the Articles of Association was considered and approved, and is now submitted to the EGM as a special resolution for consideration and approval, and a proposal is also submitted to the EGM for authorizing the Board, and approving the Board to reauthorize the Chairman or any other person authorized by the Chairman, to refine or amend the Articles of Association in accordance with laws and regulations and based on the advice from domestic and overseas regulatory authorities regarding the amendments to the Articles of Association, including but not limited to any word, chapter or section, article, condition for validity and enclosure. After being considered and approved at the EGM, the amended Articles of Association shall be subject to the approval by the NFRA and come into effect from the date of approval by the NFRA.

Please refer to Appendix II for details of the proposed amendments to the Articles of Association.

II. TO CONSIDER AND APPROVE THE ABOLISHMENT OF THE BOARD OF SUPERVISORS

In order to optimise the corporate governance structure and enhance the efficiency of corporate governance operations, and pursuant to the relevant provisions of the PRC Company Law, the Company hereby proposes to the EGM for consideration of the specific matters relating to the abolishment of the Board of Supervisors:

The Board of Supervisors of the Company will no longer be established. The Performance and Due Diligence Supervision Committee and Financial and Internal Control Supervision Committee, which were set up under the Board of Supervisors, will be abolished simultaneously. The Audit Committee of the Board will exercise the powers and functions of the Board of Supervisors as prescribed under the PRC Company Law and other applicable laws, regulations and regulatory requirements. Mr. ZHEN Qinggui, Mr. LIU Li and Mr. CAI Xiaoqiang, who currently serve as external supervisors of the Company, will cease to hold the position of supervisors of the Company. At the same time, the Rules of Procedures of the Board of Supervisors Meetings of China Cinda Asset Management Co., Ltd. and other corporate governance documents relating to the Board of Supervisors will be repealed.

The proposal has been considered and approved at the seventh meeting of the Board in 2025 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and other relevant provisions.

III. TO CONSIDER AND APPROVE THE AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

In light of the latest amendments to the Articles of Association and the needs of corporate governance, the Company proposes to amend the relevant provisions of the Rules of Procedures of Shareholders' General Meetings and to rename it as the Rules of Procedures of Shareholders' Meetings of China Cinda Asset Management Co., Ltd.

At the seventh meeting of the Board in 2025 held by the Company on September 26, 2025, the proposal in relation to the amendments to the Rules of Procedures of Shareholders' General Meetings was considered and approved, and is now submitted to the EGM as an ordinary resolution for consideration and approval, and a proposal is also submitted to the EGM for authorizing the Board, and approving the Board to reauthorize the Chairman or any other person authorized by the Chairman, to amend the Rules of Procedures of Shareholders' General Meetings accordingly based on the advice or requirements from competent authorities regarding the Articles of Association. The amended Rules of Procedures of Shareholders' General Meetings, as considered and approved by the EGM, shall come into effect from the date of approval of the amended Articles of Association by the NFRA.

For details of the proposed amendments to the Rules of Procedures of Shareholders' General Meetings, please refer to Appendix III.

IV. TO CONSIDER AND APPROVE THE AMENDMENTS TO THE RULES OF PROCEDURES OF BOARD MEETINGS

In light of the latest amendments to the Articles of Association and the needs of corporate governance, and in order to comply with regulatory requirements, the Company proposes to amend the relevant provisions of the Rules of Procedures of Board Meetings.

At the seventh meeting of the Board in 2025 held by the Company on September 26, 2025, the proposal in relation to the amendments to the Rules of Procedures of Board Meetings was considered and approved, and is now submitted to the EGM as an ordinary resolution for consideration and approval, and a proposal is also submitted to the EGM for authorizing the Board, and approving the Board to reauthorize the Chairman or any other person authorized by the Chairman, to amend the Rules of Procedures of Board Meetings accordingly based on the advice or requirements from competent authorities regarding the Articles of Association. The amended Rules of Procedures of Board Meetings, as considered and approved by the EGM, shall come into effect from the date of approval of the amended Articles of Association by the NFRA.

For details of the proposed amendments to the Rules of Procedures of Board Meetings, please refer to Appendix IV.

V. ELECTION OF MR. SONG WEIGANG AS AN EXECUTIVE DIRECTOR OF THE COMPANY

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. SONG Weigang (“**Mr. SONG**”) as an executive director of the Company. The qualification of Mr. SONG is in compliance with the applicable laws and regulations and the Articles of Association, and he shall begin to assume office upon the approval at the EGM and the approval of his qualification as director by NFRA for a term of three years. He is eligible for re-election upon expiry of the term.

Please refer to Appendix V of this circular for the biographical information of Mr. SONG.

The proposal has been considered and approved at the seventh meeting of the Board in 2025 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and other relevant provisions.

VI. ELECTION OF MR. WANG ZHONGZE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. WANG Zhongze (“**Mr. WANG**”) as an independent non-executive director of the Company. The qualification of Mr. WANG is in compliance with the applicable laws and regulations and the Articles of Association, and he shall begin to assume office upon the approval at the EGM and the approval of his qualification as director by NFRA for a term of three years. He is eligible for re-election upon expiry of the term.

Please refer to Appendix V of this circular for the biographical information of Mr. WANG.

The proposal has been considered and approved at the seventh meeting of the Board in 2025 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and other relevant provisions.

**COMPARISON TABLE OF THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

No.	Current Articles	Amended Articles
1.	Article 1 The Articles of Association (hereinafter referred to as the “Articles”) is formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Regulations on Financial Assets Management Companies, Special Provisions on Companies Limited by Shares Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Cinda Asset Management Co., Ltd. (herein after referred to as the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.	Article 1 The Articles of Association (hereinafter referred to as the “Articles”) is formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Regulations on Financial Assets Management Companies, Special Provisions on Companies Limited by Shares Issuing Shares and Offshore Public Listing, which were promulgated by the State Council (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Cinda Asset Management Co., Ltd. (herein after referred to as the “Company”), its shareholders, <u>employees</u> and creditors, and regulating the organization and activities of the Company.

No.	Current Articles	Amended Articles
2.	Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Provisions and other applicable laws and regulations. Under the consent of the State Council of the People's Republic of China (hereinafter referred to as the "State Council") and upon approval by China Banking Regulatory Commission, China Cinda Asset Management Corporation has been reorganized and reformed as a joint stock company named China Cinda Asset Management Co., Ltd. The sole promoter of the Company is the Ministry of Finance of the People's Republic of China (hereinafter referred to as the "MOF"). The Company inherited all the assets, liabilities, institutions, business, personnel and relevant policies of China Cinda Asset Management Corporation, and has undertaken registration with the State Administration for Industry and Commerce and obtained a business license on June 29, 2010. The Company currently holds the business license bearing the unified social credit code of 91110000710924945A.	Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Provisions and other applicable laws and regulations. Under the consent of the State Council of the People's Republic of China (hereinafter referred to as the "State Council") and upon approval by China Banking Regulatory Commission, China Cinda Asset Management Corporation has been reorganized and reformed as a joint stock company named China Cinda Asset Management Co., Ltd. The sole promoter of the Company is the Ministry of Finance of the People's Republic of China (hereinafter referred to as the "MOF"). The Company inherited all the assets, liabilities, institutions, business, personnel and relevant policies of China Cinda Asset Management Corporation, and has undertaken registration with the State Administration for Industry and Commerce and obtained a business license on June 29, 2010. The Company currently holds the business license bearing the unified social credit code of 91110000710924945A.
3.	Article 6 The legal representative of the Company shall be the chairman of the board of directors.	Article 6 The legal representative of the Company shall be the chairman of the board of directors. <u>In the event of resignation as the chairman of the board of directors, he/she is also deemed to be resigning as the legal representative.</u>

No.	Current Articles	Amended Articles
4.	Article 8 The respective liability of the shareholders shall be limited to the shares held by them. The Company shall be held liable for its debts with all of its assets.	Article 8 The respective liability of the shareholders shall be limited to the shares held by them. The Company shall be held liable for its debts with all of its assets.
5.	Article 9 The Company may, in line with its business development needs, and upon the decision of its internal department and the approval of the relevant authorities of the State, establish, change or revoke domestic or overseas entities including but not limited to branches and subsidiaries in accordance with the laws, regulations, regulatory documents and requirements of the Articles. The Company may invest in other limited liability enterprises and joint stock enterprises in accordance with the relevant laws and shall be held responsible for the enterprises in which the Company has invested within the limitation of the amount of the Company's capital contribution.	Article 9 The Company may, in line with its business development needs, and upon the decision of its internal department and the approval of the relevant authorities of the State, establish, change or revoke domestic or overseas entities including but not limited to branches and subsidiaries in accordance with the laws, regulations, regulatory documents and requirements of the Articles. The Company may invest in other limited liability enterprises and joint stock enterprises in accordance with the relevant laws and shall be held responsible for the enterprises in which the Company has invested within the limitation of the amount of the Company's capital contribution, and if it is prescribed by any law that the Company shall not become a capital contributor that shall bear the joint and several liability for the debts of the enterprises it invests in, such provisions shall prevail.

No.	Current Articles	Amended Articles
6.	Article 10 The senior management members referred to in the Articles shall mean the president, vice president, board secretary, assistant president, chief risk officer, chief financial officer, chief audit officer and other management officers appointed by the board of directors. The qualifications of senior management members shall be in compliance with the applicable laws, regulations, regulatory documents and the Articles.	Article 10 The senior management members referred to in the Articles shall mean the president, vice president, <u>assistant president</u>, board secretary; assistant president, chief risk officer, chief financial officer, chief audit officer and other management officers <u>determined by regulatory requirements</u> and appointed by the board of directors. The qualifications of senior management members shall be in compliance with the applicable laws, regulations, regulatory documents and the Articles.
7.	Article 11 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (the “Party”) shall be established; the Party Committee shall play the leadership role, providing direction, managing the overall situation and facilitating implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	Article 11 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (the “Party”) shall be established <u>to carry out activities of the Party</u>; the Party Committee shall play the leadership role, providing direction, managing the overall situation and facilitating <u>ensuring</u> implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization, <u>so as to provide necessary conditions for the activities of the Party organizations.</u>

No.	Current Articles	Amended Articles
8.	Article 12 The mission of the Company is to provide excellent services to customers, maximize returns to shareholders, promote career development of employees, solve the financial risk for the PRC and fulfill social responsibility. The Company establishes a vision of high-quality development, promotes an honest and trustworthy, pioneering and innovative corporate culture, forms a business principal of prudence and compliance, and abides by the fair, safe and orderly industry competition order. The Company pursues the development philosophy of innovation, coordination, greenness, openness and sharing, pays attention to environmental protection, proactively fulfills its social responsibilities, maintains a sound social reputation, and creates harmonious social relations.	Article 12 The mission of the Company is to provide excellent services to customers, maximize returns to shareholders, promote career development of employees, solve the financial risk for the PRC and fulfill social responsibility. <u>The Company adheres to a people-centered value orientation, consistently upholding the fundamental purpose of serving the real economy by financial sector. It is committed to establishing a modern financial enterprise system with Chinese characteristics, actively cultivating and upholding the financial culture with Chinese characteristics, and resolutely pursuing a path of financial development that reflects Chinese characteristics. The Company continuously enhances its quality and effectiveness in mitigating financial and economic risks for financial sector and the real economy.</u> The Company establishes a vision of high-quality development, promotes an honest and trustworthy, pioneering and innovative corporate culture, forms a business principal of prudence and compliance, and abides by the fair, safe and orderly industry competition order. The Company pursues the development philosophy of innovation, coordination, greenness, openness and sharing, pays attention to environmental protection, proactively fulfills its social responsibilities, maintains a sound social reputation, and creates harmonious social relations.

No.	Current Articles	Amended Articles
9.	Article 14 The Company shall have ordinary shares at all times. The Company may create preference shares or other shares that meet the requirements prescribed by laws and regulations if necessary, upon registration or completion of the relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council. In the Articles, “preference shares” refer to another class of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Holders of preference shares shall participate in the distribution of profits and residual assets of the Company in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Company (such as voting rights) are restricted. Unless otherwise specified, references in Chapters 3 to 20 and 22 of the Articles to “share(s)” and “share certificate(s)” shall refer to ordinary share(s) and ordinary share certificate(s) and references to “shareholder(s)” in Chapters 3 to 20 and 22 of the Articles shall refer to ordinary shareholder(s).	Article 14 The Company shall have ordinary shares at all times. The Company may create preference shares or other shares that meet the requirements prescribed by laws and regulations if necessary, upon registration or completion of the relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council. In the Articles, “preference shares” refer to another class of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Holders of preference shares shall participate in the distribution of profits and residual assets of the Company in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Company (such as voting rights) are restricted. Unless otherwise specified, references in Chapters 3 to 20<u>19</u> and 22<u>21</u> of the Articles to “share(s)” and “share certificate(s)” shall refer to ordinary share(s) and ordinary share certificate(s) and references to “shareholder(s)” in Chapters 3 to 20<u>19</u> and 22<u>21</u> of the Articles shall refer to ordinary shareholder(s).
10.	Article 16 The shares of the Company shall be issued based on the principles of openness, fairness and justice, and each share in the same class shall rank pari passu.	Article 16 The shares of the Company shall be issued based on the principles of openness, fairness and justice, and each share in the same class shall rank pari passu.

No.	Current Articles	Amended Articles
11.	Article 17 The Company may issue shares to investors within the People's Republic of China and to investors outside the People's Republic of China upon approval by the relevant authorities of the State. For the purposes of the preceding paragraph, "investors outside the People's Republic of China" shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "investors within the People's Republic of China" shall refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	Article 17 The Company may issue shares to investors within the People's Republic of China and to investors outside the People's Republic of China upon approval <u>by registration or fulfilment of the relevant procedures</u> with the relevant authorities of the State. For the purposes of the preceding paragraph, "investors outside the People's Republic of China" shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "investors within the People's Republic of China" shall refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.
12.	Article 20 The Company issued 6,116,666,000 overseas listed shares in the course of its initial public offering and listing of shares, representing 16.03% of the total ordinary shares that may be issued by the Company. After its initial public offering and listing of shares, the ordinary share capital of the Company comprises: 36,256,690,035 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter and 11,659,757,719 overseas listed shares. On December 29, 2016, the Company issued 1,907,845,112 overseas listed shares non-publicly, representing 4.999% of the total ordinary shares that may be issued by the Company.	Article 20 The Company issued 6,116,666,000 overseas listed shares in the course of its initial public offering and listing of shares, representing 16.03% of the total ordinary shares that may be issued by the Company. After its initial public offering and listing of shares, the ordinary share capital of the Company comprises: 36,256,690,035 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter and 11,659,757,719 overseas listed shares. On December 29, 2016, the Company issued 1,907,845,112 overseas listed shares non-publicly, representing 4.999% of the total ordinary shares that may be issued by the Company.

No.	Current Articles	Amended Articles
	After completion of the non-public issue of shares by the Company on December 29, 2016, the ordinary share capital of the Company compromises: 38,164,535,147 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter, representing 64.45% of the total ordinary shares that may be issued by the Company, and 13,567,602,831 overseas listed shares, representing 35.55% of the total ordinary shares that may be issued by the Company. Upon approval of the “Approval from the China Banking and Insurance Regulatory Commission on the Change of Equity Interest of China Cinda Asset Management Co., Ltd. (Yin Bao Jian Fu [2019] No. 1028)”, the MOF transferred 10% of the shares of the Company held by it to the National Council for Social Security Fund at one time. On December 27, 2019, after completion of the transfer, the ordinary share capital of the Company compromises: 22,137,239,084 domestic shares of the Company held by the MOF, representing 58.005% of the total ordinary shares that may be issued by the Company; 2,459,693,232 domestic shares of the Company held by the National Council for Social Security Fund, representing 6.445% of the total ordinary shares that may be issued by the Company; and 13,567,602,831 overseas listed shares, representing 35.550% of the total ordinary shares that may be issued by the Company.	After completion of the non-public issue of shares by the Company on December 29, 2016, the ordinary share capital of the Company compromises: 38,164,535,147 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter, representing 64.45% of the total ordinary shares that may be issued by the Company, and 13,567,602,831 overseas listed shares, representing 35.55% of the total ordinary shares that may be issued by the Company. Upon approval of the “Approval from the China Banking and Insurance Regulatory Commission on the Change of Equity Interest of China Cinda Asset Management Co., Ltd. (Yin Bao Jian Fu [2019] No. 1028)”, the MOF transferred 10% of the shares of the Company held by it to the National Council for Social Security Fund at one time. On December 27, 2019, after completion of the transfer, the ordinary share capital of the Company compromises: 22,137,239,084 domestic shares of the Company held by the MOF, representing 58.005% of the total ordinary shares that may be issued by the Company; 2,459,693,232 domestic shares of the Company held by the National Council for Social Security Fund, representing 6.445% of the total ordinary shares that may be issued by the Company; and 13,567,602,831 overseas listed shares, representing 35.550% of the total ordinary shares that may be issued by the Company.

No.	Current Articles	Amended Articles
	Domestic shares issued by the Company are under centralized depository of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depository of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders.	<u>As of September 4, 2025, the Company's equity structure for ordinary shares is as follows: Central Huijin Investment Ltd. holds 22,137,239,084 shares of the Company's domestic shares, accounting for 58.005% of the total number of ordinary shares issuable by the Company; the National Council for Social Security Fund holds 2,459,693,232 shares of the Company's domestic shares, accounting for 6.445% of the total number of ordinary shares issuable by the Company; overseas listed shares total 13,567,602,831 shares, accounting for 35.550% of the total number of ordinary shares issuable by the Company.</u> Domestic shares issued by the Company are under centralized depository of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depository of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders. <u>As of June 30, 2025, the total number of preference shares issued by the Company is 85,000,000 shares.</u>

No.	Current Articles	Amended Articles
13.	Article 21 After the plan for issuing overseas listed shares and domestic shares has been granted registration or completion of relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council, the board of directors of the Company may arrange for implementation of such plan by means of separate issue. The Company's plan for separate issues of overseas listed shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months upon the date of registration or completion of relevant procedures from the securities regulatory authorities of the State Council or departments authorized by the State Council. Subject to approval by the securities regulatory authorities of the State Council, the MOF may arrange for the listing and trading of its shares as a promoter on stock exchange outside PRC. Such shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. No approval of meeting of class shareholders is required for the listing and trading of such shares on stock exchange outside the PRC.	Article 21 After the plan for issuing overseas listed shares and domestic shares has been granted registration or completion of relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council, the board of directors of the Company may arrange for implementation of such plan by means of separate issue. The Company's plan for separate issues of overseas listed shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months upon the date of registration or completion of relevant procedures from the securities regulatory authorities of the State Council or departments authorized by the State Council. Subject to <u>approval by registration or fulfilment of the relevant procedures with the securities regulatory authorities of the State Council or the departments authorized by the State Council, holders of domestic shares</u> the MOF may arrange for the listing and trading of its shares as a promoter on stock exchange outside PRC. Such shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. No approval of meeting of class shareholders is required for the listing and trading of such shares on stock exchange outside the PRC.

No.	Current Articles	Amended Articles
14.	Article 22 If the Company issues overseas listed shares and domestic shares separately within the total number of shares specified in the issue plan, such issues shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the registration or completion of relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council, be issued in several stages.	Article 22 If the Company issues overseas listed shares and domestic shares separately within the total number of shares specified in the issue plan, such issues shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the registration or completion of relevant procedures with the securities regulatory authorities of the State Council or departments authorized by the State Council, be issued in several stages.
15.	Article 24 Upon the demands of operation and business development and in accordance with relevant laws and regulations and the Articles, the Company may, subject to resolutions of the shareholders' general meeting and approval from the relevant authorities of the State, increase its registered capital in the following ways: (1) open offer of new shares; (2) private placing of new shares; (3) bonus issue to existing shareholders; (4) capitalization of capital reserve; and (5) other methods permitted by laws, administrative regulations and the relevant authorities of the State.	Article 22²³4 Upon the demands of operation and business development and in accordance with relevant laws and regulations and the Articles, the Company may, subject to resolutions of the shareholders' general meeting and approval from the relevant authorities of the State, increase its registered capital in the following ways: (1) open offer of new shares <u>to non-specific objects</u>; (2) private placing offer of new shares <u>to specific objects</u>; (3) bonus issue to existing shareholders; (4) capitalization of capital reserve; and (5) other methods permitted by laws, administrative regulations and the relevant authorities of the State.

No.	Current Articles	Amended Articles
	The increase in the share capital of the Company by issuing new shares shall be approved in accordance with the Articles and shall be conducted in accordance with the procedures specified under relevant laws, administrative regulations and regulatory documents. If the issue of convertible bonds by the Company may result in the increase in its registered capital, the convertible bonds shall be issued in accordance with the relevant laws, administrative regulations, regulatory documents and the offering document in relation to the issue.	The increase in the share capital of the Company by issuing new shares shall be approved in accordance with the Articles and shall be conducted in accordance with the procedures specified under relevant laws, administrative regulations and regulatory documents. If the issue of convertible bonds by the Company may result in the increase in its registered capital, the convertible bonds shall be issued in accordance with the relevant laws, administrative regulations, regulatory documents and the offering document in relation to the issue.
16.	Article 26 The Company must prepare a balance sheet and an inventory of assets when it is to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in a newspaper at least three times within 30 days from the said date. Creditors shall, within 30 days of receiving the written notice or within 90 days since the date of the first announcement for those who have not received the written notice, be entitled to demand the Company to pay its debts in full or to provide a guarantee for repayment.	Article 25⁶ The Company must <u>shall</u> prepare a balance sheet and an inventory of assets when it is to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of adopting the resolution to reduce its registered capital <u>at the shareholders' meeting and</u> shall publish an announcement of the resolution in a newspaper <u>or the National Enterprise Credit Information Publicity System</u> at least three times within 30 days from the said date. Creditors shall, within 30 days of receiving the written notice or within 90⁴⁵ days since the date of the first announcement for those who have not received the written notice, be entitled to demand the Company to pay its debts in full or to provide a guarantee for repayment.

No.	Current Articles	Amended Articles
17.	Article 27 The Company may repurchase its shares in the following circumstances in accordance with the laws, regulations and provisions of the Articles and subject to the approval of the relevant authorities of the State: (1) reducing its registered capital of the Company; (2) merging with any other companies holding the shares in the Company; (3) utilising the shares for employee shareholding plan or share incentive scheme; (4) being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the shareholders' general meeting concerning merger or division of the Company; or (5) utilising shares for conversion of convertible corporate bonds issued by the Company; (6) as necessary for maintenance of the Company's value and shareholders' rights and interests; (7) other circumstances permitted by the laws and regulations. Other than the abovementioned circumstances, the Company may not purchase or sell its own shares.	Article 26⁷ The Company may repurchase its shares in the following circumstances in accordance with the laws, regulations and provisions of the Articles and subject to the approval of the relevant authorities of the State: (1) reducing its registered capital of the Company; (2) merging with any other companies holding the shares in the Company; (3) utilising the shares for employee shareholding plan or share incentive scheme; (4) being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the shareholders' general meeting concerning merger or division of the Company; or (5) utilising shares for conversion of convertible corporate bonds issued by the Company; (6) as necessary for maintenance of the Company's value and shareholders' rights and interests; (7) other circumstances permitted by the laws and regulations. Other than the abovementioned circumstances, the Company may not purchase or sell its own shares.

No.	Current Articles	Amended Articles
	Where the Company repurchases its shares under items (1) or (2) above, it shall obtain approval from shareholders' general meeting. Where the Company repurchases its shares under the circumstances stipulated by items (3), (5) or (6) above, it shall be subject to a board resolution which more than two-thirds of the directors attend the meeting. Where the Company repurchases its shares under item (1), it shall cancel the shares within 10 days from the date of repurchase. Where the Company repurchases its shares under items (2) and (4), the Company shall transfer or cancel the shares within six months; where the Company repurchases its shares under the circumstances in items (3), (5) or (6), the aggregate shareholding of the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years. After repurchasing the Company's shares, the Company shall perform information disclosure obligation in accordance with the relevant provisions of the Securities Law and the Hong Kong Listing Rules.	Where the Company repurchases its shares under items (1) or (2) above, it shall obtain approval from shareholders' general meeting. Where the Company repurchases its shares under the circumstances stipulated by items (3), (5) or (6) above, it shall be subject to a board resolution which more than two-thirds of the directors attend the meeting <u>in accordance with the provisions of the Articles of Association or the authorization of the shareholders' meeting.</u> Where the Company repurchases its shares under item (1), it shall cancel the shares within 10 days from the date of repurchase. Where the Company repurchases its shares under items (2) and (4), the Company shall transfer or cancel the shares within six months; where the Company repurchases its shares under the circumstances in items (3), (5) or (6), the aggregate shareholding of the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years. After repurchasing the Company's shares, the Company shall perform information disclosure obligation in accordance with the relevant provisions of the Securities Law and the Hong Kong Listing Rules.

No.	Current Articles	Amended Articles
18.	Article 30 Upon repurchase of shares according to the laws, such portion of shares shall be cancelled within the prescribed period according to the laws and regulations, and the Company shall file an application for the registration of a change of its registered capital with the original company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.	Article 30²⁹ Upon repurchase of shares according to the laws, such portion of shares shall be <u>transferred or</u> cancelled within the prescribed period according to the laws and regulations. <u>The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital</u>, and the Company shall file an application for the registration of a change of its registered capital with the original company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital. <u>Where laws, regulations, regulatory documents, or the securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise regarding matters related to share repurchases, such provisions shall prevail.</u>
19.	Article 34 Shares that have been issued before public offering of the Company shall not be transferred within one year from the date that the shares of the Company are listed on a stock exchange. Directors, supervisors and senior management members of the Company shall declare to the Company that their shareholdings in the Company and any alternation of such shareholdings. They shall not transfer more than 25% of all the shares held in the Company in any particular year during their tenure. They shall not transfer the shares held within one year from the date of the Company's listing on a stock exchange, or six months after their resignation from their positions with the Company.	Article 33³⁴ Shares that have been issued before public offering of the Company shall not be transferred within one year from the date that the shares of the Company are listed on a stock exchange. Directors,—supervisors and senior management members of the Company shall declare to the Company that their shareholdings in the Company and any alternation of such shareholdings. They shall not transfer more than 25% of all the shares held in the Company in any particular year during their tenure <u>as determined at the time of their assumption of office</u>. They shall not transfer the shares held within one year from the date of the Company's listing on a stock exchange, or six months after their resignation from their positions with the Company.

No.	Current Articles	Amended Articles
20.	Article 35 The Company shall not accept any pledge of its shares as the objectives.	Article 34 <u>5</u> The Company shall not accept any pledge of its shares as the objectives.
21.	Article 36 The Company or its subsidiaries shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Company's shares. Such purchasers of the Company's shares shall include those who directly or indirectly assume the obligations in relation to the purchase of the shares of the Company. The Company or its subsidiaries shall not offer any financial assistance at any time by any means in order to reduce or release the obligations of the aforesaid obligator in relation to the purchase or proposed purchase of the shares of the Company. This Article does not apply to the circumstances mentioned in Article 38 of this chapter.	Article 35<u>6</u> The Company or its subsidiaries shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Company's shares. Such purchasers of the Company's shares shall include those who directly or indirectly assume the obligations in relation to the purchase of the shares of the Company. The Company or its subsidiaries shall not offer any financial assistance at any time by any means in order to reduce or release the obligations of the aforesaid obligator in relation to the purchase or proposed purchase of the shares of the Company. This Article does not apply to the circumstances mentioned in Article 38 of this chapter. <u>The Company shall not provide gifts, loans, guarantees or other financial assistance for others to obtain shares of the Company or its parent company, unless the Company implements an employee stock ownership plan.</u>

No.	Current Articles	Amended Articles
22.	Article 37 “The financial assistance” referred to in this chapter includes (without limitation) the following meanings: (1) gift; (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), release or waiver of rights; (3) provision of loan or entering into agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights under, such loan or agreement; and (4) any other form of financial assistance given by the Company when the Company is insolvent, has no net assets or when its net assets would thereby be reduced to a material extent. “Incurs an obligation” referred to in this chapter includes the incurring of obligations by changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.	Article 36⁷ <u>For the benefit of the Company, upon resolution of the shareholders’ meeting, or the board of directors making a resolution in accordance with the Articles or the authorization of the shareholders’ meeting, the Company may provide financial assistance to others to acquire shares of the Company or its parent company, but the cumulative total of financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the board of directors must be approved by more than two-thirds of all directors.</u> “The financial assistance” referred to in this chapter includes (without limitation) the following meanings: (1) gift; (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), release or waiver of rights; (3) provision of loan or entering into agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights under, such loan or agreement; and

No.	Current Articles	Amended Articles
		(4) any other form of financial assistance given by the Company when the Company is insolvent, has no net assets or when its net assets would thereby be reduced to a material extent. “Incur an obligation” referred to in this chapter includes the incurring of obligations by changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.
23.	Article 38 Except as otherwise prohibited by the laws, regulations and regulatory documents, the following activities shall not be deemed to be prohibited for the purpose of Article 36 of this chapter: (1) the provision of financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the purchase of the Company’s shares, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company’s assets by way of dividends; (3) the allotment of bonus shares of the Company as dividends; (4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure effected in accordance with the Articles;	Article 378 <u>If a violation of the provisions of Article 35 and Article 36 hereof causes losses to the Company, the responsible directors and senior management members shall bear liability for compensation.</u> Except as otherwise prohibited by the laws, regulations and regulatory documents, the following activities shall not be deemed to be prohibited for the purpose of Article 36 of this chapter: (1) the provision of financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the purchase of the Company’s shares, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company’s assets by way of dividends; (3) the allotment of bonus shares of the Company as dividends;

No.	Current Articles	Amended Articles
	(5) the lending of money by the Company within its scope of business and in the ordinary course of business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and (6) the provision of money by the Company for an employee shareholding scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits of the Company).	(4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure effected in accordance with the Articles; (5) the lending of money by the Company within its scope of business and in the ordinary course of business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and (6) the provision of money by the Company for an employee shareholding scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits of the Company).
24.	Article 39 Share certificates of the Company shall be in registered form. Share certificates of the Company shall state clearly the following items: (1) name of the Company; (2) incorporation date of the Company; (3) class of share, par value and the number of shares so represented; (4) stock code; and	Article 38⁹ Share certificates of the Company shall be in registered form. Share certificates of the Company shall state clearly the following items: (1) name of the Company; (2) incorporation date of the Company; (3) class of share, par value and the number of shares so represented; (4) stock code; and

No.	Current Articles	Amended Articles
	(5) other items required by the Company Law and the stock exchange of the place where the shares of the Company are listed. Overseas listed shares of the Company may be issued in the form of depositary receipt or other derived forms of shares in accordance with the laws and practices on securities registration and depositary of the place where the shares of the Company are listed.	(5) other items required by the Company Law and the stock exchange of the place where the shares of the Company are listed. Overseas listed shares of the Company may be issued in the form of depositary receipt or other derived forms of shares in accordance with the laws and practices on securities registration and depositary of the place where the shares of the Company are listed.
25.	Article 41 The Company shall maintain a register of members, and include the followings: (1) the name, address (domicile), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid or payable by each shareholder for the respective shares held; (4) the serial numbers of shares held by each shareholder; (5) the date when each shareholder is registered as a shareholder; and (6) the date when each shareholder ceases to be a shareholder. The register of members shall be the sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.	Article 401 The Company shall maintain a register of members, and include the followings: (1) the name and address (domicile); occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid or payable by each shareholder for the respective shares held; (43) the serial numbers of shares held by each shareholder if shares are issued in paper form, the serial numbers of the share certificate; and (54) the date when each shareholder <u>acquires shares.</u> is registered as a shareholder; and (6) the date when each shareholder ceases to be a shareholder. The register of members shall be the sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.

No.	Current Articles	Amended Articles
26.	Article 52 The Committee of the Communist Party of China of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Party Committee”) shall be established within the Company. The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the board of directors of the Company and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management who are Party members can also join the Party Committee in accordance with relevant rules and procedures. The Company shall strengthen the Party’s leadership and improve the corporate governance at the same time. Meanwhile, a commission for discipline inspection (hereinafter referred to as the “Discipline Inspection Commission”) shall be established in accordance with relevant requirements. The Company continues to improve the democratic management system under the Party leadership, with the employee representative meeting as the basis, where major decisions shall be made with regards to the opinions of employees, major issues involving the significant interests of employees must be reviewed by the employee representative meeting to ensure that employee representatives are entitled to participate in corporate governance in an orderly manner and in accordance with the laws. The Labor Union of the Company is responsible for the daily work of the employee representative meeting.	Article 512 The Committee of the Communist Party of China of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Party Committee”) shall be established within the Company. The Party Committee shall consist of one secretary, <u>one or two</u> deputy secretaries and several other members. The chairman of the board of directors of the Company and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management who are Party members can also join the Party Committee in accordance with relevant rules and procedures. The Company shall strengthen the Party’s leadership and improve the corporate governance at the same time. Meanwhile, a commission for discipline inspection (hereinafter referred to as the “Discipline Inspection Commission”) <u>discipline inspection and supervision agency</u> shall be established in accordance with relevant requirements. <u>The Company adheres to the principle of strengthening the Party’s leadership and improving the corporate governance at the same time. It incorporates the Party’s leadership into all aspects of corporate governance, utilizing high-quality Party building to guide the Company’s high-quality development.</u>

No.	Current Articles	Amended Articles
		The Company continues to improve the democratic management system under the Party leadership, with the employee representative meeting as the basis, where major decisions shall be made with regards to the opinions of employees, major issues involving the significant interests of employees must be reviewed by the employee representative meeting to ensure that employee representatives are entitled to participate in corporate governance in an orderly manner and in accordance with the laws. The Labor Union of the Company is responsible for the daily work of the employee representative meeting.
27.	Article 53 The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party's political building of the Company, adhere to and implement the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, ensure and supervise the Company's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;	Article 523 The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) to <u>uphold centralized and unified leadership of the CPC Central Committee over financial work</u>, thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party's political building of the Company, adhere to and implement the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, ensure and supervise the Company's implementation of policies and guidelines of the Party and the State,and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations, <u>and firmly follow the path of financial development with Chinese characteristics</u>;

No.	Current Articles	Amended Articles
	(2) to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, effectively reinforcing the construction of leadership team, cadre team and professional team of the Company, focusing on standards, procedure, evaluation, recommendation and supervision, and uphold the integration of the principle that the Party manages the cadres with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management; (3) to research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the board of directors, the board of supervisors and the senior management of the Company in performing their duties in accordance with laws and support the employees' representative meeting in carrying out its work;	(2) to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, <u>adhere to the standards of excellent politics, excellent ability and excellent work style</u>, effectively reinforcing the construction of leadership team, cadre team and professional team of the Company, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the cadres with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management, <u>and strive to forge a loyal, clean, and responsible high-quality professional financial cadre talent team</u>; (3) to research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the board of directors, the board of supervisors and the senior management of the Company in performing their duties in accordance with laws and support the employees' representative meeting in carrying out its work;

No.	Current Articles	Amended Articles
	(4) to assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Company's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Discipline Inspection Commission in earnestly performing its supervisory responsibilities; (5) to strengthen the building of the Company's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead cadres and employees to devote themselves into the reform and development of the Company; (6) other material matters that fall within the duty of the Party Committee.	(4) to assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Company's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, <u>strengthen the construction of a clean and honest culture</u> and support the Discipline—Inspection—Commission <u>discipline inspection and supervision agency</u> in earnestly performing its supervisory responsibilities; (5) to strengthen the building of the Company's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead cadres and employees to devote themselves into the reform and development of the Company; (6) other material matters that fall within the duty of the Party Committee.

No.	Current Articles	Amended Articles
28.	Article 54 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by such shareholder. Shareholders who hold shares of the same class shall have the same rights and obligations. Where two or more persons are registered as the joint holders of any share(s), they shall be deemed as the joint owners of such share(s), provided that: (1) the Company shall not register more than four persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts payable for such share(s); (3) if one of the joint shareholders is deceased, only the other surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the board of directors shall have the right to require such persons to provide a certificate of death deemed appropriate by the board of directors for the purpose of changing the register of members;	Article <u>53</u>4 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by such shareholder. Shareholders who hold shares of the same class shall have the same rights and obligations. Where two or more persons are registered as the joint holders of any share(s), they shall be deemed as the joint owners of such share(s), provided that: (1) the Company shall not register more than four persons as the joint holders of any share(s); (2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts payable for such share(s); (3) if one of the joint shareholders is deceased, only the other surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the board of directors shall have the right to require such persons to provide a certificate of death deemed appropriate by the board of directors for the purpose of changing the register of members;

No.	Current Articles	Amended Articles
	(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant shares from the Company, to receive notices of the Company, to attend the shareholders' general meeting convened by the Company or to exercise all the voting rights attached to the relevant shares; and any notice served on such shareholder shall be treated as having been served on all joint shareholders of the relevant shares.	(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant shares from the Company, to receive notices of the Company, to attend the shareholders' general—meeting convened by the Company or to exercise all the voting rights attached to the relevant shares; and any notice served on such shareholder shall be treated as having been served on all joint shareholders of the relevant shares.
29.	Article 55 The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to dividends and other types of interest distributed in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend shareholders' general meetings and to vote thereat; (3) the right of supervisory management over the Company's business operations, and the right to present proposals or to raise enquiries; (4) the right to transfer, bestow or pledge shares in accordance with laws, regulations, regulatory documents, relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and provisions of the Articles;	Article 545 The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to dividends and other types of interest distributed in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend shareholders' general—meetings and to vote thereat; (3) the right of supervisory management over the Company's business operations, and the right to present proposals or to raise enquiries; (4) the right to transfer, bestow or pledge shares in accordance with laws, regulations, regulatory documents, relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and provisions of the Articles;

No.	Current Articles	Amended Articles
	(5) the right to obtain relevant information in accordance with the laws, regulations and provisions of the Articles, including: 1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy; 2. the right to inspect and, subject to payment of a reasonable charge, obtain a copy of the following information in the specified place during the business hours of the Company: (1) the particulars of each of the Company's directors, supervisors and senior management members; (2) minutes of shareholders' general meetings; (3) all parts of the register of members; (4) the state of the Company's share capital; (5) the latest audited financial statements, and the reports of the board of directors and the board of supervisors; (6) special resolutions of the shareholders' general meetings; and (7) reports showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total expenses incurred by the Company for this purpose.	(5) <u>the right to inspect and copy the Articles, register of members, minutes of shareholders' meetings, resolutions of the board of directors' meeting, and financial and accounting reports; shareholders meeting the applicable requirements may inspect the Company's accounting books and accounting vouchers. Where the Securities Law and other relevant laws and regulations provide specific provisions for shareholders of listed companies to inspect and copy related materials, such provisions shall prevail;</u> the right to obtain relevant information in accordance with the laws, regulations and provisions of the Articles, including: 1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy; 2. the right to inspect and, subject to payment of a reasonable charge, obtain a copy of the following information in the specified place during the business hours of the Company: (1) the particulars of each of the Company's directors, supervisors and senior management members; (2) minutes of shareholders' general meetings; (3) all parts of the register of members; (4) the state of the Company's share capital; (5) the latest audited financial statements, and the reports of the board of directors and the board of supervisors;

No.	Current Articles	Amended Articles
	If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy after seven days upon the receipt of a reasonable cost. The Company may refuse any inspecting or copying request which involves commercial secrets and price sensitive information of the Company. (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) the right to request the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division made at the shareholders' general meeting; and (8) other rights conferred by the laws, regulations, regulatory documents and the Articles. If any person holding interest directly or indirectly exercises his right based on the shares of the Company without revealing this right to the Company, the Company shall not compromise such person's right based on the shares of the Company by freezing it or otherwise. Shareholders who shall have but have not been approved by the regulatory authorities or who shall have but have not reported to the regulatory authorities may not exercise the rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.	(6) — special — resolutions — of — the shareholders' general meetings; and (7) reports showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total expenses incurred by the Company for this purpose. If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy after seven days upon the receipt of a reasonable cost. The Company may refuse any inspecting or copying request which involves commercial secrets and price sensitive information of the Company. (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) the right to request the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division made at the shareholders' general meeting; and (8) other rights conferred by the laws, regulations, regulatory documents and the Articles.

No.	Current Articles	Amended Articles
	For shareholders who made false statements, abused shareholders' rights or had other acts that jeopardized the interests of the Company, the banking regulatory authority of the State Council or its local offices may restrict or prohibit such shareholders from conducting connected transactions with the Company, restrict their quota on holding the Company's equity, on the proportion of equity pledge, etc., and may restrict their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.	<u>Shareholders meeting the applicable requirements who wish to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law, and other applicable laws and regulations. They shall also provide the Company with written documents evidencing the class and the number of shares they hold in the Company. Upon verifying the shareholder's identity, the Company shall provide the requested materials in accordance with the shareholder's request.</u> <u>In particular, shareholders who, whether individually or collectively, hold more than three percent of the Company's shares continuously for 180 days or more, and who wish to inspect the Company's accounting books and accounting vouchers, shall also submit a written request to the Company specifying the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and accounting vouchers is pursued for improper purposes and may damage the legitimate interests of the Company, it may refuse to grant such access. Shareholders may appoint intermediary institutions such as accounting firms or law firms to carry out the inspection of the accounting books and accounting vouchers. When shareholders or their authorized accounting firms, law firms, or other intermediary institutions inspect or copy relevant materials, they shall comply with applicable laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy, and personal information.</u>

No.	Current Articles	Amended Articles
		If any person holding interest directly or indirectly exercises his right based on the shares of the Company without revealing this right to the Company, the Company shall not compromise such person's right based on the shares of the Company by freezing it or otherwise. Shareholders who shall have but have not been approved by the regulatory authorities or who shall have but have not reported to the regulatory authorities may not exercise the rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc. For shareholders who made false statements, abused shareholders' rights or had other acts that jeopardized the interests of the Company, the banking regulatory authority of the State Council or its local offices may restrict or prohibit such shareholders from conducting connected transactions with the Company, restrict their quota on holding the Company's equity, on the proportion of equity pledge, etc., and may restrict their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.
30.	Article 56 Where a shareholder requests to inspect or obtain the relevant information pursuant to item (5) in Article 55, such shareholder shall first submit a written request to the Company together with written documents evidencing the class and the number of shares held by such shareholder in the Company and the Company shall provide at the request of such shareholder the above information upon verification of such shareholder.	Article 56 Where a shareholder requests to inspect or obtain the relevant information pursuant to item (5) in Article 55, such shareholder shall first submit a written request to the Company together with written documents evidencing the class and the number of shares held by such shareholder in the Company and the Company shall provide at the request of such shareholder the above information upon verification of such shareholder.

No.	Current Articles	Amended Articles
31.	Article 57 If a resolution of a shareholders' general meeting or a board resolution violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the same as invalid. If the procedure for convening a shareholders' general meeting or board meeting, or the method of voting thereat, violates the laws, administrative regulations or the Articles, or the contents of a resolution violate the Articles, a shareholder shall have the right to request a people's court to rescind such resolution within 60 days from the date of adopting such resolution. If the Company completes the formalities in respect of the change of registration pursuant to a shareholders' resolution or a board resolution, the Company shall apply to the registration authority for cancelling the change of registration after a people's court has declared that such resolution is invalid or has rescinded such resolution.	Article 55⁷ If a resolution of a shareholders' general-meeting or a board resolution violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the same as invalid. If the procedure for convening a shareholders' general-meeting or board meeting, or the method of voting thereat, violates the laws, administrative regulations or the Articles, or the contents of a resolution violate the Articles, a shareholder shall have the right to request a people's court to rescind such resolution within 60 days from the date of adopting such resolution. <u>However, this does not apply if the convening procedures or the voting methods of the shareholders' meeting only have minor defects that do not substantially affect the resolution.</u> If the Company completes the formalities in respect of the change of registration pursuant to a shareholders' resolution or a board resolution, the Company shall apply to the registration authority for cancelling the change of registration after a people's court has declared that such resolution is invalid or has rescinded such resolution.

No.	Current Articles	Amended Articles
32.	Article 58 Holders of the ordinary shares of the Company shall have the following obligations: (1) to abide by the laws and regulations, regulatory requirements and the Articles; (2) to contribute to the share capital according to the number of shares subscribed by them and the methods of capital contribution, to perform capital contribution obligation in strict compliance with the requirements of the laws and regulations and the requirements of the banking regulatory authority of the State Council, purchase shares of the Company with their own funds and ensure the funds are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws, regulations or regulatory policies; to meet the regulatory requirements about the shareholding proportions and the number of institutional shareholders, and not to entrust others or be entrusted by others to hold shares of the Company; (3) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and regulations;	Article 58 Holders of the ordinary shares of the Company shall have the following obligations: (1) to abide by the laws and regulations, regulatory requirements and the Articles; (2) to contribute to the share capital according to the number of shares subscribed by them and the methods of capital contribution, to perform capital contribution obligation in strict compliance with the requirements of the laws and regulations and the requirements of the banking regulatory authority of the State Council, purchase shares of the Company with their own funds and ensure the funds are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws, regulations or regulatory policies; to meet the regulatory requirements about the shareholding proportions and the number of institutional shareholders, and not to entrust others or be entrusted by others to hold shares of the Company; (3) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and regulations;

No.	Current Articles	Amended Articles
	(4) not to abuse the Company's independent status as a legal person and the shareholders' limited liability to damage the interest of the creditors of the Company; shareholders, and their controlling shareholders and de facto controllers shall not abuse the rights of shareholders or use their affiliation to cause detriment to the legitimate interests of the Company, other shareholders or stakeholders; they shall not interfere with the decision-making and management rights of the board of directors and senior management in accordance with the Articles of Association of the Company; they shall not bypass the board of directors and senior management to directly interfere with the operation and management of the Company; (5) to perform their fiduciary duties to the Company; the shareholder shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Company of its financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, connected party, person acting in concert, beneficial owner, investment in other financial institutions, and other information;	(4) not to abuse the Company's independent status as a legal person and the shareholders' limited liability to damage the interest of the creditors of the Company; shareholders, and their controlling shareholders and de facto controllers shall not abuse the rights of shareholders or use their affiliation to cause detriment to the legitimate interests of the Company, other shareholders or stakeholders; they shall not interfere with the decision-making and management rights of the board of directors and senior management in accordance with the Articles of Association of the Company; they shall not bypass the board of directors and senior management to directly interfere with the operation and management of the Company; (5) to perform their fiduciary duties to the Company; the shareholder shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Company of its financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, connected party, person acting in concert, beneficial owner, investment in other financial institutions, and other information;

No.	Current Articles	Amended Articles
	(6) to notify the Company of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions, if they are involved in a merger or demerger, or are subject to an order for suspension of business for overhaul, designated custody, receivership, abolishment or any measure, or are subject to a dissolution, liquidation, bankruptcy proceeding, or have a change in their legal representative, company name, business premises, business scope, or any other important matter; (7) to notify the Company of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions, in case where the shares of the Company held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, are pledged or released from a pledge; (8) to comply with laws, regulations and regulatory provisions, and shall not harm the interests of other shareholders and the Company, if they transfer or pledge the shares of the Company held by them, or conduct a connected party transaction with the Company;	(6) to notify the Company of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions, if they are involved in a merger or demerger, or are subject to an order for suspension of business for overhaul, designated custody, receivership, abolishment or any measure, or are subject to a dissolution, liquidation, bankruptcy proceeding, or have a change in their legal representative, company name, business premises, business scope, or any other important matter; (7) to notify the Company of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions, in case where the shares of the Company held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, are pledged or released from a pledge; (8) to comply with laws, regulations and regulatory provisions, and shall not harm the interests of other shareholders and the Company, if they transfer or pledge the shares of the Company held by them, or conduct a connected party transaction with the Company;

No.	Current Articles	Amended Articles
	(9) to support the reasonable capital plans formulated by the board of directors of the Company to enable the Company to meet regulatory capital requirements constantly; (for substantial shareholders) to replenish the capital or give a written undertaking to the Company to replenish the capital when necessary, except for shareholders of Ministry of Finance, National Council for Social Security Fund and shareholders approved to be exempted by the banking regulatory authorities of the State Council; (10) to cooperate with the regulatory authorities in investigation and risk disposal, in case where the Company has a risk event or commits a material violation of provisions; (11) other obligations imposed by the laws, regulations, regulatory documents and the Articles. Shareholders shall not be liable for making any additional contributions to the share capital other than according to the terms as agreed as a subscriber of the shares at the time of subscription. Shareholders shall nominate candidates for directors and supervisors in strict compliance with the conditions and procedures required by laws, regulations and the Articles. In accordance with laws, regulations and regulatory requirements, the Company shall establish the corresponding loss absorption and risk defense mechanisms in case of material risks.	(9) to support the reasonable capital plans formulated by the board of directors of the Company to enable the Company to meet regulatory capital requirements constantly; (for substantial shareholders) to replenish the capital or give a written undertaking to the Company to replenish the capital when necessary, except for shareholders of <u>Ministry of Finance, Central Huijin Investment Ltd.</u>, National Council for Social Security Fund and shareholders approved to be exempted by the banking regulatory authorities of the State Council; (10) to cooperate with the regulatory authorities in investigation and risk disposal, in case where the Company has a risk event or commits a material violation of provisions; (11) other obligations imposed by the laws, regulations, regulatory documents and the Articles. Shareholders shall not be liable for making any additional contributions to the share capital other than according to the terms as agreed as a subscriber of the shares at the time of subscription. Shareholders shall nominate candidates for directors and supervisors in strict compliance with the conditions and procedures required by laws, regulations and the Articles. <u>In principle, the number of directors nominated by the same shareholder and its related parties shall not exceed one-third of the total members of the board of directors, except as otherwise stipulated by the state. Shareholders and their related parties that have already nominated non-independent directors shall not nominate independent directors.</u>

No.	Current Articles	Amended Articles
	For the obligations of ordinary shareholders stipulated in this Article, where the shareholder is the financial departments of the State Council, the investment institutions authorized by the State Council, etc., the laws, regulations, department rules and regulatory documents stipulate otherwise, such provisions shall prevail. For the obligations of ordinary shareholders stipulated in this Article, the financial departments of the State Council, the investment institutions authorized by the State Council and other relevant shareholders shall not be subject to the obligations not applicable thereto.	In accordance with laws, regulations and regulatory requirements, the Company shall establish the corresponding loss absorption and risk defense mechanisms in case of material risks. <u>The Company absorbs losses and defends risks with the paid-in capital, capital reserves, surplus reserves, undistributed profits, general risk reserves, etc., in case of material risks.</u> For the obligations of ordinary shareholders stipulated in this Article, where the shareholder is the financial departments of the State Council, the investment institutions authorized by the State Council, etc., the laws, regulations, department rules and regulatory documents stipulate otherwise, such provisions shall prevail. For the obligations of ordinary shareholders stipulated in this Article, the financial departments of the State Council, the investment institutions authorized by the State Council and other relevant shareholders shall not be subject to the obligations not applicable thereto.

No.	Current Articles	Amended Articles
33.	Article 59 Prior approval from the banking regulatory authority of the State Council is required for an investor together with its connected parties and persons acting in concert that plan to hold, either separately or jointly, for the first time or accumulatively increase the holding of 5% or more of total issued shares of the Company. When an investor and its connected parties and persons acting in concert hold, either separately or jointly, not less than 1% but not more than 5% of the Company's total shares, the Company shall, within 10 working days from the date of obtaining corresponding equities by them, report to the banking regulatory authority of the State Council. Any shareholder who owns more than 5% of the total shares must report in writing to the Company on the day it occurs so that the Company could apply for the approval to the banking regulatory authority of the State Council within five days from the date of the occurrence of the event. If a shareholder who owns 5% or more of the total shares of the Company without prior approval of the banking regulatory authority of the State Council, the exercise of rights of the shareholder in respect of the shares in excess of 5% of the total shares of the Company ("Excess Shares") as stipulated in Article 55 shall be subject to restrictions unless approval is obtained from the banking regulatory authority of the State Council. The restrictions include (without limitation): (1) the Excess Shares shall have no voting rights at shareholders' general meetings (including class shareholders' meeting); and	Article 59⁷⁹ Prior approval from the banking regulatory authority of the State Council is required for an investor together with its connected parties and persons acting in concert that plan to hold, either separately or jointly, for the first time or accumulatively increase the holding of 5% or more of total issued shares of the Company. When an investor and its connected parties and persons acting in concert hold, either separately or jointly, not less than 1% but not more than 5% of the Company's total shares, the Company shall, within 10 working days from the date of obtaining corresponding equities^{shares} by them, report to the banking regulatory authority of the State Council. Any shareholder who owns more than 5% of the total shares must report in writing to the Company on the day it occurs so that the Company could apply for the approval to the banking regulatory authority of the State Council within five days from the date of the occurrence of the event. If a shareholder who owns 5% or more of the total shares of the Company without prior approval of the banking regulatory authority of the State Council, the exercise of rights of the shareholder in respect of the shares in excess of 5% of the total shares of the Company ("Excess Shares") as stipulated in Article 55⁵⁴ shall be subject to restrictions unless approval is obtained from the banking regulatory authority of the State Council. The restrictions include (without limitation): (1) the Excess Shares shall have no voting rights at shareholders' general meetings (including class shareholders' meeting); and

No.	Current Articles	Amended Articles
	(2) the Excess Shares shall have no rights in respect of the nomination of candidates for directors or supervisors as provided in the Articles. Notwithstanding the foregoing, holders of Excess Shares shall not be subject to any restrictions in exercising other shareholders' rights pursuant to Article 55. If a shareholder fails to obtain approval from the banking regulatory authority of the State Council for the holding of Excess Shares, the shareholder shall dispose of the Excess Shares within a period prescribed by the banking regulatory authority of the State Council.	(2) the Excess Shares shall have no rights in respect of the nomination of candidates for directors or supervisors as provided in the Articles; <u>and</u> <u>(3) the shareholder shall not exercise rights such as the right to request convening of the shareholders' meeting, to propose resolutions and to dispose based on the Excess Shares.</u> Notwithstanding the foregoing, holders of Excess Shares shall not be subject to any restrictions in exercising other shareholders' rights pursuant to Article 55<u>54</u>. If a shareholder fails to obtain approval from the banking regulatory authority of the State Council for the holding of Excess Shares, the shareholder shall dispose of the Excess Shares within a period prescribed by the banking regulatory authority of the State Council.

No.	Current Articles	Amended Articles
34.	Article 60 The controlling shareholder shall exercise his/her/its rights as an investor in strict compliance with the laws, regulations, regulatory documents and the Articles, and shall not seek improper interests or impair the legal rights of the Company or other shareholders by leveraging its controlling position. The controlling shareholder and de facto controller of the Company shall not impair the Company's interests with his/her/its related relations. In breach of any regulations, compensation for the loss incurred to the Company shall be assumed by the controlling shareholder and/or the de facto controller. Other than obligated by laws, regulations, regulatory documents or the listing rules of the stock exchange where the Company's shares are listed, the controlling shareholder, when exercising his/her/its rights as a shareholder, shall not vote to bring about decisions that would impair the interest of all or part of the shareholders on the following matters: (1) to release the obligation of a director or supervisor to act honestly in the best interests of the Company; (2) to allow directors and supervisors for the interest of themselves or others, to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company; and	Article 60<u>58</u> The controlling shareholder shall exercise his/her/its rights as an investor in strict compliance with the laws, regulations, regulatory documents and the Articles, and shall not seek improper interests or impair the legal rights of the Company or other shareholders by leveraging its controlling position. The controlling shareholder and de facto controller of the Company shall not impair the Company's interests with his/her/its related relations. In breach of any regulations, compensation for the loss incurred to the Company shall be assumed by the controlling shareholder and/or the de facto controller. <u>The controlling shareholder and de facto controller of the Company shall comply with the following provisions:</u> <u>(1) to exercise shareholders' rights in accordance with the law, and not to abuse control or use related-party relationships to damage the legitimate rights and interests of the Company or other shareholders;</u> <u>(2) to strictly fulfill the public statements and commitments made, and not to change or exempt them without permission;</u> <u>(3) to strictly perform the obligations of information disclosure in accordance with relevant regulations, actively cooperate with the Company to carry out information disclosure work, and promptly inform the Company of any significant events that have occurred or are expected to occur;</u>

No.	Current Articles	Amended Articles
	(3) to allow directors and supervisors for the interest of themselves or others, to expropriate the rights of shareholders, including (without limitation) rights to distributions and voting rights, save pursuant to a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles.	<u>(4) not to use the Company's funds in any manner;</u> <u>(5) not to force, instruct, or require the Company or relevant personnel to provide guarantees in violation of laws and regulations;</u> <u>(6) not to utilize non-public material information of the Company to seek benefits, not to disclose any non-public material information relating to the Company in any manner, and not to engage in insider trading, short-term trading, market manipulation, or any other illegal behaviours;</u> <u>(7) not to damage the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distributions, asset restructuring, foreign investments, or any other means;</u> <u>(8) to ensure the Company's integrity of assets, and independence in personnel, finance, organization, and operations, and not to affect the Company's independence in any manner; and</u> <u>(9) to comply with laws, administrative regulations, rules, regulatory provisions, the provisions of the securities regulatory authorities of the place where the Company's shares are listed, and other provisions of the Articles.</u>

No.	Current Articles	Amended Articles
		Other than obligated by laws, regulations, regulatory documents or the listing rules of the stock exchange where the Company's shares are listed, the controlling shareholder, when exercising his/her/its rights as a shareholder, shall not vote to bring about decisions that would impair the interest of all or part of the shareholders on the following matters: (1) to release the obligation of a director or supervisor to act honestly in the best interests of the Company; (2) to allow directors and supervisors for the interest of themselves or others, to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company; and (3) to allow directors and supervisors for the interest of themselves or others, to expropriate the rights of shareholders, including (without limitation) rights to distributions and voting rights, save pursuant to a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles.
35.	Article 61 If any shareholder pledges the Company's shares as collateral for himself/herself/itself or others, he/she/it shall notify the board of directors of the Company in advance and shall be in strict accordance with laws and regulations and the requirements of the regulatory authorities. The office of the board of directors or any other departments designated by the board of directors shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Company.	Article 64<u>59</u> If any shareholder pledges the Company's shares as collateral for himself/herself/itself or others, he/she/it shall notify the board of directors of the Company in advance and shall be in strict accordance with laws and regulations and the requirements of the regulatory authorities. The office of the board of directors or any other departments designated by the board of directors shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Company.

No.	Current Articles	Amended Articles
	Shareholders who have seats in the board of directors and/or the board of supervisors of the Company, or who directly, indirectly, or jointly hold or control more than 2% of the shares or voting rights of the Company shall apply in advance to the board of directors for filing before pledging the shares of the Company, and indicate the reasons for the pledge, amount of shares pledged, term of pledge, pledgee and other basic information. Where the board of directors considers there exists a material adverse effect on the Company's equity stability, corporate governance, risk and connected transaction control, etc., such pledge shall not be filed. When the board of directors considers relevant filings, the directors appointed by the shareholders proposing such pledge shall abstain from voting. Shareholders shall, after completing share pledge registration, cooperate with the Company's work of risk management and information disclosure, and provide the information involving share pledge to the Company in a timely manner. Shareholders shall not pledge their shares of the Company if the balance of their loans from the Company exceeds the audited net value of the equities of the Company they hold for the previous year. If the number of shares of the Company pledged by such shareholder is equal to or greater than 50% of the shares held by such shareholder in the Company, the voting right attached to the pledged shares may not be exercised at the shareholders' general meeting, and the directors nominated by such shareholder may not vote at a board meeting or be included in the number of board meeting attendees.	Shareholders who have seats in the board of directorsand/or the board of supervisors of the Company, or who directly, indirectly, or jointly hold or control more than 2% of the shares or voting rights of the Company shall apply in advance to the board of directors for filing before pledging the shares of the Company, and indicate the reasons for the pledge, amount of shares pledged, term of pledge, pledgee and other basic information. Where the board of directors considers there exists a material adverse effect on the Company's equity stability, corporate governance, risk and connected transaction control, etc., such pledge shall not be filed. When the board of directors considers relevant filings, the directors appointed by the shareholders proposing such pledge shall abstain from voting. Shareholders shall, after completing share pledge registration, cooperate with the Company's work of risk management and information disclosure, and provide the information involving share pledge to the Company in a timely manner. Shareholders shall not pledge their shares of the Company if the balance of their loans from the Company exceeds the audited net value of the equities of the Company they hold for the previous year. If the number of shares of the Company pledged by such shareholder is equal to or greater than 50% of the shares held by such shareholder in the Company, the voting right attached to the pledged shares may not be exercised at the shareholders' general meeting, and the directors nominated by such shareholder may not vote at a board meeting or be included in the number of board meeting attendees.

No.	Current Articles	Amended Articles
36.	Article 62 The shareholders' general meeting is the organ of power of the Company. The shareholders' general meeting exercises the following functions and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles: (1) to decide the Company's operating policies and investment plans; (2) to elect, replace and remove the directors and supervisors who are not representative of the employees of the Company, and to decide on matters related to the emoluments of directors and supervisors; (3) to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the board of supervisors; (5) to consider and approve the annual financial budget and final account statement of the Company; (6) to consider and approve the Company's profit distribution plan and loss recovery plan; (7) to resolve on any increase or reduction in the Company's registered capital; (8) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;	Article 60² The shareholders' general meeting is the organ of power of the Company. The shareholders' general meeting exercises the following functions and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles: (1) to decide the Company's operating policies and investment plans; (2)¹ to elect, replace and remove the <u>relevant</u> directors and supervisors who are not representative of the employees of the Company, and to decide on matters related to the emoluments of directors and supervisors; (3)² to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the board of supervisors; (5)³ to consider and approve the annual financial budget and final account statement of the Company; (6)⁴ to consider and approve the Company's profit distribution plan and loss recovery plan; (7)⁵ to resolve on any increase or reduction in the Company's registered capital; (8)⁶ to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing;

No.	Current Articles	Amended Articles
	(9) to resolve on matters related to merger, separation, dissolution, liquidation of the Company or alternation on the form of the Company; (10) to amend the Articles, the procedural rules of the shareholders' general meeting, and the meetings of the board of directors and the board of supervisors; (11) to decide the engagement, dismissal or replacement of accounting firms of the Company for conducting regular statutory audits work for the Company's financial reports; (12) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (13) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, write-off of assets, external donations of the Company and major decisions of legal corporations; (14) to consider and approve matters in relation to the change of use of the raised fund; (15) to consider and approve share incentive scheme;	(97) to resolve on matters related to merger, separation, dissolution, liquidation of the Company or alternation on the form of the Company; (408) to amend the Articles, the procedural rules of the shareholders' general meeting, and the meetings of the board of directors and the board of supervisors; (419) to decide the engagement, <u>or</u> dismissal or replacement of accounting firms of the Company for conducting regular statutory audits work for the Company's financial reports; (102) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (113) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, write-off of assets, external donations of the Company and major decisions of legal corporations; (124) to consider and approve matters in relation to the change of use of the raised fund; (135) to consider and approve share incentive scheme;

No.	Current Articles	Amended Articles
	(16) to consider and approve any purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year; (17) to consider and approve connected transactions required to be approved by the shareholders' general meeting under the law, regulations, regulatory documents and the securities regulatory authorities of the place where the Company's shares are listed; (18) to consider any motion raised by shareholders, individually or in aggregate, holding more than 3% of issued shares of the Company with voting rights; (19) to determine the issuance of preference shares; to determine or authorize the board of directors to determine matters relating to preference shares issued by the Company, including but not limited to redemption, conversion and distribution of dividends; (20) to consider and approve all other matters which are required to be determined by the shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles.	(1<u>4</u>6) to consider and approve any purchase, disposal or provision of guarantee <u>to others</u> with aggregate value of more than 30% of the total assets of the Company within a period of a year; (1<u>5</u>7) to consider and approve connected transactions required to be approved by the shareholders' general meeting under the law, regulations, regulatory documents and the securities regulatory authorities of the place where the Company's shares are listed; (1<u>6</u>8) to consider any motion raised by shareholders, individually or in aggregate, holding more than <u>3</u>1% of issued shares of the Company with voting rights; (1<u>7</u>9) to determine the issuance of preference shares; to determine or authorize the board of directors to determine matters relating to preference shares issued by the Company, including but not limited to redemption, conversion and distribution of dividends; (20<u>18</u>) to consider and approve all other matters which are required to be determined by the shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles.

No.	Current Articles	Amended Articles
	The above matters which are within the scope of authority of the shareholders' general meeting shall be considered and approved by the shareholders' general meetings. However, the shareholders' general meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.	The above matters which are within the scope of authority of the shareholders' general -meeting shall be considered and approved by the shareholders' general meetings. However, the shareholders' general -meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.
37.	Article 65 The Company shall not, without prior approval of the shareholders' general meeting or any party authorized by the shareholders' general meeting, enter into any contract with any person other than a director, supervisor or senior management member whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person.	Article 63 ⁵ The Company shall not, without prior approval of the shareholders' general -meeting or any party authorized by the shareholders' general -meeting, enter into any contract with any person other than a director, supervisor or senior management member whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person.
38.	Article 66 Shareholders' general meetings include annual general meetings and extraordinary general meetings. The annual general meetings are required to be held once every year and within six months from the close of the preceding accounting year. If the meeting is deferred under special circumstances, the Company shall promptly report to the banking regulatory authority of the State Council and explain the reason therefor.	Article 64 ⁶ Shareholders' general meetings include annual general <u>shareholders'</u> meetings and extraordinary general — <u>shareholders'</u> meetings. The annual general <u>shareholders'</u> meetings are required to be held once every year and within six months from the close of the preceding accounting year. If the meeting is deferred under special circumstances, the Company shall promptly report to the banking regulatory authority of the State Council and explain the reason therefor.

No.	Current Articles	Amended Articles
	An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is lower than the minimum quorum or less than two-thirds of the total number of directors specified at the shareholders' general meeting; (2) the uncovered loss of the Company reaches one-third of the Company's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Company request to convene the meeting in writing; (4) the board of directors deems it necessary to convene the meeting; (5) the board of supervisors proposes to convene the meeting; (6) when proposed to convene the meeting by at least one-half and not less than two independent directors; or (7) any other circumstances as stipulated by the laws, regulations, regulatory documents and the Articles. The shareholding of the shareholders mentioned in item (3) above shall be calculated as of the close of the date or, if it falls on a non-trading date, the prior trading date on which such shareholders request to convene the meeting in writing.	An extraordinary <u>shareholders'</u>general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is lower than <u>less than</u> the minimum quorum or less than two-thirds of the <u>minimum</u> total number of directors specified at the shareholders' general meeting <u>stipulated in the Articles</u>; (2) the uncovered loss of the Company reaches one-third of the Company's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Company request to convene the meeting in writing; (4) the board of directors deems it necessary to convene the meeting; (5) the board of supervisors <u>audit committee</u> proposes to convene the meeting; (6) when proposed to convene the meeting by at least one-half <u>the majority of</u> and not less than two independent directors; or (7) any other circumstances as stipulated by the laws, regulations, regulatory documents and the Articles. The shareholding of the shareholders mentioned in item (3) above shall be calculated as of the close of the date or, if it falls on a non-trading date, the prior trading date on which such shareholders request to convene the meeting in writing.

No.	Current Articles	Amended Articles
39.	Article 67 A shareholders' general meeting shall be convened by the board of directors. Subject to the relevant requirements in this section, the board of supervisors or shareholders shall have the right to convene a shareholders' general meeting.	Article 65⁷ <u>The shareholders' meeting of the Company shall be held at the Company's domicile or other designated location.</u> A shareholders' general meeting shall be convened by the board of directors. Subject to the relevant requirements in this section, the board of supervisors <u>audit committee</u> or shareholders shall have the right to convene a shareholders' general meeting.
40.	Article 68 Not less than one-half of the independent directors (or at least two independent directors) may jointly propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall convene an extraordinary general meeting within two months upon receipt of the proposal in accordance with the laws, regulations and the Articles.	Article 66⁸ <u>With the consent of the majority (at least two independent directors) of all independent directors, Not less than one-half of the independent directors (or at least two independent directors) may jointly propose to the board of directors in writing to convene an extraordinary general——shareholders' meeting. Regarding a proposal from independent directors to convene an extraordinary shareholders' meeting, Tthe board of directors shall provide a written feedback on whether or not they agree to convene the extraordinary shareholders' meeting within 10 days after receiving the proposal convene an extraordinary general meeting within two months upon receipt of the proposal in accordance with the laws, regulations and the Articles.</u> <u>If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the extraordinary shareholders' meeting within 5 days after making the resolution of the board of directors. If the board of directors does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.</u>

No.	Current Articles	Amended Articles
41.	Article 69 The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall make a response in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles. If the board of directors agrees to convene an extraordinary general meeting, a notice of convening such meeting shall be issued within five days after a resolution of the board of directors is passed. Approval of the board of supervisors must be sought if the original proposal contained in the notice is changed. If the board of directors does not agree to convene an extraordinary general meeting, or fails to give its response within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to have failed, to perform its duty to convene a shareholders' general meeting, and the board of supervisors may convene and preside over the shareholders' general meeting.	Article 69 The board of supervisors <u>audit committee</u> shall have the right to propose to the board of directors to convene an extraordinary general shareholders' meeting in writing. The board of directors shall make a response in writing as to whether or not it agrees to convene such extraordinary general shareholders' meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles. If the board of directors agrees to convene an extraordinary general shareholders' meeting, a notice of convening such meeting shall be issued within five days after a resolution of the board of directors is passed. Approval of the <u>audit committee</u> board of supervisors must be sought if the original proposal contained in the notice is changed. If the board of directors does not agree to convene an extraordinary general shareholders' meeting, or fails to give its response within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to have failed, to perform its duty to convene a shareholders' general meeting, and the <u>audit committee</u> board of supervisors may convene and preside over the shareholders' general meeting.

No.	Current Articles	Amended Articles
42.	Article 70 Shareholders who individually or jointly hold more than 10% of the shares of the Company (the “Requesting Shareholders”) requesting to convene an extraordinary general meeting or class meetings shall be in accordance with following procedures: (1) Requesting Shareholders may propose to the board of directors to convene an extraordinary general meeting or class meeting in writing by signing one or more written proposals in the same form and with the same contents. The board of directors shall make a response in writing as to whether or not it agrees to convene such general meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and the Articles; (2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meeting shall be issued within five days after the resolution of the board of directors is passed. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (3) If the board of directors does not agree to convene an extraordinary general meeting or class meeting, or fails to give its response within 10 days upon receipt of the proposal, the Requesting Shareholders shall have the right to propose to the board of supervisors to convene an extraordinary general meeting and such proposal shall be proposed to the board of supervisors in writing;	Article 70⁶⁸ Shareholders who individually or jointly hold more than 10% of the shares of the Company (the “Requesting Shareholders”) requesting to convene an extraordinary—general<u>shareholders’</u> meeting or class meetings shall be in accordance with following procedures: (1) Requesting Shareholders may propose to the board of directors to convene an extraordinary—general<u>shareholders’</u> meeting or class meeting in writing by signing one or more written proposals in the same form and with the same contents. The board of directors shall make a response in writing as to whether or not it agrees to convene such—general<u>shareholders’</u> meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and the Articles; (2) If the board of directors agrees to convene an extraordinary—general<u>shareholders’</u> meeting or class meeting, a notice for convening such meeting shall be issued within five days after the resolution of the board of directors is passed. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (3) If the board of directors does not agree to convene an extraordinary general—shareholders’ meeting or class meeting, or fails to give its response within 10 days upon receipt of the proposal, the Requesting Shareholders shall have the right to propose to the board of supervisors<u>audit committee</u> to convene an extraordinary—general<u>shareholders’</u> meeting and such proposal shall be proposed to the <u>audit committee</u> board of supervisors in writing;

No.	Current Articles	Amended Articles
	(4) If the board of supervisors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days upon receipt of the proposal. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (5) If the board of supervisors fails to give the notice of such meeting within the prescribed period, shareholders who individually or jointly hold 10% or more of the Company's shares for not less than 90 consecutive days (the "Convening Shareholders") shall be entitled to convene the meeting.	(4) If the <u>audit committee</u> board of supervisors agrees to convene an extraordinary general <u>shareholders'</u> meeting, a notice for convening such meeting shall be issued within five days upon receipt of the proposal. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (5) If the <u>audit committee</u> board of supervisors fails to give the notice of such meeting within the prescribed period, <u>the audit committee shall be deemed as failing to convene and preside over the shareholders' meeting,</u> and shareholders who individually or jointly hold 10% or more of the Company's shares for not less than 90 consecutive days (the "Convening Shareholders") shall be entitled to convene <u>and preside over</u> the meeting.

No.	Current Articles	Amended Articles
43.	Article 71 Shareholding proportion of the Convening Shareholders who intend to convene a shareholders' general meeting shall not be less than 10% prior to announcement of the resolution of the shareholders' general meeting. In case the board of supervisors or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall coordinate and the board of directors shall provide the register of members as at the share registration date. Necessary costs incurred for the shareholders' general meetings convened by the board of supervisors or Convening Shareholders shall be borne by the Company.	Article 74⁶⁹ Shareholding proportion of the Convening Shareholders who intend to convene a shareholders' general meeting shall not be less than 10% prior to announcement of the resolution of the shareholders' general meeting. <u>A shareholders' meeting convened by the audit committee or by the shareholders on their own shall be notified in writing to the board of directors and filed in accordance with the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed.</u> <u>When issuing the notice of the shareholders' meeting and publishing the announcement of the resolution of the shareholders' meeting, the audit committee or the Convening Shareholders shall submit relevant supporting materials to the securities regulatory authorities of the place where the Company's shares are listed.</u> In case the <u>audit committee</u> board of supervisors or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall coordinate and the board of directors shall provide the register of members as at the share registration date. Necessary costs incurred for the shareholders' general meetings convened by the board of supervisors <u>audit committee</u> or Convening Shareholders shall be borne by the Company.

No.	Current Articles	Amended Articles
44.	Article 72 When the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors, more than half of independent directors (at least two) and shareholders, individually or in the aggregate, holding 3% or more of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall place matters in the proposals within the scope of functions of the shareholders' general meeting on the agenda of such meeting. Shareholders, individually or in the aggregate, holding more than 3% of the shares of the Company shall have the right to submit interim proposals in writing 10 days before the shareholders' general meeting to the convener of such meeting. The convener shall within two days upon receiving such proposals give supplemental notice to other shareholders, and place matters in the interim proposals within the scope of functions and powers of the shareholders' general meeting on the agenda of such meeting.	Article 702 When the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors <u>audit committee</u>, the majority more than half of independent directors (at least two) and shareholders, individually or in the aggregate, holding <u>31%</u> or more of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall place matters in the proposals within the scope of functions of the shareholders' general meeting on the agenda of such meeting. Shareholders, individually or in the aggregate, holding more than <u>31%</u> of the shares of the Company shall have the right to submit interim proposals in writing 10 days before the shareholders' general meeting to the convener of such meeting. The convener shall within two days upon receiving such proposals give supplemental notice to other shareholders, and place matters in the interim proposals within the scope of functions and powers of the shareholders' general meeting on the agenda of such meeting, <u>except for the interim proposals that violate laws, administrative regulations, or the Articles, or do not fall within the scope of functions and powers of the shareholders' meeting.</u>

No.	Current Articles	Amended Articles
45.	Article 76 The notice of shareholders' general meeting shall be in written form and shall contain the following: (1) the convener of the meeting; (2) the location, date and duration of the meeting; (3) the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only; (4) the information and explanation necessary for shareholders to make decisions regarding the matters to be discussed, including (but not limited to) specific terms and contracts (if any) for a proposed transaction, and a detailed explanation of the reasons and consequences where the Company proposes a merger, repurchase of shares, restructuring of shares or other form of restructuring; (5) where any directors, supervisors and other senior management members have an important interest in matters to be discussed, the nature and extent of that interest shall be disclosed. Further, where the impact of the matters to be discussed by such directors, supervisors and other senior management members who are shareholders is different from the impact on other shareholders of the same class, the difference shall be explicitly explained;	Article 74⁶ The notice of shareholders' general meeting shall be in written form and shall contain the following: (1) the convener of the meeting; (2) the location, date and duration of the meeting; (3) the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only; (4) the information and explanation necessary for shareholders to make decisions regarding the matters to be discussed, including (but not limited to) specific terms and contracts (if any) for a proposed transaction, and a detailed explanation of the reasons and consequences where the Company proposes a merger, repurchase of shares, restructuring of shares or other form of restructuring; (5) where any directors, supervisors and other senior management members have an important interest in matters to be discussed, the nature and extent of that interest shall be disclosed. Further, where the impact of the matters to be discussed by such directors, supervisors and other senior management members who are shareholders is different from the impact on other shareholders of the same class, the difference shall be explicitly explained;

No.	Current Articles	Amended Articles
	(6) the full text of any special resolution proposed to be passed at the meeting; (7) a prominent statement that shareholders entitled to attend the shareholders' general meeting may entrust one or more proxies, who does not need to be a shareholder of the Company, to attend the meeting and vote on their behalf; (8) the time and place for the delivery of the proxy letter of the meeting; (9) record date for determination of eligibility of shareholders for attending the shareholders' general meeting; (10) name and contact information of the person for meeting enquiry; (11) where the shareholders' general meeting is convened through the internet or by other means, particulars of the time and procedure of voting through internet or by other means.	(6) the full text of any special resolution proposed to be passed at the meeting; (7) a prominent statement that shareholders entitled to attend the shareholders' general meeting may entrust one or more proxies, who does not need to be a shareholder of the Company, to attend the meeting and vote on their behalf; (8) the time and place for the delivery of the proxy letter of the meeting; (9) record date for determination of eligibility of shareholders for attending the shareholders' general meeting; (10) name and contact information of the person for meeting enquiry; (11) where the shareholders' general meeting is convened through the internet or by other means, particulars of the time and procedure of voting through internet or by other means.

No.	Current Articles	Amended Articles
46.	Article 78 Where the elections of director and supervisor will be discussed at the shareholder's general meeting, the notices of the shareholders' general meeting shall, in compliance with laws, regulations, regulatory documents, the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles, contain the details of the proposed directors and supervisors including the following particulars: (1) personal particulars such as education background, working experience and any parttime positions; (2) whether there is any connected relationship with the Company or the controlling shareholders and actual controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the securities regulatory authorities of the State Council and other related authorities or the stock exchange.	Article 76⁸ Where the elections of director and supervisor will be discussed at the shareholder's general meeting, the notices of the shareholders' general meeting shall, in compliance with laws, regulations, regulatory documents, the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles, contain the details of the proposed directors—and—supervisors including the following particulars: (1) personal particulars such as education background, working experience and any parttime positions; (2) whether there is any connected relationship with the Company or the controlling shareholders and actual controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the securities regulatory authorities of the State Council and other related authorities or the stock exchange.

No.	Current Articles	Amended Articles
47.	Article 82 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' general meeting shall contain the following contents: (1) name of the proxy; (2) proxy's voting right; (3) number of shares represented by the proxy; (4) instructions on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution in respect of his/her shareholding respectively; (5) issuing date of the proxy letter and its effective period; and (6) signature (or seal) of the appointer. The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholder to instruct his/her proxy to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' general meeting. The proxy form shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder. If the proxy letter does not specify, the proxy may vote as he/she thinks fit in respect of any item and the shareholder shall be responsible for such voting.	Article 820 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' general—meeting shall contain the following contents: (1) <u>name of the appointer, and the class and number of shares held by the appointer in the Company;</u> (2) <u>name of the proxy;</u> (2) proxy's voting right; (3) number of shares represented by the proxy; (34) <u>specific instructions from the shareholder, including instructions on each item to be discussed on the agenda of the shareholders' general—meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution—in respect of his/her shareholding respectively, etc.;</u> (45) issuing date of the proxy letter and its effective period; and (56) signature (or seal) of the appointer. <u>If the appointer is a corporate shareholder, the proxy letter shall be stamped with the official seal of the legal entity or signed by its director or an officially appointed agent.</u> The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholder to instruct his/her proxy to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' general meeting. The proxy form shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder. If the proxy letter does not specify, the proxy may vote as he/she thinks fit in respect of any item and the shareholder shall be responsible for such voting.

No.	Current Articles	Amended Articles
48.	Article 86 All the directors, supervisors and board secretary of the Company should attend the shareholders' meeting. Other senior management members may sit in at the shareholders' meeting where it is necessary.	Article 84⁶ All the directors, supervisors and board secretary of the Company should attend the shareholders' meeting. Other senior management members may sit in at the shareholders' meeting where it is necessary.
49.	Article 88 A shareholders' general meeting called by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of directors shall preside over the meeting. In case a meeting is called by the board of supervisors, it shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of supervisors shall preside over the meeting. In case a meeting is called by shareholders, the meeting shall be presided over by a shareholder representative nominated by the shareholders who convene the meeting. In a shareholders' general meeting, where the chairman violates the rules of procedures of the meeting which results in failure to continue the meeting, a chairman may be elected by more than half of the attending shareholders with voting rights so as to carry on with the shareholders' general meeting.	Article 86⁸ A shareholders' general meeting called by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half the majority of directors shall preside over the meeting. In case a meeting is called by the board of supervisors <u>audit committee</u>, it shall be presided over by the chairman of the board of supervisors <u>audit committee</u>. If the chairman of the board of supervisors <u>audit committee</u> is incapable of performing or not performing his/her duties, a supervisor <u>member of the audit committee</u> nominated by more than half the majority of the members of the audit committee of supervisors shall preside over the meeting. In case a meeting is called by shareholders, the meeting shall be presided over by a shareholder representative nominated by the shareholders who convene the meeting. In a shareholders' general meeting, where the chairman violates the rules of procedures of the meeting which results in failure to continue the meeting, a chairman may be elected by more than half the majority of the attending shareholders with voting rights so as to carry on with the shareholders' general meeting.

No.	Current Articles	Amended Articles
50.	Article 89 The board of directors and the board of supervisors shall report to the shareholders at the annual general meeting the work undertaken by them over the past year. Each independent director shall report on the carrying out of their duties.	Article 87 ⁹ The board of directors and the board of supervisors shall report to the shareholders at the annual general ^{shareholders'} meeting the work undertaken by them over the past year. Each independent director shall report on the carrying out of their duties.
51.	Article 90 The board of directors, the board of supervisors and senior management members shall respond or give explanation to the queries and suggestions from the shareholders.	Article 90 ⁸⁸ The board of directors, the board of supervisors and senior management members shall respond or give explanation to the queries and suggestions from the shareholders.
52.	Article 91 Minutes shall be kept for the general meetings, of which the board secretary shall be in charge. Minutes of meetings shall contain the following: (1) number of shareholders and the proxies of shareholders attending the meetings, the number of shares held by them and the percentage of their shares to the total number of shares of the Company; (2) place, time, agenda of the meetings, and the name of the convener; (3) names of the chairman of the meetings, directors, supervisors, senior management members who attend or observe the meetings; (4) names of shareholders who make proposals in the meetings (if any), the percentage of their shares to the total number of shares of the Company and the details of such proposals; (5) process of consideration for each proposal and voting results;	Article 91⁸⁹ Minutes shall be kept for the general^{shareholders'} meetings, of which the board secretary shall be in charge. Minutes of meetings shall contain the following: (1) number of shareholders and the proxies of shareholders attending the meetings, the number of shares held by them and the percentage of their shares to the total number of shares of the Company; (2) place, time, agenda of the meetings, and the name of the convener; (3) names of the chairman of the meetings, directors, supervisors, senior management members who attend or observe the meetings; (4) names of shareholders who make proposals in the meetings (if any), the percentage of their shares to the total number of shares of the Company and the details of such proposals; (5) process of consideration for each proposal and voting results;

No.	Current Articles	Amended Articles
	(6) shareholders' enquiries or suggestions and the responses or explanation; (7) names of the lawyer, the vote counter and the scrutineer; and (8) other matters which shall be recorded in the minutes required by the Articles.	(6) shareholders' enquiries or suggestions and the responses or explanation; (7) names of the lawyer, the vote counter and the scrutineer; and (8) other matters which shall be recorded in the minutes required by the Articles.
53.	Article 92 The minutes of shareholders' general meetings shall be signed by the directors, supervisors, the board secretary and the minute-taker who attend the meetings. The minutes shall be kept together with the signature book of shareholders who attend such meetings in person, the instruments of proxy and the valid voting records on resolutions made online or otherwise, by the board secretary according to the archive management system of the Company.	Article 90⁹⁰² The minutes of shareholders' general meetings shall be signed by the directors, supervisors, the board secretary, <u>the convener or his/her representative, the presider of the meeting</u> and the minute-taker who attend <u>or are present at</u> the meetings. The minutes shall be kept together with the signature book of shareholders who attend such meetings in person, the instruments of proxy and the valid voting records on resolutions made online or otherwise, by the board secretary according to the archive management system of the Company.
54.	Article 95 The following matters shall be approved by shareholders' general meeting by special resolution: (1) increase or reduce of the Company's registered capital; (2) merger, division, dissolution, liquidation and change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities; (4) repurchase of Company's shares under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles;	Article 93⁹³⁵ The following matters shall be approved by shareholders' general meeting by special resolution: (1) increase or reduce of the Company's registered capital; (2) merger, division, dissolution, liquidation and change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities; (4) repurchase of Company's shares under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles;

No.	Current Articles	Amended Articles
	(5) amendments to the Articles; (6) share incentive scheme; (7) purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year; (8) major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations and major decisions of legal corporations; (9) alteration of profit distribution policy; (10) removal of an independent director; (11) other matters stipulated by laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles, which shall be approved by special resolutions or matters which are significant to the Company and are determined by ordinary resolution of shareholders' general meeting to be approved by special resolutions. Apart from the aforementioned matters, any other matters requiring approval at shareholders' general meeting shall be approved by ordinary resolutions.	(5) amendments to the Articles; (6) share incentive scheme; (7) purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year; (8) major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations and major decisions of legal corporations; (9) alteration of profit distribution policy; (10) removal of an independent director; (11) other matters stipulated by laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles, which shall be approved by special resolutions or matters which are significant to the Company and are determined by ordinary resolution of shareholders' general—meeting to be approved by special resolutions. Apart from the aforementioned matters, any other matters requiring approval at shareholders' general—meeting shall be approved by ordinary resolutions.

No.	Current Articles	Amended Articles
55.	Article 97 The nomination of directors and the supervisors who are not representative of the employees of the Company shall be proposed to the shareholders' general meeting for voting by resolutions.	Article 95 ⁷ The nomination of directors and the supervisors who are not representative of the employees of the Company shall be proposed to the shareholders' general meeting for voting by resolutions.
56.	Article 110 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume the obligations in accordance with laws, administrative regulations and the Articles. Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions. Any non-voting shares included in the share capital of the Company shall bear the wording "non- voting right" in their title. If the share capital includes shares carrying different voting rights, any class of shares (except shares with the most privileged voting rights) included in the share capital shall bear the wording "restricted voting right" or "limited voting right" in their titles.	Article 108⁴⁰ Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume the obligations in accordance with laws, administrative regulations and the Articles. Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions. Any non-voting shares included in the share capital of the Company shall bear the wording "non- voting right" in their title. If the share capital includes shares carrying different voting rights, any class of shares (except shares with the most privileged voting rights) included in the share capital shall bear the wording "restricted voting right" or "limited voting right" in their titles.

No.	Current Articles	Amended Articles
57.	Article 118 Directors shall be natural persons and may not hold shares of the Company. The directors of the Company include executive directors and non-executive directors. Executive director means a director holding other senior operation and management positions in addition to holding directorship of the Company. Non-executive director means a director who does not hold an operation and management position. Non-executive directors include independent directors, the provisions of which are set out in Section 2 of this chapter.	Article 1168 Directors shall be natural persons and may not hold shares of the Company. The directors of the Company include executive directors and non-executive directors. Executive director means a director holding other senior operation and management positions in addition to holding directorship of the Company. Non-executive director means a director who does not hold an operation and management position. Non-executive directors include independent directors <u>and the employee director</u>, the provisions of which are set out in Section 2 of this chapter.
58.	Article 119 Directors shall be elected at the shareholders' general meeting. The term of office is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election at the shareholders' general meeting.	Article 1179 Directors <u>(except for the employee director)</u> shall be elected at the shareholders' general-meeting. <u>The employee director is elected democratically by the employees' congress, the employees' general meeting or other forms.</u> The term of office is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election—at the shareholders' general meeting.

No.	Current Articles	Amended Articles
59.	Article 125 A director may resign before the expiry of his/her term of office. The resigning director shall submit a written resignation to the board of directors. In case that no timely reelection takes place upon expiry of the term of a director or resignation of a director during his/her term of office affects the normal operation of the Company, or makes the number of directors fall below the minimum number required by the Company Law or two-thirds of the number of directors stipulated in the Articles, the existing director shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles till a new director takes his/her office. The resignation of director shall not take effect until the new director is elected to take the place of the resigning director. If the Company is in the process of dealing with major risks, any director shall not resign without the approval of the regulatory authorities. If the resignation of an independent director causes the number of independent directors on the Company's board of directors to fall below the minimum number of independent directors required by law, the independent director shall continue performing his/her duties and responsibilities before a new independent director takes office, except for resignation and removal due to loss of independence.	Article 1235 A director may resign before the expiry of his/her term of office. The resigning director shall submit a written resignation to the <u>Company</u>board of directors. In case that no timely reelection takes place upon expiry of the term of a director or resignation of a director during his/her term of office affects the normal operation of the Company, or makes the number of directors fall below the minimum number required by the Company Law or two-thirds of the <u>minimum</u> number of directors stipulated in the Articles, <u>or if the resignation of an audit committee member renders the members of the audit committee fewer than the statutory minimum or a shortage of accounting professionals</u>, the existing director shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles till a new director takes his/her office. The resignation of director shall not take effect until the new director is elected to take the place of the resigning director. If the Company is in the process of dealing with major risks, any director shall not resign without the approval of the regulatory authorities. If the resignation of an independent director causes the number of independent directors on the Company's board of directors to fall below the minimum number of independent directors required by law, the independent director shall continue performing his/her duties and responsibilities before a new independent director takes office, except for resignation and removal due to loss of independence.

No.	Current Articles	Amended Articles
	Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation letter by the board of directors. Under the aforesaid circumstances, the board of directors shall convene an extraordinary general meeting immediately to elect a new director to fill the vacancy. When a director is removed by the general meeting, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the Company Law or two-thirds of the number of directors stipulated in the Articles, the general meeting shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.	Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation letter by the <u>Company-board of directors</u>. Under the aforesaid circumstances, the board of directors shall convene an extraordinary <u>general shareholders'</u> meeting immediately to elect a new director to fill the vacancy. When a director is removed by the <u>general-shareholders'</u> meeting, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the Company Law or <u>two-thirds of the number of directors stipulated in the Articles</u> the minimum number of directors required for a board vote, the <u>general-shareholders'</u> meeting shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.
60.	Article 128 Independent directors of the Company refer to directors who do not take up any position in the Company other than serving as directors and do not have any connection with the Company and its substantial shareholders that is likely to affect their independent and objective judgment.	Article 12 <u>6</u> 8 Independent directors of the Company refer to directors who do not take up any position in the Company other than serving as directors and <u>who has no direct or indirect material interest in or</u> do not have any connection with the Company and its substantial shareholders <u>or de facto controllers</u> that is likely to affect their independent and objective judgment.
61.	Article 129 One-third or more (and at least three) members of the board of directors shall be independent directors.	Article 12 <u>7</u> 9 One-third or more (and at least three) members of the board of directors shall be independent directors, <u>including at least one qualified accounting professional</u> .

No.	Current Articles	Amended Articles
62.	Article 130 An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time: (1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed; (2) having a degree of bachelor's level or above, or a senior title of a relevant profession; (3) being capable to fulfill his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company; (4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules; (5) having at least eight years of work experience in the areas of legal practice, economics, finance, accounting or any other experiences conducive for discharging the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises; (7) being able to read, understand and analyze the financial statements of financial enterprises; and	Article 128³⁰ An independent director shall attain high professional level and have good reputation and shall satisfy the following criteria at the same time: (1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the place where the shares of the Company are listed; (2) having a degree of bachelor's level or above, or a senior title of a relevant profession; (3) <u>meeting the independence requirements set out in Article 129 of the Articles</u> being capable to fulfill his/her duties independently and not being affected by the Company's substantial shareholder, de facto controller or any other institution or individual who or which has a material interest in the Company; (4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules; (5) having at least <u>five</u> eight years of work experience in the areas of legal practice, economics, finance, accounting <u>required for the performance of the duties of an independent director</u> or any other experiences conducive for discharging the duties of an independent director; (6) being familiar with the laws and regulations governing the operation and management of financial enterprises;

No.	Current Articles	Amended Articles
	(8) ensuring to have sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence. At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.	(7) being able to read, understand and analyze the financial statements of financial enterprises; and (8) ensuring to have sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty of good faith and diligence-; <u>(9) possessing sound personal integrity and having no record of serious dishonesty or other adverse records; and</u> <u>(10) satisfying any additional conditions prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory authority of the place where the Company's shares are listed, and the Articles.</u> At least one independent director of the Company shall have the proper professional qualification, or the accounting or financial management expertise that satisfies the regulatory requirements.

No.	Current Articles	Amended Articles
63.	Article 131 Independent directors shall be independent and free from the conditions that prohibited a person from serving as an independent director stipulated by the laws, regulations and requirements of the banking regulatory authority of the State Council and the securities regulatory authorities of the place where the shares of the Company are listed. Independent directors can serve as an independent director in up to five domestic and overseas companies concurrently, and shall not hold concurrent positions in over two financial asset management companies. If an independent director is also an independent director of a banking or insurance institution, the relevant institutions shall have no connection relationship and no conflict of interest.	Article 129³⁴ Independent directors shall be independent and free from the conditions that prohibited a person from serving as an independent director stipulated by the laws, regulations and requirements of the banking regulatory authority of the State Council and the securities regulatory authorities of the place where the shares of the Company are listed. Independent directors can serve as an independent director in up to five domestic and overseas companies <u>(of which no more than three may be domestic listed companies)</u> concurrently and must ensure that they have sufficient time and energy to effectively perform the duties of an independent director. <u>An independent director,</u>and shall not hold concurrent positions in over two financial asset management companies. If an independent director is also an independent director of a banking or insurance institution, the relevant institutions shall have no connection relationship and no conflict of interest.
64.	Article 132 The board of directors and the board of supervisors shall have the right to propose the dismissal of an independent director at a shareholders' general meeting if such director: (1) has committed material dereliction of duty; (2) does not resign from his/her position when he/she is not or no longer qualified to act as an independent director;	Article 130² The board of directors and the board of supervisors shall have the right to propose the dismissal of an independent director at a shareholders' general meeting if such director: (1) has committed material dereliction of duty; (2) does not resign from his/her position when he/she is not or no longer qualified to act as an independent director;

No.	Current Articles	Amended Articles
	(3) fails to attend in person three consecutive board meetings, or fails to appoint another director on his/her behalf for two consecutive board meetings in his/her absence, or attends in person less than two-thirds of the total number of the board meetings within one year; or (4) falls under other circumstances as provided for in the laws, regulations and regulatory documents that an independent director is no longer suitable for holding such position. If the board of directors or the board of supervisors proposes the dismissal of an independent director at a shareholders' general meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' general meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' general meeting. Shareholders shall vote at the general meeting after considering the representations of such independent director.	(3) fails to attend in person three consecutive board meetings, or fails to appoint another director on his/her behalf for two consecutive board meetings in his/her absence, or attends in person less than two-thirds of the total number of the board meetings within one year; or (4) falls under other circumstances as provided for in the laws, regulations and regulatory documents that an independent director is no longer suitable for holding such position. If the board of directors or the board of supervisors proposes the dismissal of an independent director at a shareholders' general meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' general meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority of the State Council five days prior to the convening of the shareholders' general meeting. Shareholders shall vote at the general meeting after considering the representations of such independent director.

No.	Current Articles	Amended Articles
65.	Article 133 Independent directors shall be nominated by the board of directors, the board of supervisors or shareholders individually or jointly holding 1% or more of the shares with voting rights of the Company and shall be elected at the shareholders' general meeting. The term of independent directors shall be the same as that of other directors of the Company and the independent directors shall be eligible for re-election upon expiry of their terms of office. The term of office of an independent director shall not exceed six years in the aggregate.	Article 1313 Independent directors shall be nominated by the <u>nomination and remuneration committee of the board of directors</u>, the board of supervisors or shareholders individually or jointly holding 1% or more of the shares with voting rights of the Company and shall be elected at the shareholders' general meeting. The term of independent directors shall be the same as that of other directors of the Company and the independent directors shall be eligible for re-election upon expiry of their terms of office. The term of office of an independent director shall not exceed six years in the aggregate.
66.	Article 135 Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and the Articles: (1) to approve material connected transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference; (2) to propose to the board of directors to convene extraordinary general meetings; (3) to propose to convene board meetings; (4) to engage external auditors and consultants independently; (5) to propose to the board of directors to appoint or dismiss accounting firms; and	Article 1335 Independent directors shall exercise the following functions and powers other than those granted by the Company Law and other relevant laws, administrative regulations, rules and the Articles: (1) to approve material connected transactions prior to submission to the board of directors for discussion, before which independent directors may engage intermediaries to provide independent financial advisory reports for reference; (2) to propose to the board of directors to convene extraordinary <u>general shareholders'</u> meetings; (3) to propose to convene board meetings; (4) to engage <u>intermediaries</u> external auditors and consultants independently <u>to audit, consult on, or inspect specific matters of the Company;</u>

No.	Current Articles	Amended Articles
	(6) to make a public proxy solicitation before a general meeting is held. The exercise of any of the functions and powers above by any independent director shall be approved by at least half (and at least two) of all the independent directors.	(5) to propose to the board of directors to appoint or dismiss accounting firms; and <u>(64) to publicly solicit shareholder rights from shareholders according to law make a public proxy solicitation before a general meeting is held.;</u> <u>(5) to express an independent opinion on any matter that may harm the interests of the listed company or its minority shareholders; and</u> <u>(6) to exercise any other powers prescribed by laws, administrative regulations, regulations of the China Securities Regulatory Commission, and the Articles.</u> The exercise of any of the functions and powers <u>listed in items (1) to (3) of the preceding paragraph</u> above by any independent director shall be approved by <u>the majority at least half</u> (and at least two) of all the independent directors. <u>When an independent director exercises any of the powers listed in paragraph 1, the Company shall disclose such exercise promptly. If any of the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</u>
67.	New Article 135 added	<u>Article 135 The Company shall establish a dedicated independent director meeting mechanism composed solely of independent directors, and shall provide the conveniences and support necessary for holding such meetings.</u>

No.	Current Articles	Amended Articles
68.	Article 137 The Company shall pay emoluments and allowances to independent directors. The emoluments for the independent directors shall be formulated by the board of directors and approved at the shareholders' general meeting.	Article 136 7 The Company shall pay emoluments and allowances to independent directors <u>an allowance commensurate with the responsibilities they undertake</u> . The emoluments allowance for the independent directors shall be formulated by the board of directors and approved at the shareholders' general meeting.
69.	Article 138 The board of directors established by the Company shall be accountable to the shareholders' general meeting. The board of directors shall consists of five to 15 directors.	Article 137 8 The board of directors established by the Company shall be accountable to the shareholders' general meeting . The board of directors shall consists of five-9 to 15 directors. <u>The board of directors shall include one employee director, and no senior management member may concurrently serve as the employee director. The combined number of executive directors and the employee director shall not exceed half of the total membership of the board.</u>
70.	Article 141 The board of directors shall perform the following duties in accordance with laws: (1) to convene and report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meetings; (3) to determine the development strategies, operation plans and investment plans of the Company, and supervise the implementation; (4) to formulate capital plans, and assume ultimate responsibility for capital or solvency management;	Article 140 1 The board of directors shall perform the following duties in accordance with laws: (1) to convene and report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meetings; (3) to determine the development strategies, operation plans and investment plans of the Company, and supervise the implementation; (4) to formulate capital plans, and assume ultimate responsibility for capital or solvency management;

No.	Current Articles	Amended Articles
	(5) to formulate annual financial budget and final account statement of the Company; (6) to formulate profit distribution plan and loss recovery plan of the Company; (7) to formulate plans for the increase or reduction of the registered capital; (8) to formulate plans for major acquisitions or merger of the Company, division, dissolution and change of the form of the Company; (9) to formulate plans for the issuance of corporate bonds, any types of shares, warrants or other marketable securities and listing of the Company; (10) to formulate share repurchase plans of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (11) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (3), (5) or (6) of the first clause of Article 27 of the Articles; (12) to formulate amendments to the Articles, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors, consider and approve the working rules for the special committees of the board of directors; (13) to consider and approve the terms of reference of the president; (14) to appoint or dismiss the president and the board secretary of the Company;	(5) to formulate annual financial budget and final account statement of the Company; (6) to formulate profit distribution plan and loss recovery plan of the Company; (7) to formulate plans for the increase or reduction of the registered capital; (8) to formulate plans for major acquisitions or merger of the Company, division, dissolution and change of the form of the Company; (9) to formulate plans for the issuance of corporate bonds, any types <u>class</u> of shares, warrants or other marketable securities and listing of the Company; (10) to formulate share repurchase plans of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (11) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (3), (5) or (6) of the first clause of Article 27 of the Articles; (12) to formulate amendments to the Articles, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors, consider and approve the working rules for the special committees of the board of directors; (13) to consider and approve the terms of reference of the president; (14) to appoint or dismiss the president and the board secretary of the Company;

No.	Current Articles	Amended Articles
	(15) to appoint or dismiss vice presidents, assistants to president and other senior management members (excluding the board secretary) as nominated or suggested by the president; (16) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (17) to formulate the assessment methods and remuneration package of directors for the approval by the shareholders' general meeting; (18) to determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; (19) to formulate the basic management system of the Company and supervise its implementation; (20) to determine the risk tolerance, risk management, compliance and internal control policies of the Company, formulate systems in relation to the internal control and compliance management of the Company, and take ultimate responsibility for comprehensive risk management; (21) to determine the structure of internal departments and branches of the Company; (22) to evaluate and improve the corporate governance of the Company; (23) to formulate share incentive schemes;	(145) to appoint or dismiss vice presidents, assistants to president and other senior management members (excluding the board secretary) as nominated or suggested by the president; (156) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (167) to formulate the assessment methods and remuneration package of directors for the approval by the shareholders' general meeting; (178) to determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; (189) to formulate the basic management system of the Company and supervise its implementation; (2019) to determine the risk tolerance, risk management, compliance and internal control policies of the Company, formulate systems in relation to the internal control and compliance management of the Company, and take ultimate responsibility for comprehensive risk management; (201) to determine the structure of internal departments and branches of the Company; (212) to evaluate and improve the corporate governance of the Company; (223) to formulate share incentive schemes;

No.	Current Articles	Amended Articles
	(24) to manage the information disclosure and investors' relation management of the Company, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports of the Company; (25) to propose the appointment, dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports to the shareholders' general meeting; (26) to consider and approve, or authorize the connected transaction control committee under the board of directors to approve, connected transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws; (27) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations, data governance of the Company and major decisions of legal corporations; (28) to consider and approve the proposals of each special committee of the board of directors;	(2<u>3</u>4) to manage the information disclosure and investors' relation management of the Company, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports of the Company; (2<u>4</u>5) to propose the appointment; or dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports to the shareholders' general meeting; (2<u>5</u>6) to consider and approve, or authorize the connected transaction control committee under the board of directors to approve, connected transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws; (2<u>6</u>7) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations, data governance of the Company and major decisions of legal corporations; (2<u>7</u>8) to consider and approve the proposals of each special committee of the board of directors;

No.	Current Articles	Amended Articles
	(29) to consider the work reports of the president to ensure that each director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to ensure their effective performance of management duty; (30) to approve internal audit management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determine or authorize the audit committee to determine the internal audit budget, remuneration of staff and the appointment and removal of major officers in charge, and ensure the independence of internal audit; and (31) to assume the responsibility for the management of shareholders' affairs; (32) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles and as authorized by the shareholders' general meeting. The above issues within the power of the board of directors shall be reviewed and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles.	(289) to consider the work reports of the president to ensure that each director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to ensure their effective performance of management duty; (3029) to approve internal audit management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determine or authorize the audit committee to determine the internal audit budget, remuneration of staff and the appointment and removal of major officers in charge, and ensure the independence of internal audit; and (301) to assume the responsibility for the management of shareholders' affairs; <u>and</u> (312) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles and as authorized by the shareholders' general meeting. The above issues within the power of the board of directors shall be reviewed and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles.

No.	Current Articles	Amended Articles
	The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.	The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.
71.	Article 142 The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.	Article 141 ² The opinions of the Party Committee shall be heard <u>B</u> efore the board of directors <u>or senior management</u> decides on material <u>operational or managerial</u> issues of the Company, <u>the issue must first be submitted to the Party Committee for deliberation and discussion.</u>
72.	Article 144 Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.	Article 144 Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.
73.	Article 145 The board of directors shall submit itself to the supervision of the board of supervisors, and shall not obstruct or hinder any inspection or audit carried out by the board of supervisors within the functions and powers of the board of supervisors.	Article 145 The board of directors shall submit itself to the supervision of the board of supervisors, and shall not obstruct or hinder any inspection or audit carried out by the board of supervisors within the functions and powers of the board of supervisors.
74.	Article 147 The chairman of the board of directors shall perform the following duties: (1) to preside over the shareholders' general meetings and to report to the shareholders' general meeting on behalf of the board of directors; (2) to convene and preside over the board meetings, to formulate and approve the agenda of the board meetings; (3) to supervise and inspect the implementation of the resolutions of the board of directors;	Article 144 ⁷ The chairman of the board of directors shall perform the following duties: (1) to preside over the shareholders' general meetings and to report to the shareholders' general meeting on behalf of the board of directors; (2) to convene and preside over the board meetings, to formulate and approve the agenda of the board meetings; (3) to supervise and inspect the implementation of the resolutions of the board of directors;

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	(4) to sign the share certificate, bonds and other marketable securities issued by the Company; (5) to exercise the functions and powers in the capacity of the legal representative of the Company; (6) in the event of force majeure such as severe natural disasters or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the board of directors and the shareholders' general meeting; and (7) any such other functions and powers as provided for by relevant laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the Company's shares are listed and the Articles and as granted by the board of directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions and powers on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half of the directors to perform the chairman's functions and powers.	(4) to sign the share certificate, bonds and other marketable securities issued by the Company; (5) to exercise the functions and powers in the capacity of the legal representative of the Company; (6) in the event of force majeure such as severe natural disasters or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the board of directors and the shareholders' general meeting; and (7) any such other functions and powers as provided for by relevant laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the Company's shares are listed and the Articles and as granted by the board of directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions and powers on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half <u>the majority</u> of the directors to perform the chairman's functions and powers.
75.	Article 148 Board meetings are divided into regular board meetings and extraordinary board meetings. When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to attend the meeting.	Article 1458 Board meetings are divided into regular board meetings and extraordinary board meetings. When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to attend the meeting.

No.	Current Articles	Amended Articles
76.	Article 149 Regular board meetings shall be convened at least four times a year, approximately once a quarter. Regular board meetings shall not be convened by way of correspondence. The board of directors shall notify all directors and supervisors in writing 14 days before the meeting is convened.	Article 146⁹ Regular board meetings shall be convened at least four times a year, approximately once a quarter. Regular board meetings shall not be convened by way of correspondence. The board of directors shall notify all directors and supervisors in writing 14 days before the meeting is convened.
77.	Article 150 The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within 10 days from the date of receipt of the following requests: (1) request of the shareholders who, individually or severally, hold not less than 10% of voting rights of the Company; (2) request of more than one third of the directors; (3) request of the board of supervisors; (4) request of more than two independent directors; (5) request of the president; and (6) other circumstances as stated in laws, regulations, regulatory documents and the Articles. The chairman shall convene an extraordinary board meeting if he/she deems necessary.	Article 147⁵⁰ The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within 10 days from the date of receipt of the following requests: (1) request of the shareholders who, individually or severally, hold not less than 10% of voting rights of the Company; (2) request of more than one third of the directors; (3) request of the board of supervisors <u>audit committee</u>; (4) request of more than two independent directors; (5) request of the president; and (6) other circumstances as stated in laws, regulations, regulatory documents and the Articles. The chairman shall convene an extraordinary board meeting if he/she deems necessary.

No.	Current Articles	Amended Articles
	To convene an extraordinary board meeting, written notice shall be given seven days before the date of meeting. In case of emergency where an extraordinary board meeting shall be held as soon as possible, a notice shall be given by way of telephone or verbal communication at any time, provided that the convener shall explain the reasons of urgency in the meeting.	To convene an extraordinary board meeting, written notice shall be given seven days before the date of meeting. In case of emergency where an extraordinary board meeting shall be held as soon as possible, a notice shall be given by way of telephone or verbal communication at any time, provided that the convener shall explain the reasons of urgency in the meeting.
78.	Article 155 Resolutions of the board of directors shall be passed by a majority vote of all directors, whereas resolutions concerning the following shall be passed by two-thirds or more of all directors, and the meeting of the board of directors may not be held by way of directors signing written resolutions: (1) to formulate annual financial budget and final account statement of the Company; (2) to formulate profit distribution plan and loss recovery plan of the Company; (3) to increase or reduce the registered capital; (4) to formulate plans for capital replenishment; (5) merger, division, dissolution, or changes of the form of the Company; (6) major equity changes and financial restructuring; (7) to formulate plans for issuance of corporate bonds, any types of shares, warrants or other securities by the Company and listing of the Company;	Article 1525 Resolutions of the board of directors shall be passed by a majority vote of all directors, whereas resolutions concerning the following shall be passed by two-thirds or more of all directors, and the meeting of the board of directors may not be held by way of directors signing written resolutions: (1) to formulate annual financial budget and final account statement of the Company; (2) to formulate profit distribution plan and loss recovery plan of the Company; (3) to increase or reduce the registered capital; (4) to formulate plans for capital replenishment; (5) merger, division, dissolution, or changes of the form of the Company; (6) major equity changes and financial restructuring; (7) to formulate plans for issuance of corporate bonds, any types <u>class</u> of shares, warrants or other securities by the Company and listing of the Company;

No.	Current Articles	Amended Articles
	(8) to formulate plans for share repurchase plans of the Company; (9) to formulate amendments to the Articles; (10) to appoint or dismiss senior management members of the Company and determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; to formulate remuneration package for directors; (11) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (12) to propose to the shareholders' general meeting the appointment, dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports; (13) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations of the Company and major decisions of legal corporations;	(8) to formulate plans for share repurchase plans of the Company; (9) to formulate amendments to the Articles; (10) to appoint or dismiss senior management members of the Company and determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; to formulate remuneration package for directors; (11) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (12) to propose to the shareholders' general meeting the appointment, <u>or</u> dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports; (13) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations of the Company and major decisions of legal corporations;

No.	Current Articles	Amended Articles
	(14) other matters that after being passed by the board of directors as ordinary resolutions, to be of a material effects on the Company, have to be passed by not less than two-thirds of the directors; (15) to approve any annual cap or one-off donations for the relief of regions with material contingencies which are beyond the scope of approval by the shareholders' general meeting; and (16) to approve other resolutions which shall be passed by not less than two-thirds of the directors as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles.	(14) other matters that after being passed by the board of directors as ordinary resolutions, to be of a material effects on the Company, have to be passed by not less than two-thirds of the directors; (15) to approve any annual cap or one-off donations for the relief of regions with material contingencies which are beyond the scope of approval by the shareholders' general meeting; and (16) to approve other resolutions which shall be passed by not less than two-thirds of the directors as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles.
79.	Article 165 The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. However, none of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.	Article 1625 The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. However, none of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.

No.	Current Articles	Amended Articles
80.	Article 169 The strategic development committee shall be chaired by the chairman of the board of directors. The strategic development committee shall perform the following duties: (1) to review the general strategic development plan of the Company and make suggestions to the board of directors; (2) to consider and approve the information technology development plan and other special development plans; (3) to review the annual operation plan and the fixed asset investment budget for approval by the board of directors; (4) to review the major restructuring and adjustment proposals and make suggestions to the board of directors; (5) to review major investment and financing proposals and make suggestions to the board of directors; (6) to review the major merger and acquisition proposals and make suggestions to the board of directors; (7) to review and assess the comprehensiveness corporate governance of the Company and make suggestions to the board of directors; and	Article 1669 The strategic development committee shall be chaired by the chairman of the board of directors. The strategic development committee shall perform the following duties: (1) to review the general strategic development plan of the Company and make suggestions to the board of directors; (2) to consider and approve the information technology development plan and other special development plans; (3) to review the annual operation plan and the fixed asset investment budget for approval by the board of directors; (4) to review the major restructuring and adjustment proposals and make suggestions to the board of directors; (5) to review major investment and financing proposals and make suggestions to the board of directors; (6) to review the major merger and acquisition proposals and make suggestions to the board of directors; (7) to review and assess the comprehensiveness corporate governance of the Company and make suggestions to the board of directors; and

No.	Current Articles	Amended Articles
	(8) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.	(8) to examine the Company's ESG-related strategies, policies, objectives and material matters; oversee the implementation of ESG initiatives; review the Company's ESG disclosure reports; and make recommendations to the board of directors; and (89) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.
81.	Article 170 The chairman of the audit committee shall be an independent director while the rest of the members shall be non-executive directors. The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following duties; (1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company; (2) to review the financial information and relevant disclosure of the Company; (3) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control and risk management of the Company;	Article 16770 The chairman of the audit committee shall be an independent director <u>who is a qualified accounting professional</u> while the rest of the <u>and all</u> members of the audit committee shall be non-executive directors. <u>An employee director may serve on the audit committee.</u> The majority of the audit committee shall be independent directors, at least one of which shall have the appropriate professional qualification or accounting or related financial management expertise. The audit committee shall perform the following duties; (1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company; (2) <u>to review the Company's financial affairs and</u> to review the financial information and relevant disclosure of the Company;

No.	Current Articles	Amended Articles
	(4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the board of directors, and make proposals to the board of directors; (5) to propose the appointment or dismissal of the external auditor, to supervise the work of external auditor and to review the report of the external auditor to ensure that the external auditor undertakes the audit responsibilities; (6) to facilitate communications and monitor relationship between the internal audit department of the Company and the external auditor; (7) to monitor the non-compliance of the Company in respect of financial reporting and internal control; and (8) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.	(3) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control and risk management of the Company <u>in accordance with the authorization of the board of directors;</u> (4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the board of directors, and make proposals to the board of directors; (5) to propose the appointment or dismissal of the <u>accounting firm engaged to perform regular statutory audit of the Company's financial reports (the "external auditor")</u>, to supervise the work of external auditor and to review the report of the external auditor to ensure that the external auditor undertakes the audit responsibilities; (6) to facilitate communications and monitor relationship between the internal audit department of the Company and the external auditor; (7) to monitor the non-compliance of the Company in respect of financial reporting and internal control; and <u>(8) to submit opinions to the board of directors on changes in accounting policies or estimates, or on the correction of material accounting errors, when such changes are not attributable to amendments in accounting standards;</u>

No.	Current Articles	Amended Articles
		<u>(9) to propose the appointment or dismissal of the Company's chief financial officer to the board of directors;</u> <u>(10) to oversee the conduct of directors and senior management in the performance of their duties, and propose the removal of any director or senior management member who violates laws, administrative regulations, the Articles, or resolutions of the shareholders' meeting;</u> <u>(11) to demand rectification from any director or senior management member whose actions have harmed the interests of the Company;</u> <u>(12) to initiate legal proceedings against directors or senior management pursuant to the relevant provisions of the Company Law;</u> <u>(13) to propose the convening of an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors is unable to perform its duties of convening and presiding over such meetings as stipulated in the Articles of Association;</u> <u>(14) to submit proposals to the shareholders' meeting; and</u> <u>(15) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.</u>
82.	Article 172 The majority of the members and the chairman of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following duties: (1) to formulate procedures and standards for the election of directors and senior management members and make suggestions to the board of directors;	Article 169⁷² The majority of the members and the chairman of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following duties: (1) to formulate procedures and standards for the election of directors and senior management members and make suggestions to the board of directors;

No.	Current Articles	Amended Articles
	(2) to make recommendations to the board of directors in respect of the candidates for directors, presidents and board secretary; (3) to preliminarily examine the eligibility of the candidates for directors and senior management members; (4) to nominate the candidates for chairmen and members of the special committees of the board of directors (other than the chairman of the strategic development committee); (5) to review and make recommendation on the composition of the board of directors; (6) to organize the formulation of remuneration package of directors and senior management members for the approval of the board of directors and propose remuneration distribution plan according to the performance appraisal of directors and senior management members for the approval of the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.	(2) to make recommendations to the board of directors in respect of the candidates for directors, presidents and board secretary; <u>(3) to make recommendations to the board of directors regarding the nomination or removal of directors and the appointment or dismissal of senior management members;</u> <u>(34)</u> to preliminarily examine the eligibility of the candidates for directors and senior management members; <u>(45)</u> to nominate the candidates for chairmen and members of the special committees of the board of directors (other than the chairman of the strategic development committee); <u>(56)</u> to review and make recommendation on the composition of the board of directors; <u>(67)</u> to organize the formulation of remuneration package of directors and senior management members for the approval of the board of directors and propose remuneration distribution plan according to the performance appraisal of directors and senior management members for the approval of the board of directors; and <u>(78)</u> to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.

No.	Current Articles	Amended Articles
83.	Article 173 In principle, the proportion of independent directors in the connected transaction control committee shall not be lower than one-third, and the chairman shall be an independent director. The connected transaction control committee shall perform the following duties: (1) to identify connected persons of the Company and report to the board of directors and the board of supervisors and inform the relevant parties of the Company in a timely manner; (2) to review management rules for connected transactions, oversee its implementation and make suggestions to the board of directors; (3) to conduct preliminary review on connected transactions to be approved by the board of directors or shareholders' general meeting and submit to the board of directors for approval; (4) to consider and approve connected transactions and other matters thereof under authorization by the board of directors; (5) to maintain records of connected transactions; (6) to consider and approve the annual management report on connected transactions to the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.	Article 1703 In principle, the proportion of independent directors in the connected transaction control committee shall not be lower than one-third, and the chairman shall be an independent director. The connected transaction control committee shall perform the following duties: (1) to identify connected persons of the Company and report to the board of directors and the board of supervisors and inform the relevant parties of the Company in a timely manner; (2) to review management rules for connected transactions, oversee its implementation and make suggestions to the board of directors; (3) to conduct preliminary review on connected transactions to be approved by the board of directors or shareholders' general meeting and submit to the board of directors for approval; (4) to consider and approve connected transactions and other matters thereof under authorization by the board of directors; (5) to maintain records of connected transactions; (6) to consider and approve the annual management report on connected transactions to the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.

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84.	Article 174 The Company shall have one president, several vice presidents and assistants to the president and if necessary, other positions of senior management members such as chief risk officer, chief financial officer and chief audit officer. President and board secretary shall be appointed or dismissed by the board of directors, while other positions of senior management members shall be nominated by the president, and appointed or dismissed by the board of directors. The Company shall enter into engagement contracts with senior management members. The Company may, as needed, establish special committees to assist the president in performing his/her duties.	Article 1714 The Company shall have one president, several vice presidents and assistants to the president and if necessary, other positions of senior management members such as chief risk officer, chief financial officer and chief audit officer. President and board secretary shall be appointed or dismissed by the board of directors, while other positions of senior management members shall be nominated by the president, and appointed or dismissed by the board of directors. The Company shall enter into engagement contracts with senior management members. The Company may, as needed, establish special committees to assist the president in performing his/her duties.
85.	Article 175 The president shall be responsible for the board of directors and shall perform the following duties: (1) to lead the operation and management of the Company, and arrange the implementation of the resolutions of the board of directors; (2) to submit annual operation and investment plans of the Company on behalf of senior management members to the board of directors and implement such plans upon approval of the board of directors; (3) to formulate plans for the establishment of the Company's internal departments and branches; (4) to formulate basic management systems of the Company in respect of internal control and compliance (except internal audit management system);	Article 1725 The president shall be responsible for the board of directors and shall perform the following duties: (1) to lead the operation and management of the Company, and arrange the implementation of the resolutions of the board of directors; (2) to submit annual operation and investment plans of the Company on behalf of senior management members to the board of directors and implement such plans upon approval of the board of directors; (3) to formulate plans for the establishment of the Company's internal departments and branches; (4) to formulate basic management systems of the Company in respect of internal control and compliance (except internal audit management system);

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	(5) to formulate specific regulations of the Company (except internal audit rules); (6) to propose to the board of directors on the appointment or dismissal of vice presidents, assistants to the president and other senior management members except board secretary; (7) to appoint or dismiss officers other than those who shall be appointed or dismissed by the board of directors (except major officer of the internal audit department); (8) to assess the performance of the people in charge of internal departments and branches and determine their emoluments (except major officer of the internal audit department); (9) to propose to convene an extraordinary board meeting; (10) to conduct or authorize other senior management members, internal departments or branches or the people in charge thereof to conduct operation and management within the authorization of the board of directors; (11) to take emergency measures that are in the interests of the Company in the event of significant incidents or other emergencies related to the operation of the Company, and immediately report to the banking regulatory authority of the State Council, the board of directors and the board of supervisors;	(5) to formulate specific regulations of the Company (except internal audit rules); (6) to propose to the board of directors on the appointment or dismissal of vice presidents, assistants to the president and other senior management members except board secretary; (7) to appoint or dismiss officers other than those who shall be appointed or dismissed by the board of directors (except major officer of the internal audit department); (8) to assess the performance of the people in charge of internal departments and branches and determine their emoluments (except major officer of the internal audit department); (9) to propose to convene an extraordinary board meeting; (10) to conduct or authorize other senior management members, internal departments or branches or the people in charge thereof to conduct operation and management within the authorization of the board of directors; (11) to take emergency measures that are in the interests of the Company in the event of significant incidents or other emergencies related to the operation of the Company, and immediately report to the banking regulatory authority of the State Council, the board of directors and the board of supervisors;

No.	Current Articles	Amended Articles
	(12) any other functions and powers to be exercised by the president, as provided by laws, regulations, regulatory documents, requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles and as determined by the shareholder's general meeting and the board of directors. The vice presidents, the assistant to the president and other senior management members shall assist the president with his/her work, and shall implement a system of division of responsibility in accordance with the authorization by the president. When the president is unable to perform his/her duties, the vice presidents or other senior management members designated by the board of directors shall perform the duties of the president on his/her behalf.	(12) any other functions and powers to be exercised by the president, as provided by laws, regulations, regulatory documents, requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles and as determined by the shareholder's general meeting and the board of directors. The vice presidents, the assistant to the president and other senior management members shall assist the president with his/her work, and shall implement a system of division of responsibility in accordance with the authorization by the president. When the president is unable to perform his/her duties, the vice presidents or other senior management members designated by the board of directors shall perform the duties of the president on his/her behalf.
86.	Article 176 The president shall report his/her work to the board of directors regularly or as required by the board of directors, satisfy any request of the board of directors or the board committees, and shall submit themselves to the supervision of the board of supervisors.	Article 17 3 <u>6</u> The president shall report his/her work to the board of directors regularly or as required by the board of directors, satisfy any request of the board of directors or the board committees, and shall submit themselves to the supervision of the board of supervisors <u>audit committee</u> .
87.	Delete CHAPTER 11 "SUPERVISORS AND BOARD OF SUPERVISORS"	
88.	CHAPTER 12 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT MEMBERS	CHAPTER 12 <u>CHAPTER 11</u> QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT MEMBERS

No.	Current Articles	Amended Articles
89.	Article 213 The qualification of a director, supervisor and senior management member of the Company shall be in compliance with the applicable laws, rules, regulations and other regulatory documents and the Articles. The qualification of directors (including independent directors) and senior management members shall be verified by the banking regulatory authority of the State Council.	Article 213 <u>Article 177</u> The qualification of a director, supervisor and senior management member of the Company shall be in compliance with the applicable laws, rules, regulations and other regulatory documents and the Articles. The qualification of directors (including independent directors) and senior management members shall be verified by the banking regulatory authority of the State Council.
90.	Article 214 A person may not serve as a director, supervisor or any senior management member of the Company in any of the following circumstances: (1) a person without legal capacity or with restricted legal capacity; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging social economic orders or who has been deprived of his/her political rights; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to close down its business due to a violation of law and who had personal liability;	Article 214 <u>Article 178</u> A person may not serve as a director, supervisor or any senior management member of the Company in any of the following circumstances: (1) a person without legal capacity or with restricted legal capacity; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging social economic orders or who has been deprived of his/her political rights, <u>where five years have not elapsed since the expiration of the execution period, or has been given a suspended sentence, where two years have not elapsed since the expiration of the probationary period;</u> (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise;

No.	Current Articles	Amended Articles
	(5) a person who has relatively large amount of debts due and outstanding; (6) a person who is subject to criminal investigation by the legal authority which is still pending; (7) a person who is removed from office by other institutions or organizations due to the failure of performance of obligations involving his/her credibility; (8) a non-natural person; (9) a person who is convicted of contravention of relevant securities regulations provisions by the relevant regulatory authorities of the State, and such conviction involves a fraudulent act or dishonesty, where not more than five years have elapsed since the date of the conviction; or (10) a person of whom laws, regulations, regulatory documents, the banking regulatory authority of the State Council and other regulatory bodies deem not appropriate to act as a director, supervisor or senior management member. The Company shall remove or dismiss a director, supervisor or senior management member according to the procedures stipulated by the Articles if item (1) applies to him during his/her term of office.	(4) a person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to close down its business due to a violation of law and who had personal liability; (5) a person who has relatively large amount of debts due and outstanding; (6) a person who is subject to criminal investigation by the legal authority which is still pending; (7) a person who is removed from office by other institutions or organizations due to the failure of performance of obligations involving his/her credibility; (8) a non-natural person; (9) a person who is convicted of contravention of relevant securities regulations provisions by the relevant regulatory authorities of the State, and such conviction involves a fraudulent act or dishonesty, where not more than five years have elapsed since the date of the conviction; or <u>(6) a person who has been publicly determined by the stock exchange of the place where the shares of the Company are listed as unsuitable to serve as a director, senior management member, or other position of a listed company, and the period has not yet expired;</u> <u>(7) a person who has been subject to market entry ban measures imposed by the China Securities Regulatory Commission, and the period has not yet expired; or</u>

No.	Current Articles	Amended Articles
		(8+9) a person of whom laws, regulations, regulatory documents, the banking regulatory authority of the State Council and other regulatory bodies deem not appropriate to act as a director; supervisor or senior management member. The Company shall remove or dismiss a director, supervisor or senior management member according to the procedures stipulated by the Articles if item (1) applies to him during his/her term of office.
91.	Article 215 The validity of an act of a director or senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any non-compliance in his/her office, election or his/her qualification.	Article 215 The validity of an act of a director or senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any non-compliance in his/her office, election or his/her qualification.
92.	Article 216 The directors, supervisors and senior management members of the Company shall comply with the laws, rules, regulations and the Articles and shall diligently and honestly perform their duties for the interests of the Company and shareholders. In addition to the obligations imposed by laws, regulations and listing rules of the stock exchange on which the shares of the Company are listed, each of the directors, supervisors and senior management members of the Company owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her: (1) not to cause the Company to exceed the scope of business stipulated in its business license;	Article 216 <u>Article 179</u> The directors, supervisors and senior management members of the Company shall comply with the laws, <u>administrative</u> regulations, rules, regulations and the Articles and shall diligently and honestly perform their duties for the interests of the Company and shareholders. <u>They shall take measures to avoid conflicts between their own interests and those of the Company, and shall not exploit their positions to seek improper benefits.</u> <u>The directors and senior management members shall owe the following duties of loyalty to the Company:</u> <u>(1) They shall not misappropriate the Company's assets or divert the Company's funds;</u>

No.	Current Articles	Amended Articles
	(2) to act honestly in the best interest of the Company; (3) not to expropriate in any guise the property of the Company, including (without limitation) usurpation of opportunity advantageous to the Company; and (4) not to expropriate the rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles.	(2) <u>They shall not deposit the Company's funds into accounts opened under their own names or the names of any other individuals;</u> (3) <u>They shall not use their positions to offer bribes or accept any other unlawful income;</u> (4) <u>Without having reported to the board of directors and obtained approval by resolution of the board of directors or the shareholders' meeting in accordance with the Articles, they shall not directly or indirectly enter into contracts or conduct transactions with the Company;</u> (5) <u>They shall not, by taking advantage of their positions, seek business opportunities that belong to the Company for themselves or others, except where they have reported to the board of directors and obtained approval by resolution of the shareholders' meeting, or where the Company, pursuant to laws, administrative regulations, or the Articles, is unable to utilize such business opportunities;</u> (6) <u>Without having reported to the board of directors and obtained approval by resolution of the shareholders' meeting, they shall not engage in, or cause others to engage in, businesses of the same type as those of the Company;</u> (7) <u>They shall not accept any commission in connection with transactions with the Company for their own benefit;</u> (8) <u>They shall not disclose the Company's confidential information without authorization;</u>

No.	Current Articles	Amended Articles
		<u>(9) They shall not, by taking advantage of their affiliated relationships, impair the interests of the Company;</u> <u>(10) Any other duties of loyalty as provided by laws, administrative regulations, departmental rules, and the Articles.</u> <u>Any income obtained by a director in violation of the provisions of this article shall belong to the Company; where losses are caused to the Company, the director shall be liable for compensation.</u> <u>Where the close relatives of the directors or senior management members, the enterprises directly or indirectly controlled by the directors, senior management members, or their close relatives, or other related parties having an affiliated relationship with the directors or senior management members, enter into contracts or conduct transactions with the Company, the provisions of item (4) of the second paragraph of this article shall apply.</u> In addition to the obligations imposed by laws, regulations and listing rules of the stock exchange on which the shares of the Company are listed, each of the directors, —supervisors— and —senior management members of the Company owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her: (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interest of the Company;

No.	Current Articles	Amended Articles
		(3) not to expropriate in any guise the property of the Company, including (without limitation) usurpation of opportunity advantageous to the Company; and (4) not to expropriate the rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles.
93.	Article 217 Each of the directors, supervisors and senior management members owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.	Article 217 <u>Article 180</u> Each of the directors, supervisors and senior management members owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances. shall comply with laws, administrative regulations, and the provisions of the Articles, and shall owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. The directors shall owe the following duties of diligence to the Company: <u>(1) They shall exercise the rights granted by the Company with prudence, seriousness, and diligence to ensure that the Company's commercial activities comply with national laws, administrative regulations, and various national economic policies, and that such commercial activities do not exceed the business scope specified in the business license;</u>

No.	Current Articles	Amended Articles
		<u>(2) They shall treat all shareholders fairly;</u> <u>(3) They shall promptly understand the Company's business operations and management status;</u> <u>(4) They shall provide written confirmation opinions on the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate, and complete;</u> <u>(5) They shall provide truthful information and materials to the audit committee and shall not obstruct the exercise of the audit committee's powers;</u> <u>(6) Any other duties of diligence as provided by laws, administrative regulations, departmental rules, and the Articles.</u>
94.	Article 218 Each of the directors, supervisors and senior management members shall perform his/her duties in accordance with the high-standard code of professional ethics and the fiduciary principle and shall not put himself/herself in a position where his/her duties and interests may conflict. This principle includes (without limitation) discharging the following obligations: (1) to act honestly in the best interests of the Company and give consideration to the legitimate rights and interests of stakeholders; (2) to exercise powers within the scope of his/her powers;	Article 218 Each of the directors, supervisors and senior management members shall perform his/her duties in accordance with the high-standard code of professional ethics and the fiduciary principle and shall not put himself/herself in a position where his/her duties and interests may conflict. This principle includes (without limitation) discharging the following obligations: (1) to act honestly in the best interests of the Company and give consideration to the legitimate rights and interests of stakeholders; (2) to exercise powers within the scope of his/her powers;

No.	Current Articles	Amended Articles
	(3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, regulations or with the informed consent of shareholders given in shareholders' general meeting, not to delegate the exercise of his/her discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with the Articles or with the informed consent of shareholders given in shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given in shareholders' general meeting, not to use the Company's property in any form for his/her own benefit; (7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions; (9) to abide by the Articles, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company or insider information to advance his/her own private interests;	(3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, regulations or with the informed consent of shareholders given in shareholders' general meeting, not to delegate the exercise of his/her discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with the Articles or with the informed consent of shareholders given in shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given in shareholders' general meeting, not to use the Company's property in any form for his/her own benefit; (7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions; (9) to abide by the Articles, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company or insider information to advance his/her own private interests;

No.	Current Articles	Amended Articles
	(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting; (11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of any shareholder of the Company or any other person with the assets of the Company; and (12) unless with the informed consent of the shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him/her in the course of and during his/her term and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to courts or other government authorities is permitted if: (i) disclosure is required by law; (ii) disclosure is required for public interest; or (iii) the interests of the relevant director, supervisor or senior management member require disclosure.	(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting; (11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of any shareholder of the Company or any other person with the assets of the Company; and (12) unless with the informed consent of the shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him/her in the course of and during his/her term and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to courts or other government authorities is permitted if: (i) disclosure is required by law; (ii) disclosure is required for public interest; or (iii) the interests of the relevant director, supervisor or senior management member require disclosure.

No.	Current Articles	Amended Articles
95.	Article 219 Each director, supervisor or senior management member of the Company shall not cause the following persons or institutions (“Associate(s)”) to do what he/she is prohibited from doing: (1) the spouse or minor child of that director, supervisor or senior management member; (2) a person acting in the capacity of trustee of that director, supervisor or senior management member or any person referred to in paragraph (1) above; (3) a person acting in the capacity of partner of that director, supervisor or senior management member or any person referred to in paragraphs (1) and (2) above; (4) a company in which that director, supervisor or senior management members, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above, or other directors, supervisors and senior management members, have a de facto controlling interest; and (5) the directors, supervisors and senior management members of the controlled company referred to in paragraph (4).	Article 219 Each director, supervisor or senior management member of the Company shall not cause the following persons or institutions (“Associate(s)”) to do what he/she is prohibited from doing: (1) the spouse or minor child of that director, supervisor or senior management member; (2) a person acting in the capacity of trustee of that director, supervisor or senior management member or any person referred to in paragraph (1) above; (3) a person acting in the capacity of partner of that director, supervisor or senior management member or any person referred to in paragraphs (1) and (2) above; (4) a company in which that director, supervisor or senior management members, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above, or other directors, supervisors and senior management members, have a de facto controlling interest; and (5) the directors, supervisors and senior management members of the controlled company referred to in paragraph (4).

No.	Current Articles	Amended Articles
96.	Article 220 The fiduciary duties of the directors, supervisors and senior management members of the Company do not necessarily cease upon termination of their terms of office. The duty to keep confidential trade secrets of the Company survives the termination of their terms of office. The continuous period of other duties must be decided according to the principle of fairness, depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.	Article 220 The fiduciary duties of the directors, supervisors and senior management members of the Company do not necessarily cease upon termination of their terms of office. The duty to keep confidential trade secrets of the Company survives the termination of their terms of office. The continuous period of other duties must be decided according to the principle of fairness, depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.
97.	Article 221 A director, supervisor or senior management member of the Company may be relieved from liability for specific breaches of his duties by the informed consent of the shareholders' general meeting, unless otherwise provided for in Article 60 herein.	Article 221 <u>Article 181</u> A director, supervisor or senior management member of the Company may be relieved from liability for specific breaches of his duties by the informed consent of the shareholders' general meeting, unless otherwise provided for in Article 60 <u>58</u> herein.

No.	Current Articles	Amended Articles
98.	Article 222 Where a director, supervisor, or senior management member of the Company is in any way, directly or indirectly, have a material interest in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not the relevant matters thereof is otherwise subject to the approval of the board of directors under normal circumstances. Unless the interested director, supervisor or senior management member discloses his/her interests in accordance with the above paragraph and the relevant matter is approved at a meeting of the board of directors in which such interested director, supervisor or senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement is voidable by the Company, except against a bona fide party thereto acting without notice of the breach of duty by the relevant director, supervisor or senior management member. A director, supervisor or senior management member of the Company is deemed to have an interest in a contract, transaction or arrangement in which an associate(s) of him/her has an interest.	Article 222 <u>Article 182</u> Where a director, supervisor, or senior management member of the Company is in any way, directly or indirectly, have a material interest in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not the relevant matters thereof is otherwise subject to the approval of the board of directors under normal circumstances. Unless the interested director, supervisor or senior management member discloses his/her interests in accordance with the above paragraph and the relevant matter is approved at a meeting of the board of directors in which such interested director, supervisor or senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement is voidable by the Company, except against a bona fide party thereto acting without notice of the breach of duty by the relevant director, supervisor or senior management member. A director, supervisor or senior management member of the Company is deemed to have an interest in a contract, transaction or arrangement in which an associate(s) of him/her has an interest.

No.	Current Articles	Amended Articles
99.	Article 223 Where a director, supervisor or senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions and arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interest, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	Article 223 <u>Article 183</u> Where a director, supervisor or senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions and arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interest, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.
100.	Article 224 The Company shall not pay taxes for its directors, supervisors or senior management members by any means.	Article 224 <u>Article 184</u> The Company shall not pay taxes for its directors, supervisors or senior management members by any means.

No.	Current Articles	Amended Articles
101.	Article 225 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to any of the directors, supervisors or senior management members, or any of their respective Associates. However, the following transactions are not subject to such prohibition: (1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of the directors, supervisors and senior management members to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his duties, in accordance with the terms of an employment contract approved by shareholders' general meeting; and (3) the Company may provide a loan or a guarantee in connection with the provision of a loan to any of the directors, supervisors and senior management members or their respective Associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes providing loans and guarantees.	Article 225 <u>Article 185</u> The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to any of the directors, supervisors or senior management members, or any of their respective Associates. However, the following transactions are not subject to such prohibition: (1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of the directors, supervisors and senior management members to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his duties, in accordance with the terms of an employment contract approved by shareholders' general meeting; and (3) the Company may provide a loan or a guarantee in connection with the provision of a loan to any of the directors, supervisors and senior management members or their respective Associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes providing loans and guarantees.

No.	Current Articles	Amended Articles
102.	Article 226 A loan made by the Company in breach of the above provisions shall be immediately repaid by the recipient of the loan regardless of the terms of the loan. A guarantee provided by the Company in breach of clause (1) of the preceding Article shall be unenforceable against the Company, unless: (1) at the time when the loan was provided to an Associate of any of the directors, supervisors and senior management members of the Company, the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	Article 226 <u>Article 186</u> A loan made by the Company in breach of the above provisions shall be immediately repaid by the recipient of the loan regardless of the terms of the loan. A guarantee provided by the Company in breach of clause (1) of the preceding Article shall be unenforceable against the Company, unless: (1) at the time when the loan was provided to an Associate of any of the directors, supervisors and senior management members of the Company, the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.

No.	Current Articles	Amended Articles
103.	Article 228 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor or senior management member of the Company is in breach of his/her duties to the Company, the Company has a right to: (1) claim damages from the relevant director, supervisor or senior management member in compensation for losses incurred by the Company as a result of his/her negligence; (2) rescind any contract or transaction entered into by the Company with the director, supervisor or senior management member or with a third party (where the third party knows or should know that there is a breach of obligation by such director, supervisor or senior management member); (3) demand a surrender of profits made by the director, supervisor or senior management member in breach of his/her duties; (4) recover any funds received by the director, supervisor or senior management member which should have been received by the Company, including (without limitation) commissions; and (5) demand return of the interests earned or may have earned by the director, supervisor or senior management member on funds that should have been paid to the Company.	Article 228 <u>Article 188</u> In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor or senior management member of the Company is in breach of his/her duties to the Company, the Company has a right to: (1) claim damages from the relevant director, supervisor or senior management member in compensation for losses incurred by the Company as a result of his/her negligence; (2) rescind any contract or transaction entered into by the Company with the director, supervisor or senior management member or with a third party (where the third party knows or should know that there is a breach of obligation by such director, supervisor or senior management member); (3) demand a surrender of profits made by the director, supervisor or senior management member in breach of his/her duties; (4) recover any funds received by the director, supervisor or senior management member which should have been received by the Company, including (without limitation) commissions; and (5) demand return of the interests earned or may have earned by the director, supervisor or senior management member on funds that should have been paid to the Company.

No.	Current Articles	Amended Articles
104.	Article 229 With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include: (1) emoluments in respect of his/her service as a director, supervisor or senior management member of the Company; (2) emoluments in respect of his/her service as a director, supervisor, or senior management member of a subsidiary of the Company; (3) emoluments otherwise in connection with the provision of other management services to the Company or its subsidiary; and (4) compensation for his/her loss of office or retirement as a director or supervisor. A director or supervisor shall not file any lawsuit against the Company for the benefits they are entitled to for the foregoing matters other than pursuant to the aforesaid contracts.	Article 229 With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include: (1) emoluments in respect of his/her service as a director, supervisor or senior management member of the Company; (2) emoluments in respect of his/her service as a director, supervisor, or senior management member of a subsidiary of the Company; (3) emoluments otherwise in connection with the provision of other management services to the Company or its subsidiary; and (4) compensation for his/her loss of office or retirement as a director or supervisor. A director or supervisor shall not file any lawsuit against the Company for the benefits they are entitled to for the foregoing matters other than pursuant to the aforesaid contracts.

No.	Current Articles	Amended Articles
105.	Article 230 In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company means any of the following circumstances: (1) an offer is made to all shareholders of the Company; or (2) an offer is made such that the offeror will become the controlling shareholder of the Company. The definition of the controlling shareholder has the same meaning as defined in Article 297 herein. If any director or supervisor does not comply with the above requirements, any sum payable to them shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred for the pro rata distribution of the sum among those persons shall be borne by the relevant director and supervisor and shall not be deducted from the sum distributed.	Article 230 <u>Article 189</u> In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company means any of the following circumstances: (1) an offer is made to all shareholders of the Company; or (2) an offer is made such that the offeror will become the controlling shareholder of the Company. The definition of the controlling shareholder has the same meaning as defined in Article 297<u>57</u> herein. If any director or supervisor does not comply with the above requirements, any sum payable to them shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred for the pro rata distribution of the sum among those persons shall be borne by the relevant director and supervisor and shall not be deducted from the sum distributed.

No.	Current Articles	Amended Articles
106.	Article 231 The Company will adopt the standard and procedures of fairness and justice for conducting the performance assessment on directors, supervisors and senior management members, and establish an incentive system through which the emoluments will be linked to the Company's effectiveness and individual results.	Article 231 <u>Article 190</u> The Company will adopt the standard and procedures of fairness and justice for conducting the performance assessment on directors, supervisors and senior management members, and establish an incentive system through which the emoluments will be linked to the Company's effectiveness and individual results.
107.	Article 232 Where a director, supervisor or senior management member is in violation of laws, regulations, regulatory documents and the Articles and causes any loss incurred by the Company and the shareholders, such director, supervisor or senior management member shall assume the liability accordingly. The Company may establish a liability insurance system for directors, supervisors or senior management members if necessary, so as to mitigate the risks resulting from duly performing their responsibilities by directors, supervisors or senior management members.	Article 232 <u>Article 191</u> Where a director, supervisor or senior management member is in violation of laws, regulations, regulatory documents and the Articles and causes any loss incurred by the Company and the shareholders, such director, supervisor or senior management member shall assume the liability accordingly. The Company may establish a liability insurance system for directors, supervisors or senior management members if necessary, so as to mitigate the risks resulting from duly performing their responsibilities by directors, supervisors or senior management members. <u>After the Company purchases or renews liability insurance for directors or senior management, the board of directors shall report to the shareholders' meeting on the insured amount, coverage and premium rate of the liability insurance.</u>
108.	Article 235 The Company shall not keep any accounting book other than the statutory accounting books. The assets of the Company shall not be kept under the account set up in the name of any individual.	Article 235 <u>Article 194</u> The Company shall not keep any accounting book other than the statutory accounting books. The assets <u>funds</u> of the Company shall not be kept under the account set up in the name of any individual.

No.	Current Articles	Amended Articles
109.	Article 241 The Company may distribute final or interim dividend in forms of cash and shares. Profit distribution policy of the Company shall be consistent and stable, and shall take into account of the long-term interest of the Company, the interests of the shareholders as a whole and the sustainable development of the Company. The Company shall give priority to profit distribution in cash. Except under special circumstances, profits distributed in cash for each year shall not be less than 10% of the net profit attributable to the shareholders of the Group for such financial year. The Company may adjust its profit distribution policy due to force majeure such as war or natural disaster, or changes in external operation environment which have material effects on the operation of the Company, or significant changes in the operation conditions of the Company. The adjustment of profit distribution policy shall be submitted by the board of directors to the shareholders' general meeting for approval by special resolution. Special circumstances refer to the prohibition of dividend distribution by laws and regulations, including but not limited to the general reserves or capital adequacy levels failing to comply with regulatory requirements. Shareholders are entitled to receive interests payable in respect of any capital paid up for the shares before the date of payment ("Date of Payment") specified by the Company. However, shareholders may not participate in the dividend distribution declared before the Date of Payment in respect of any shares paid up prior to the Date of Payment.	Article 241 <u>Article 200</u> The Company may distribute final or interim dividend in forms of cash and shares. Profit distribution policy of the Company shall be consistent and stable, and shall take into account of the long-term interest of the Company, the interests of the shareholders as a whole and the sustainable development of the Company. <u>When formulating a prudent profit distribution plan, the Company shall take into comprehensive consideration factors such as its operating conditions, risk profile, capital planning, market environment, and regulatory requirements.</u> The Company shall give priority to profit distribution in cash. Except under special circumstances, profits distributed in cash for each year shall not be less than 10% of the net profit attributable to the shareholders of the Group for such financial year. The Company may adjust its profit distribution policy due to force majeure such as war or natural disaster, or changes in external operation environment which have material effects on the operation of the Company, or significant changes in the operation conditions of the Company. The adjustment of profit distribution policy shall be submitted by the board of directors to the shareholders' general meeting for approval by special resolution. Special circumstances refer to the prohibition of dividend distribution by laws and regulations, including but not limited to the general reserves or capital adequacy levels failing to comply with regulatory requirements.

No.	Current Articles	Amended Articles
		Shareholders are entitled to receive interests payable in respect of any capital paid up for the shares before the date of payment (“Date of Payment”) specified by the Company. However, shareholders may not participate in the dividend distribution declared before the Date of Payment in respect of any shares paid up prior to the Date of Payment.
110.	Article 243 The reserves funds of the Company shall be used to cover its losses, expand the operation, or converted into the capital of the Company. The capital reserves fund shall not be used to cover the losses of the Company. When converting any reserves fund into share capital, new shares shall be distributed to shareholders in proportion to their original shareholdings. When converting any statutory reserves fund into share capital, the remaining statutory reserves fund shall be no less than 25% of its registered capital prior to such conversion.	Article 243 <u>Article 202</u> The reserves funds of the Company shall be used to cover its losses, expand the operation, or converted into the <u>registered</u> capital of the Company. The capital reserves fund shall not be used to cover the losses of the Company. <u>When covering the Company’s losses with reserves funds, the discretionary reserves fund and the statutory reserves fund shall be utilized first; if the losses cannot be fully covered, the capital reserves fund may be used in accordance with the applicable provisions.</u> When converting any reserves fund into share capital, new shares shall be distributed to shareholders in proportion to their original shareholdings. When converting any statutory reserves fund into share capital, the remaining statutory reserves fund shall be no less than 25% of its registered capital prior to such conversion.

No.	Current Articles	Amended Articles
111.	New Article 203 added	<u>Article 203 Where, after making up losses in accordance with the first paragraph of Article 202 of the Articles, the Company still has losses, it may reduce its registered capital to cover such losses. Where the registered capital is reduced to cover losses, the Company shall not distribute to the shareholders, nor shall it exempt the shareholders from their obligations to make capital contributions or payments for shares.</u> <u>The provisions of the first paragraph of Article 25 of the Articles shall not apply to a reduction of registered capital pursuant to the preceding paragraph, but an announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the resolution on the reduction of registered capital is adopted by the shareholders' meeting.</u> <u>After the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserves fund and discretionary reserves fund reaches fifty percent of the Company's registered capital.</u>

No.	Current Articles	Amended Articles
112.	Article 245 The Company shall establish an internal audit system and staff full time auditing professionals to conduct independent supervision, inspection and assessment on the financial income and expenses, business activities, risk exposure and internal control of the Company, and report any material matters found in the course of auditing to the board of directors or the audit committee of the board of directors. The board of directors of the Company shall be responsible for approving internal audit basic management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determining or authorizing the audit committee to decide internal audit budget, remuneration of staff and the appointment and removal of major officers and ensuring the independence of internal audit.	Article 245 <u>Article 205</u> The Company shall establish an internal audit system and staff full time auditing professionals to conduct independent supervision, inspection and assessment on the financial income and expenses, business activities, risk exposure and internal control of the Company, and report any material matters found in the course of auditing to the board of directors or the audit committee of the board of directors. The board of directors of the Company shall be responsible for approving internal audit basic management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determining or authorizing the audit committee to decide internal audit budget, remuneration of staff and the appointment and removal of major officers and ensuring the independence of internal audit.
113.	Article 247 The Company shall appoint an independent accounting firm which is qualified under relevant regulations of the PRC to audit the annual financial reports and other reports of the Company. The board of supervisors shall monitor the independence and effectiveness of external audit.	Article 247 <u>Article 207</u> The Company shall appoint an independent accounting firm which is qualified under relevant regulations of the PRC to audit the annual financial reports and other reports of the Company. The board of supervisors <u>audit committee</u> shall monitor the independence and effectiveness of external audit.

No.	Current Articles	Amended Articles
114.	Article 253 The appointment, dismissal and non-reappointment of an accounting firm by the Company shall be resolved at shareholders' general meeting and shall be filed with the relevant securities regulatory authorities of the State Council. The shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the board of directors to fill a vacancy, or the dismissal of an accounting firm before the expiry of its term: (1) the proposal of appointment or dismissal shall be sent to the accounting firm to be appointed, to be or has been terminated prior to the issue of notice of shareholders' general meeting. The termination of an accounting firm includes dismissal, resignation and retirement. (2) if the accounting firm being terminated requires the Company to forward its written statement of shareholders, the Company shall take the following measures unless the written statement is not received in time: (i) to state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and	Article 253 <u>Article 213</u> The appointment, <u>and</u> dismissal and non-reappointment of an accounting firm by the Company shall be resolved at shareholders' general meeting and shall be filed with the relevant securities regulatory authorities of the State Council. The shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the board of directors to fill a vacancy, or the dismissal of an accounting firm before the expiry of its term: (1) the proposal of appointment or dismissal shall be sent to the accounting firm to be appointed, to be or has been terminated prior to the issue of notice of shareholders' general meeting. The termination of an accounting firm includes dismissal, resignation and retirement. (2) if the accounting firm being terminated requires the Company to forward its written statement of shareholders, the Company shall take the following measures unless the written statement is not received in time: (i) to state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and

No.	Current Articles	Amended Articles
	(ii) to deliver a copy of the statement to shareholders as an appendix to the notice to of meeting in accordance with the Articles. (3) if the statement of the accounting firm is not delivered in accordance with item (2) above, the relevant accounting firm may request such statement to be read at the shareholders' general meeting and may make further appeals. (4) the accounting firm leaving its post shall be entitled to attend the following meetings: (i) the shareholders' general meeting at which its term of service would otherwise have expired; (ii) the shareholders' general meeting for filling the vacancy caused by its dismissal; and (iii) the shareholders' general meeting convened as a result of its voluntary resignation. The accounting firm leaving its post shall be entitled to receive all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the meetings on matters in relation to its previous engagement as the accounting firm of the Company.	(ii) to deliver a copy of the statement to shareholders as an appendix to the notice-to of meeting in accordance with the Articles. (3) if the statement of the accounting firm is not delivered in accordance with item (2) above, the relevant accounting firm may request such statement to be read at the shareholders' general meeting and may make further appeals. (4) the accounting firm leaving its post shall be entitled to attend the following meetings: (i) the shareholders' general meeting at which its term of service would otherwise have expired; (ii) the shareholders' general meeting for filling the vacancy caused by its dismissal; and (iii) the shareholders' general meeting convened as a result of its voluntary resignation. The accounting firm leaving its post shall be entitled to receive all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the meetings on matters in relation to its previous engagement as the accounting firm of the Company.

No.	Current Articles	Amended Articles
115.	Article 254 The Company shall notify the accounting firm in advance before the dismissal or non- reappointment of such accounting firm. The accounting firm shall be allowed to present its view at the shareholders' general meeting at which the dismissal is considered. Where the accounting firm resigns, it shall be requested by the Company to explain to the shareholders' general meeting whether there is any impropriety on the part of the Company. Any accounting firm may resign its office by depositing at the legal residence of the Company a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (1) a statement to the effect that there are no circumstances in relation to its resignation which should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any relevant situations which needs to be brought to the notice. The Company shall send a copy of the notice to the relevant authorities of the State within 14 days upon receipt of the written notice. If the notice contains a statement under item (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by prepaid mail to holder of the overseas listed shares of the Company at the address as recorded in the register of member. Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice of the shareholders of the Company, the accounting firm may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	Article 254¹⁴ The Company shall notify the accounting firm in advance before the dismissal or non-reappointment of such accounting firm. The accounting firm shall be allowed to present its view at the shareholders' general meeting at which the dismissal is considered. Where the accounting firm resigns, it shall be requested by the Company to explain to the shareholders' general meeting whether there is any impropriety on the part of the Company. Any accounting firm may resign its office by depositing at the legal residence of the Company a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (1) a statement to the effect that there are no circumstances in relation to its resignation which should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any relevant situations which needs to be brought to the notice. The Company shall send a copy of the notice to the relevant authorities of the State within 14 days upon receipt of the written notice. If the notice contains a statement under item (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by prepaid mail to holder of the overseas listed shares of the Company at the address as recorded in the register of member. Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to the notice of the shareholders of the Company, the accounting firm may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

No.	Current Articles	Amended Articles
116.	Article 263 Where the Company undertakes a merger, the relevant parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date on which the resolution is passed regarding the merger and shall publish an announcement in a newspaper within 30 days thrice. The creditors are entitled to require the Company to repay the debts or provide corresponding guarantees within 30 days after the receipt of such notices or within 45 days if no such notice is received.	Article 263—Article 223 Where the Company undertakes a merger, the relevant parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date on which the resolution is passed regarding the merger and shall publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days—thrice. The creditors are entitled to require the Company to repay the debts or provide corresponding guarantees within 30 days after the receipt of such notices or within 45 days if no such notice is received.
117.	Article 265 Where the Company is divided, its property shall be divided correspondingly. Where the Company is divided, the parties to the division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date the resolution is passed regarding the division and publish an announcement in a newspaper within 30 days thrice.	Article 265—Article 225 Where the Company is divided, its property shall be divided correspondingly. Where the Company is divided, the parties to the division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date the resolution is passed regarding the division and publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days—thrice.

No.	Current Articles	Amended Articles
118.	Article 271 The liquidation committee shall exercise the following functions and powers during the liquidation: (1) to sort out the property of the Company and prepare a balance sheet and an inventory of assets respectively; (2) to give notices or publish announcements to the creditors; (3) to deal with and liquidate any unsettled business of the Company; (4) to settle due taxes and taxes accrued during the liquidation; (5) to settle claims and debts; (6) to deal with the remaining assets of the Company after the Company's debts have been repaid; and (7) to participate in civil litigations on behalf of the Company.	Article 271 <u>Article 231</u> The liquidation committee shall exercise the following functions and powers during the liquidation: (1) to sort out the property of the Company and prepare a balance sheet and an inventory of assets respectively; (2) to give notices or publish announcements to the creditors; (3) to deal with and liquidate any unsettled business of the Company; (4) to settle due taxes and taxes accrued during the liquidation; (5) to settle claims and debts; (6) to deal with <u>distribute</u> the remaining assets of the Company after the Company's debts have been repaid; and (7) to participate in civil litigations on behalf of the Company.

No.	Current Articles	Amended Articles
119.	Article 272 The liquidation committee shall give notices to the creditors within 10 days after its establishment and issue announcements for at least three times in the newspaper within 60 days after its establishment. The creditors shall report claims to the liquidation committee within 30 days after the date of the receipt of such notices or within 45 days after the date of the first announcement if no notice is received. When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation team shall register the claims. In the period of reporting claims, the liquidation committee should not make any debt repayment to the creditors.	Article 272 <u>Article 232</u> The liquidation committee shall give notices to the creditors within 10 days after its establishment and issue announcements for at least three times in the newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 60 days after its establishment. The creditors shall report claims to the liquidation committee within 30 days after the date of the receipt of such notices or within 45 days after the date of the first first announcement if no notice is received. When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation team shall register the claims. In the period of reporting claims, the liquidation committee should not make any debt repayment to the creditors.

No.	Current Articles	Amended Articles
120.	Article 273 After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' general meeting, the people's court or the relevant authorities of the State for confirmation. The remaining property of the Company shall be distributed to the shareholders in proportion of shares held by each of the shareholder after payments have been made of the liquidation fees, salaries of the employees, social security expenses and statutory compensation, taxes and debts of the Company. During the liquidation, the Company remains in existence but shall not carry out any operating activity which does not relate to the liquidation. The property of the Company shall not be distributed to the shareholders before its debts are settled pursuant to the preceding paragraph.	Article 273—Article 233 After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' general meeting, the people's court or the relevant authorities of the State for confirmation. The remaining property of the Company shall be distributed to the shareholders in proportion of shares held by each of the shareholder after payments have been made of the liquidation fees, salaries of the employees, social security expenses and statutory compensation, taxes and debts of the Company. During the liquidation, the Company remains in existence but shall not carry out any operating activity which does not relate to the liquidation. The property of the Company shall not be distributed to the shareholders before its debts are settled pursuant to the preceding paragraph.

No.	Current Articles	Amended Articles
121.	Article 274 After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for declaration of bankruptcy. After the people's court declares bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the people's court.	Article 274 <u>Article 234</u> After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for declaration of bankruptcy <u>liquidation</u>. After the people's court declares bankruptcy of the Company <u>After the people's court accepts the bankruptcy application</u>, the liquidation committee shall hand over the liquidation matters to <u>the bankruptcy administrator designated by the people's court</u>.
122.	Article 275 After the completion of liquidation, the liquidation committee shall prepare a liquidation report for the approval by the shareholders' general meeting or relevant competent regulatory authority. The liquidation committee shall, within 30 days after the confirmation of the shareholders' general meeting or competent regulatory authority, submit the aforesaid documents to the company registration authority, apply to deregister the Company and publish an announcement on the dissolution of the Company.	Article 275 <u>Article 235</u> After the completion of liquidation, the liquidation committee shall prepare a liquidation report for the approval by the shareholders' general meeting or relevant competent regulatory authority <u>the people's court</u>. The liquidation committee shall, within 30 days after the confirmation of the shareholders' general meeting or competent regulatory authority, and submit it the aforesaid documents to the company registration authority, to apply for deregistration of the Company and publish an announcement on the dissolution of the Company.

No.	Current Articles	Amended Articles
123.	Article 276 Members of the liquidation committee shall be dedicated to their duties and carry out the liquidation work in accordance with the laws. Members of the liquidation committee shall not abuse their powers to receive bribes or other illegal income and shall not misappropriate the property of the Company. Any member of the liquidation committee shall be liable for any loss caused to the Company or creditors due to his intentional misconduct or gross negligence.	Article 276 <u>Article 236</u> Members of the liquidation committee shall be dedicated to their duties <u>perform their liquidation duties</u> and carry out the liquidation work in accordance with the laws <u>are obligated to act with loyalty and due diligence</u>. Members of the liquidation committee who neglect to <u>perform their liquidation duties</u> and cause losses to the Company <u>shall be liable for compensation</u>; shall not abuse their powers to receive bribes or other illegal income and shall not misappropriate the property of the Company. if they cause losses to Any member of the liquidation committee shall be liable for any loss caused to the Company or creditors due to his intentional misconduct or gross negligence, they shall also be liable for compensation.
124.	Article 285 The Articles shall be binding upon the Company and its shareholders, directors, supervisors and senior management members. All of the above persons may make claims related to matters of the Company in accordance with the Articles. Pursuant to the Articles, the shareholders shall have the right to sue the Company; the Company shall have the right to sue its shareholders; the shareholders shall have the right to sue other shareholders; the shareholders and the Company shall have the right to sue directors, supervisors and senior management members of the Company. For the purposes of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.	Article 285 <u>Article 245</u> The Articles shall be binding upon the Company and its shareholders, directors, supervisors and senior management members. All of the above persons may make claims related to matters of the Company in accordance with the Articles. Pursuant to the Articles, the shareholders shall have the right to sue the Company; the Company shall have the right to sue its shareholders; the shareholders shall have the right to sue other shareholders; the shareholders and the Company shall have the right to sue directors, supervisors and senior management members of the Company. For the purposes of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.

No.	Current Articles	Amended Articles
125.	Article 286 The Company follows the following rules for settlement of dispute: (1) Any dispute or claim of rights relating to the affairs of the Company and arising between holders of overseas listed shares and the Company, or between holders of overseas listed shares and directors, supervisors or senior management members of the Company, or between holders of overseas listed shares and holders of domestic shares, and arising as a result of the rights and obligations provided for in the Articles, the Company Law and other applicable laws, administrative regulations, shall be referred to arbitration by the parties involved. Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, where the persons being the Company or shareholders, directors, supervisors or senior management members of the Company, shall comply with the arbitration. Disputes in respect of the definition of shareholders and in relation to the register of members need not be resolved by arbitration.	Article 286 <u>Article 246</u> The Company follows the following rules for settlement of dispute: (1) Any dispute or claim of rights relating to the affairs of the Company and arising between holders of overseas listed shares and the Company, or between holders of overseas listed shares and directors, supervisors or senior management members of the Company, or between holders of overseas listed shares and holders of domestic shares, and arising as a result of the rights and obligations provided for in the Articles, the Company Law and other applicable laws, administrative regulations, shall be referred to arbitration by the parties involved. Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, where the persons being the Company or shareholders, directors, supervisors or senior management members of the Company, shall comply with the arbitration. Disputes in respect of the definition of shareholders and in relation to the register of members need not be resolved by arbitration.

No.	Current Articles	Amended Articles
	(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If the claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Center, any party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center. (3) The resolution of any dispute or claim of rights referred to in term (1) above by arbitration is subject to the PRC laws, unless otherwise required by the laws and administrative regulations. (4) An arbitral award made by the arbitral body is final and binding on all parties.	(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If the claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Center, any party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center. (3) The resolution of any dispute or claim of rights referred to in term (1) above by arbitration is subject to the PRC laws, unless otherwise required by the laws and administrative regulations. (4) An arbitral award made by the arbitral body is final and binding on all parties.

No.	Current Articles	Amended Articles
126.	Article 288 The number of preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares of the Company, and the capital raised from the issuance of preference shares shall not be more than 50% of the net assets value of the Company prior to the relevant issuance (excluding the preference shares that have been redeemed or converted).	Article 288 <u>Article 248</u> The number of preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares of the Company, and the capital raised from the issuance of preference shares shall not be more than 50% of the net assets value of the Company prior to the relevant issuance (excluding the preference shares that have been redeemed or converted). <u>The transfer of the Company's preference shares shall comply with applicable laws, regulations, departmental rules, regulatory documents, and the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed, and shall be subject to the provisions set forth in the offering documents.</u>

No.	Current Articles	Amended Articles
127.	Article 291 Holders of preference shares of the Company shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Company on liquidation in priority to ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article 293, to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article 294, to have its voting rights restored in accordance with the requirements of that article; (5) to make proposals or inquiries in relation to the business operations and activities of the Company; (6) to inspect the Articles, register of members, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial reports; and (7) other rights conferred to holders of preference shares by laws, administrative regulations, departmental rules and the Articles.	Article 291 <u>Article 251</u> Holders of preference shares of the Company shall enjoy the following rights: (1) to receive distribution of dividends in priority to ordinary shareholders; (2) to receive distribution of residual assets of the Company on liquidation in priority to ordinary shareholders; (3) upon the occurrence of the circumstances provided in Article 293<u>53</u>, to attend and vote at shareholders' general meetings; (4) upon the occurrence of the circumstances provided in Article 294<u>54</u>, to have its voting rights restored in accordance with the requirements of that article; (5) to make proposals or inquiries in relation to the business operations and activities of the Company; (6) to inspect <u>and copy</u> the Articles, register of members, record <u>of bondholders</u>, minutes of shareholders' general meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial reports; and (7) other rights conferred to holders of preference shares by laws, administrative regulations, departmental rules and the Articles.

No.	Current Articles	Amended Articles
128.	Article 292 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary general meeting of shareholders; (2) a request to convene and preside over a general meeting of shareholders; (3) a request to submit a proposal or an interim proposal to a general meeting of shareholders; (4) a request to nominate the directors and supervisors who are not employee representatives of the Company; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles; (6) identifying the restrictions relating to the appointment of independent directors of the Company according to the relevant provisions of the Articles; (7) identifying the 10 largest shareholders of the Company and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Company in accordance with the Securities Law of the People's Republic of China and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, departmental rules and these Articles.	Article 292 <u>Article 252</u> Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares held by the shareholders in the event of the following: (1) a request to convene an extraordinary <u>shareholders' general</u> meeting of shareholders; (2) a request to convene and preside over a <u>shareholders' general</u> meeting of shareholders; (3) a request to submit a proposal or an interim proposal to a <u>shareholders' general</u> meeting of shareholders; (4) a request to nominate the directors and supervisors who are not employee representatives of the Company; (5) identifying controlling shareholder(s) according to the relevant provisions of the Articles; (6) identifying the restrictions relating to the appointment of independent directors of the Company according to the relevant provisions of the Articles; (7) identifying the 10 largest shareholders of the Company and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Company in accordance with the Securities Law of the People's Republic of China and relevant regulations; and (8) other circumstances provided under laws, administrative regulations, departmental rules and these Articles.

No.	Current Articles	Amended Articles
129.	Article 297 Definitions (1) “Controlling shareholder” shall be any person who meets any of the following conditions: 1. a person who when acting alone or in concert with others may elect not less than half of the directors; 2. a person who when acting alone or in concert with others may exercise 30% or above of the voting right or may control the exercise of 30% or above of the voting right; 3. a person who when acting alone or in concert with others holds 30% or above of the issued shares of the Company; and 4. a person who when acting alone or in concert with others is in de facto control of the Company. The above phrase “acting in concert” means two or more persons who, by way of agreement (whether verbal or in writing), cooperation or connected relationship or other legal ways, enlarge the proportion of the shares in the Company which are under their control or consolidate their control over the Company, so that when a vote is taken, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting right attached to shares without giving instruction on how to vote, provided that open proxy solicitation is to be excluded).	Article 297 <u>Article 257</u> Definitions (1) “Controlling shareholder” shall be any person who meets any of the following conditions: 1. a person who when acting alone or in concert with others may elect not less than half of the directors; 2. a person who when acting alone or in concert with others may exercise 30% or above of the voting right or may control the exercise of 30% or above of the voting right; 3. a person who when acting alone or in concert with others holds 30% or above of the issued shares of the Company; and 4. a person who when acting alone or in concert with others is in de facto control of the Company. The above phrase “acting in concert” means two or more persons who, by way of agreement (whether verbal or in writing), cooperation or connected relationship or other legal ways, enlarge the proportion of the shares in the Company which are under their control or consolidate their control over the Company, so that when a vote is taken, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting right attached to shares without giving instruction on how to vote, provided that open proxy solicitation is to be excluded).

No.	Current Articles	Amended Articles
	(2) A “De facto controller” means a person who, though not a shareholder of the Company, is entitled to the de facto control of the Company through investment relationships, agreement or other arrangements. (3) A “Substantial shareholder” refer to a shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Company, or who holds less than 5% of the total capital or total shares but has a significant influence upon the operations and management of the Company. The “significant influence” above includes, but is not limited to, appointing directors, supervisors or senior management to the Company, affecting the Company’s decision-making on financial and operational management affairs through agreement or by other means, and other circumstances identified by the banking regulatory authority of the State Council or its local branches. (4) “Connected relationship” means the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management members of the Company and the enterprises under their direct or indirect control, and other relationships which may result in transfer of interests of the Company, provided however that connected relationships shall not be considered to be in existence between state-controlled enterprises solely because they are under the common control of the PRC government.	(2) A “De facto controller” means a person who, though not a shareholder of the Company, is entitled to the de facto control of the Company through investment relationships, agreement or other arrangements. (3) A “Substantial shareholder” refer to a shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Company, or who holds less than 5% of the total capital or total shares but has a significant influence upon the operations and management of the Company. The “significant influence” above includes, but is not limited to, appointing directors, supervisors or senior management to the Company, affecting the Company’s decision-making on financial and operational management affairs through agreement or by other means, and other circumstances identified by the banking regulatory authority of the State Council or its local branches. (4) “Connected relationship” means the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management members of the Company and the enterprises under their direct or indirect control, and other relationships which may result in transfer of interests of the Company, provided however that connected relationships shall not be considered to be in existence between state-controlled enterprises solely because they are under the common control of the PRC government.

No.	Current Articles	Amended Articles
	(5) A “party acting in concert” means a related investor who, by agreement or other arrangement, achieves concerted act with another investor through the acts or facts of jointly expanding the number of voting rights carried by shares of the Company at its disposal. (6) An “ultimate beneficiary” means a person who is effectively entitled to the benefit from the Company’s shareholding. (7) “Onsite meeting” means a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants. (8) “Correspondence” means the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration. (9) The specific criteria for the word “major” as used in the expressions “major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges and guarantee of assets, purchases and disposal of fixed assets, disposal of debt equity swap assets, write-off of assets, external donation” and “major decisions of legal corporations” shall be determined by specific authority granted by the shareholders’ general meeting to the board of directors and by the board of directors to the president.	(5) A “party acting in concert” means a related investor who, by agreement or other arrangement, achieves concerted act with another investor through the acts or facts of jointly expanding the number of voting rights carried by shares of the Company at its disposal. (6) An “ultimate beneficiary” means a person who is effectively entitled to the benefit from the Company’s shareholding. (7) “Onsite meeting” means a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants. (8) “Correspondence” means the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration. (9) The specific criteria for the word “major” as used in the expressions “major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges and guarantee of assets, purchases and disposal of fixed assets, disposal of debt equity swap assets, write-off of assets, external donation” and “major decisions of legal corporations” shall be determined by specific authority granted by the shareholders’ general meeting to the board of directors and by the board of directors to the president.

APPENDIX II DETAILS OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles	Amended Articles
	(10) For purposes of the Articles, an “accounting firm” has the same meaning as an “auditor” and “related” has the same meaning as “connected” as defined in the Hong Kong Listing Rules. (11) Reference to any article stated herein shall mean the corresponding article of the Articles unless the context otherwise requires.	(10) For purposes of the Articles, an “accounting firm” has the same meaning as an “auditor” and “related” has the same meaning as “connected” as defined in the Hong Kong Listing Rules. (11) Reference to any article stated herein shall mean the corresponding article of the Articles unless the context otherwise requires.

Note: In accordance with additions, deletions, and adjustments of clauses and chapters, the numbering of clauses, chapter numbers, and cross-references throughout the text have been revised accordingly. Pursuant to the new Company Law, “shareholders’ general meeting” has been uniformly updated to “shareholders’ meeting.” If the provisions of the Articles of Association are not subject to other amendments, they are not listed in this comparison table.

APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

No.	Original Rules	Amended Rules
1	Article 1 To protect the shareholders of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Company”) to exercise their rights in accordance with the law, ensure the efficient and standardized operation and scientific decision-making of the shareholders’ general meeting, and improve the corporate governance structure, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Regulations on Financial Assets Management Companies, the Special Provisions of the State Council on Issuing and Listing of Shares Abroad by Companies Limited by Shares, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange Limited, and other relevant laws, regulations, regulatory documents, and the Articles of Association of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Articles”), and in conjunction with the Company’s actual situation.	Article 1 To protect the shareholders of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Company”) to exercise their rights in accordance with the law, ensure the efficient and standardized operation and scientific decision-making of the shareholders’ general meeting, and improve the corporate governance structure, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Regulations on Financial Assets Management Companies, the Special Provisions of the State Council on Issuing and Listing of Shares Abroad by Companies Limited by Shares, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange Limited, and other relevant laws, regulations, regulatory documents, and the Articles of Association of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Articles”), and in conjunction with the Company’s actual situation.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
2	Article 2 These Rules shall apply to the shareholders' general meetings of the Company and shall be binding upon the Company, all the shareholders and their proxies, the directors, supervisors and senior management members of the Company, as well as other relevant persons attending such shareholders' general meetings without voting rights.	Article 2 These Rules shall apply to the shareholders' general -meetings of the Company and shall be binding upon the Company, all the shareholders and their proxies, the directors, supervisors and senior management members of the Company, as well as other relevant persons attending such shareholders' general -meetings without voting rights.
3	Article 7 The shareholders' general meeting is the organ of power of the Company. The shareholders' general meeting exercises the following functions and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles: (1) to decide the Company's operating policies and investment plans; (2) to elect, replace and remove the directors and supervisors who are not representative of the employees of the Company, and to decide on matters related to the emoluments of directors and supervisors; (3) to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the board of supervisors; (5) to consider and approve the annual financial budget and final account statement of the Company;	Article 7 The shareholders' general meeting is the organ of power of the Company. The shareholders' general meeting exercises the following functions and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles: (1) to decide the Company's operating policies and investment plans; (2)to elect, replace and remove the relevant directors and supervisors who are not representative of the employees of the Company, and to decide on matters related to the emoluments of directors and supervisors; (32) to consider and approve the reports of the board of directors; (4)to consider and approve the reports of the board of supervisors; (53) to consider and approve the annual financial budget and final account statement of the Company;

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
	(6) to consider and approve the Company's profit distribution plan and loss recovery plan; (7) to resolve on any increase or reduction in the Company's registered capital; (8) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing; (9) to resolve on matters related to merger, separation, dissolution, liquidation of the Company or alternation on the form of the Company; (10) to amend the Articles, the procedural rules of the shareholders' general meeting, and the meetings of the board of directors and the board of supervisors; (11) to decide the engagement, dismissal or replacement of accounting firms of the Company for conducting regular statutory audits work for the Company's financial reports; (12) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles;	(64) to consider and approve the Company's profit distribution plan and loss recovery plan; (75) to resolve on any increase or reduction in the Company's registered capital; (86) to resolve on the issuance of corporate bonds, any class of shares, warrants or other marketable securities of the Company and their listing; (97) to resolve on matters related to merger, separation, dissolution, liquidation of the Company or alternation on the form of the Company; (408) to amend the Articles, the procedural rules of the shareholders' general meeting, and the meetings of the board of directors and the board of supervisors; (449) to decide the engagement, <u>or</u> dismissal or replacement of accounting firms of the Company for conducting regular statutory audits work for the Company's financial reports; (102) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles;

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
	(13) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, write-off of assets, external donations of the Company and major decisions of legal corporations; (14) to consider and approve matters in relation to the change of use of the raised fund; (15) to consider and approve share incentive scheme; (16) to consider and approve any purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year; (17) to consider and approve connected transactions required to be approved by the shareholders' general meeting under the law, regulations, regulatory documents and the securities regulatory authorities of the place where the Company's shares are listed; (18) to consider any motion raised by shareholders, individually or in aggregate, holding more than 3% of issued shares of the Company with voting rights;	(11<u>3</u>) to consider and approve major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, write-off of assets, external donations of the Company and major decisions of legal corporations; (12<u>4</u>) to consider and approve matters in relation to the change of use of the raised fund; (13<u>5</u>) to consider and approve share incentive scheme; (14<u>6</u>) to consider and approve any purchase or disposal of significant assets or provision of guarantee <u>to others</u> with aggregate value of more than 30% of the total assets of the Company within a period of a year; (15<u>7</u>) to consider and approve connected transactions required to be approved by the shareholders' general-meeting under the law, regulations, regulatory documents and the securities regulatory authorities of the place where the Company's shares are listed; (16<u>8</u>) to consider any motion raised by shareholders, individually or in aggregate, holding more than <u>31</u>% of issued shares of the Company with voting rights;

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
	(19) to determine the issuance of preference shares; to determine or authorize the board of directors to determine matters relating to preference shares issued by the Company, including but not limited to redemption, conversion and distribution of dividends; (20) to consider and approve all other matters which are required to be determined by the shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles. The above matters which are within the scope of authority of the shareholders' general meeting shall be considered and approved by the shareholders' general meetings. However, the shareholders' general meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.	(179) to determine the issuance of preference shares; to determine or authorize the board of directors to determine matters relating to preference shares issued by the Company, including but not limited to redemption, conversion and distribution of dividends; (1820) to consider and approve all other matters which are required to be determined by the shareholders' general meeting under the laws, regulations, regulatory documents, applicable requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles. The above matters which are within the scope of authority of the shareholders' general-meeting shall be considered and approved by the shareholders' general meetings. However, the shareholders' general-meeting may delegate power to the board of directors to decide on such matters under necessary, reasonable and lawful circumstances.
4	Article 9 The Company shall not, without prior approval of the shareholders' general meeting or any party authorized by the shareholders' general meeting, enter into any contract with any person other than a director, supervisor or senior management member whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person.	Article 9 The Company shall not, without prior approval of the shareholders' general-meeting or any party authorized by the shareholders' general-meeting, enter into any contract with any person other than a director; supervisor or senior management member whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
5	Article 12 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is lower than the minimum quorum required by the Articles or less than two-thirds of the number of directors specified at shareholders' general meeting; (2) the uncovered loss of the Company reaches one-third of the Company's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Company request to convene the meeting in writing; (4) the board of directors deems it necessary to convene the meeting; (5) the board of supervisors proposes to convene the meeting; (6) when proposed to convene the meeting by at least one-half and not less than two independent directors; or (7) any other circumstances stipulated by laws, regulations and regulatory documents, the Articles and these Rules.	Article 12 An extraordinary shareholders' general meeting shall be convened within two months from the date of occurrence of any of the following events: (1) the number of directors is <u>less</u> lower than the <u>statutory</u> minimum quorum <u>or two-thirds of the minimum number of directors</u> required by the Articles or less than two-thirds of the number of directors specified at shareholders' general meeting; (2) the uncovered loss of the Company reaches one-third of the Company's total share capital; (3) shareholders who individually or jointly hold more than 10% of the voting shares of the Company request to convene the meeting in writing; (4) the board of directors deems it necessary to convene the meeting; (5) the board of supervisors <u>audit committee</u> proposes to convene the meeting; (6) when proposed to convene the meeting by <u>at least one-half the majority of</u> at least one-half and not less than two independent directors; or (7) any other circumstances stipulated by laws, regulations and regulatory documents, the Articles and these Rules.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
	The shareholding of the shareholders mentioned in item (3) above shall be calculated as of the close of the date or, if it falls on a non-trading date, the prior trading date on which such shareholders request to convene the meeting in writing.	The shareholding of the shareholders mentioned in item (3) above shall be calculated as of the close of the date on which such shareholders request to convene the meeting in writing or, if it falls on a non-trading date, the prior trading date.
6	Article 14 When the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors, more than half of independent directors (at least two) and shareholders, individually or in the aggregate, holding 3% or more of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall place matters in the proposals within the scope of functions of the shareholders' general meeting on the agenda of such meeting.	Article 14 When the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors, more than half the majority of independent directors (at least two) and shareholders, individually or in the aggregate, holding 3 <u>31</u> % or more of the shares with voting rights of the Company shall have the right to submit proposals to the Company in writing. The Company shall place matters in the proposals within the scope of functions of the shareholders' general meeting on the agenda of such meeting.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
7	Article 15 Shareholders, individually or in the aggregate, holding more than 3% of the shares of the Company shall have the right to submit interim proposals in writing 10 days before the shareholders' general meeting to the convener of such meeting. The convener shall within two days upon receiving such proposals give supplemental notice to other shareholders, and place matters in the interim proposals within the scope of functions and powers of the shareholders' general meeting on the agenda of such meeting. Except as provided in the preceding paragraph, the convener of shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or add any new proposals after issuing the notice of the shareholders' general meeting. No vote shall be taken and no resolution shall be made at the shareholders' general meeting on proposals that are not specified in the notice of the shareholders' general meeting or that do not comply with Articles 14 and 15 of these Rules.	Article 15 Shareholders, individually or in the aggregate, holding more than <u>31%</u> of the shares of the Company shall have the right to submit interim proposals in writing 10 days before the shareholders' general-meeting to the convener of such meeting. The convener shall within two days upon receiving such proposals give supplemental notice to other shareholders, and place matters in the interim proposals within the scope of functions and powers of the shareholders' general-meeting on the agenda of such meeting. <u>However, the interim proposals shall not be in violation of the provisions of the laws, administrative regulations or the Articles, or shall not fall within the terms of reference of the shareholders' meeting.</u> Except as provided in the preceding paragraph, the convener of shareholders' general-meeting shall not amend the proposals set out in the notice of the shareholders' general-meeting or add any new proposals after issuing the notice of the shareholders' general meeting. No vote shall be taken and no resolution shall be made at the shareholders' general-meeting on proposals that are not specified in the notice of the shareholders' general-meeting or that do not comply with Articles 14 and 15 of these Rules.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS’ GENERAL MEETINGS**

No.	Original Rules	Amended Rules
8	Article 17 A shareholders’ general meeting shall be called by the board of directors. If the board of directors is unable to perform or does not perform the duty of convening the shareholders’ general meeting, the board of supervisors shall convene and preside over the meeting in time; if the board of supervisors does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10% of the shares of the Company for more than 90 consecutive days (hereinafter referred to as the “Convening Shareholders”) may convene and preside over the meeting themselves.	Article 17 A shareholders’ general meeting shall be called by the board of directors. If the board of directors is unable to perform or does not perform the duty of convening the shareholders’ general meeting, the board of supervisors <u>audit committee</u> shall convene and preside over the meeting in time; if the board of supervisors <u>audit committee</u> does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10% of the shares of the Company for more than 90 consecutive days (hereinafter referred to as the “Convening Shareholders”) may convene and preside over the meeting themselves.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
9	Article 18 The board of supervisors proposing to the board of directors to convene an extraordinary general meeting shall submit such proposal in writing. The board of directors shall make a response in writing as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles. If the board of directors agrees to convene an extraordinary general meeting, a notice of convening such meeting shall be issued within five days after a resolution of the board of directors is passed. Approval of the board of supervisors must be sought if the original proposal contained in the notice is changed. If the board of directors does not agree to convene an extraordinary general meeting, or fails to give its response within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to have failed, to perform its duty to convene a shareholders' general meeting, and the board of supervisors may convene and preside over the shareholders' general meeting.	Article 18 The board of supervisors <u>audit committee</u> proposing to the board of directors to convene an extraordinary shareholders' general meeting shall submit such proposal in writing. The board of directors shall make a response in writing as to whether or not it agrees to convene such extraordinary shareholders' general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles. If the board of directors agrees to convene an extraordinary shareholders' general meeting, a notice of convening such meeting shall be issued within five days after a resolution of the board of directors is passed. Approval of the board of supervisors <u>audit committee</u> must be sought if the original proposal contained in the notice is changed. If the board of directors does not agree to convene an extraordinary shareholders' general meeting, or fails to give its response within 10 days upon receipt of the proposal, the board of directors shall be deemed to be unable, or to have failed, to perform its duty to convene a shareholders' general meeting, and the board of supervisors <u>audit committee</u> may convene and preside over the shareholders' general meeting.

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS**

No.	Original Rules	Amended Rules
10	Article 19 Not less than one-half of the independent directors (or at least two independent directors) may jointly propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall convene an extraordinary general meeting within two months upon receipt of the proposal in accordance with the laws, regulations and the Articles.	Article 19 <u>Upon approval by the majority of all the independent directors (at least two independent directors),</u> Not less than one-half of the independent directors (or at least two independent directors) <u>independent directors may jointly propose to the board of directors in writing to convene an extraordinary shareholders' general meeting.</u> <u>In response to a proposal by independent directors to convene an extraordinary shareholders' meeting, the board of directors shall make a written reply as to whether or not it agrees to convene such extraordinary shareholders' meeting within 10 days upon receipt of the proposal</u> convene an extraordinary general meeting within two months upon receipt of the proposal in accordance with the laws, regulations and the Articles. <u>If the board of directors agrees to convene the extraordinary shareholders' meeting, notice convening the meeting shall be issued within five days after the board of directors resolved to do so. If the board of directors does not agree to convene the extraordinary shareholders' meeting, reasons shall be explained and announced.</u>

**APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF
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No.	Original Rules	Amended Rules
11	Article 20 Shareholders who individually or jointly hold more than 10% of the shares of the Company (the “Requesting Shareholders”) requesting to convene an extraordinary general meeting or class meetings shall be in accordance with following procedures: (1) Requesting Shareholders may propose to the board of directors to convene an extraordinary general meeting or class meeting in writing by signing one or more written proposals in the same form and with the same contents. The board of directors shall make a response in writing as to whether or not it agrees to convene such general meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and the Articles; (2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, a notice for convening such meeting shall be issued within five days after the resolution of the board of directors is passed. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed;	Article 20 Shareholders who individually or jointly hold more than 10% of the shares of the Company (the “Requesting Shareholders”) requesting to convene an extraordinary shareholders’ general-meeting or class meetings shall be in accordance with following procedures: (1) Requesting Shareholders may propose to the board of directors to convene an extraordinary shareholders’ general-meeting or class meeting in writing by signing one or more written proposals in the same form and with the same contents. The board of directors shall make a response in writing as to whether or not it agrees to convene such shareholders’ general-meeting within 10 days upon receipt of the proposal in accordance with the laws, regulations, regulatory documents and the Articles; (2) If the board of directors agrees to convene an extraordinary shareholders’ general-meeting or class meeting, a notice for convening such meeting shall be issued within five days after the resolution of the board of directors is passed. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed;

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	(3) If the board of directors does not agree to convene an extraordinary general meeting or class meeting, or fails to give its response within 10 days upon receipt of the proposal, the Requesting Shareholders shall have the right to propose to the board of supervisors to convene an extraordinary general meeting and such proposal shall be proposed to the board of supervisors in writing; (4) If the board of supervisors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days upon receipt of the proposal. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (5) If the board of supervisors fails to give the notice of such meeting within the prescribed period, shareholders who individually or jointly hold 10% or more of the Company's shares for not less than 90 consecutive days (the "Convening Shareholders") shall be entitled to convene the meeting.	(3) If the board of directors does not agree to convene an extraordinary <u>shareholders' general</u> meeting or class meeting, or fails to give its response within 10 days upon receipt of the proposal, the Requesting Shareholders shall have the right to propose to the board of supervisors <u>audit committee</u> to convene an extraordinary <u>shareholders' general</u> meeting and such proposal shall be proposed to the <u>audit committee</u> board of supervisors in writing; (4) If the <u>audit committee</u> board of supervisors agrees to convene an extraordinary <u>shareholders' general</u> meeting, a notice for convening such meeting shall be issued within five days upon receipt of the proposal. Approval of the Requesting Shareholders must be sought if the original proposal contained in the notice is changed; (5) If the <u>audit committee</u> board of supervisors fails to give the notice of such meeting within the prescribed period, it shall be deemed to have failed to convene or preside over the shareholders' meeting and shareholders who individually or jointly hold 10% or more of the Company's shares for not less than 90 consecutive days (the "Convening Shareholders") shall be entitled to convene <u>and preside over</u> the meeting.

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12	Article 21 When the board of supervisors or the Convening Shareholders decide to convene a shareholders' general meeting independently, a written notice must be given to the board of directors. Shareholding proportion of the Convening Shareholders who intend to convene a shareholders' general meeting shall not be less than 10% prior to announcement of the resolution of the shareholders' general meeting.	Article 21 When the board—<u>audit committee</u> or the Convening Shareholders decide to convene a shareholders' general-meeting independently, a written notice must be given to the board of directors <u>and a filing shall be made in accordance with the relevant regulations of the securities regulatory authorities of the place where the Company's shares are listed.</u> <u>The audit committee or the Convening Shareholders shall submit relevant supporting documents to the securities regulatory authorities of the place where the Company's shares are listed upon the issuance of the notice of the shareholders' meeting and the announcement of the resolutions of the shareholders' meeting.</u> Shareholding proportion of the Convening Shareholders who intend to convene a shareholders' general-meeting shall not be less than 10% prior to announcement of the resolution of the shareholders' general-meeting.
13	Article 22 In case the board of supervisors or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall coordinate and the board of directors shall provide the register of members as at the share registration date.	Article 22 In case the board—<u>audit committee</u> or the Convening Shareholders decide to convene the shareholders' general meeting, the board of directors and the board secretary shall coordinate and the board of directors shall provide the register of members as at the share registration date.
14	Article 23 Necessary costs incurred for the shareholders' general meetings convened by the board of supervisors or Convening Shareholders shall be borne by the Company.	Article 23 Necessary costs incurred for the shareholders' general—meetings convened by the board of supervisors <u>audit committee</u> or Convening Shareholders shall be borne by the Company.

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15	Article 24 When the Company is to convene a shareholders' annual general meeting, a written notice shall be sent 20 days prior to the general meeting; and to convene a shareholders' extraordinary general meeting, a written notice shall be sent 10 days prior to the general meeting. Where the securities regulatory authorities of the places where the Company's shares are listed stipulate a longer notice period for general meetings, such stipulation shall prevail.	Article 24 When the Company is to convene an shareholders'² annual generalshareholders' meeting, a written notice shall be sent 20 days prior to the generalshareholders' meeting; and to convene an shareholders'² extraordinary generalshareholders' meeting, a written notice shall be sent 10¹⁵ days prior to the generalshareholders' meeting. Where the securities regulatory authorities of the places where the Company's shares are listed stipulate a longer notice period for generalshareholders' meetings, such stipulation shall prevail.
16	Article 26 The notice of shareholders' general meeting shall be in written form and shall contain the following: (1) the convener of the meeting; (2) the location, date and duration of the meeting; (3) the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only; (4) the information and explanation necessary for shareholders to make decisions regarding the matters to be discussed, including (but not limited to) specific terms and contracts (if any) for a proposed transaction, and a detailed explanation of the reasons and consequences where the Company proposes a merger, repurchase of shares, restructuring of shares or other form of restructuring;	Article 26 The notice of shareholders' general-meeting shall be in written form and shall contain the following: (1) the convener of the meeting; (2) the location, date and duration of the meeting; (3) the matters and all resolutions to be considered at the meeting. Proposed changes to any resolution passed at previous shareholders' general-meeting shall be disclosed in full rather than disclosing the changes only; (4) the information and explanation necessary for shareholders to make decisions regarding the matters to be discussed, including (but not limited to) specific terms and contracts (if any) for a proposed transaction, and a detailed explanation of the reasons and consequences where the Company proposes a merger, repurchase of shares, restructuring of shares or other form of restructuring;

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	(5) where any directors, supervisors and other senior management members have an important interest in matters to be discussed, the nature and extent of that interest shall be disclosed. Further, where the impact of the matters to be discussed by such directors, supervisors and other senior management members who are shareholders is different from the impact on other shareholders of the same class, the difference shall be explicitly explained; (6) the full text of any special resolution proposed to be passed at the meeting; (7) a prominent statement that shareholders entitled to attend the shareholders' general meeting may entrust one or more proxies, who does not need to be a shareholder of the Company, to attend the meeting and vote on their behalf; (8) the time and place for the delivery of the proxy letter of the meeting; (9) record date for determination of eligibility of shareholders for attending the shareholders' general meeting; (10) name and contact information of the person for meeting enquiry; (11) where the shareholders' general meeting is convened through the internet or by other means, particulars of the time and procedure of voting through internet or by other means.	(5) where any directors,supervisors and other senior management members have an important interest in matters to be discussed, the nature and extent of that interest shall be disclosed. Further, where the impact of the matters to be discussed by such directors,supervisors and other senior management members who are shareholders is different from the impact on other shareholders of the same class, the difference shall be explicitly explained; (6) the full text of any special resolution proposed to be passed at the meeting; (7) a prominent statement that shareholders entitled to attend the shareholders' general—meeting may entrust one or more proxies, who does not need to be a shareholder of the Company, to attend the meeting and vote on their behalf; (8) the time and place for the delivery of the proxy letter of the meeting; (9) record date for determination of eligibility of shareholders for attending the shareholders' general—meeting; (10) name and contact information of the person for meeting enquiry; (11) where the shareholders' general meeting is convened through the internet or by other means, particulars of the time and procedure of voting through internet or by other means.

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No.	Original Rules	Amended Rules
17	Article 29 Where the elections of director and supervisor will be discussed at the shareholder's general meeting, the notices of the shareholders' general meeting shall, in compliance with laws, regulations, regulatory documents, the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles, contain the details of the proposed directors and supervisors including the following particulars: (1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any connected relationship with the Company or the controlling shareholders and actual controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the securities regulatory authorities of the State Council and other related authorities or the stock exchange. The Company shall disclose on its website the procedures for shareholders to nominate candidates for directors.	Article 29 Where the elections of director and supervisor will be discussed at the shareholder's general meeting, the notices of the shareholders' general meeting shall, in compliance with laws, regulations, regulatory documents, the relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles, contain the details of the proposed directors and supervisors including the following particulars: (1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any connected relationship with the Company or the controlling shareholders and actual controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the securities regulatory authorities of the State Council and other related authorities or the stock exchange. The Company shall disclose on its website the procedures for shareholders to nominate candidates for directors.

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No.	Original Rules	Amended Rules
18	Article 31 Shareholders may attend the shareholders' general meeting in person or authorize proxies in writing to attend and vote on their behalf. All the directors, supervisors and board secretary of the Company should attend the shareholders' general meeting. Other senior management members may sit in at the shareholders' general meeting where it is necessary. The auditor shall sit in at the annual shareholders' general meeting and answer questions regarding the audit work, audit report, accounting policies, the auditor's independence, etc. To ensure the solemnity and the order of the shareholders' general meeting, the Company has the right to refuse any person other than those mentioned above to enter the venue of the meeting.	Article 31 Shareholders may attend the shareholders' general meeting in person or authorize proxies in writing to attend and vote on their behalf. All the directors, supervisors and board secretary of the Company should attend the shareholders' general meeting. Other senior management members may sit in at the shareholders' general meeting where it is necessary. The auditor shall sit in at the annual shareholders' general meeting and answer questions regarding the audit work, audit report, accounting policies, the auditor's independence, etc. To ensure the solemnity and the order of the shareholders' general meeting, the Company has the right to refuse any person other than those mentioned above to enter the venue of the meeting.
19	Article 35 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' general meeting shall contain the following contents: (1) name of the proxy; (2) proxy's voting right; (3) number of shares represented by the proxy;	Article 35 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' general meeting shall contain the following contents: (1) <u>name of the appointer, and the class and number of shares held by the appointer in the Company;</u> <u>(2)</u> name of the proxy; (2) proxy's voting right; (3) number of shares represented by the proxy;

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	(4) instructions on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution in respect of his/her shareholding respectively; (5) issuing date of the proxy letter and its effective period; and (6) signature (or seal) of the appointer. The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholder to instruct his/her proxy to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' general meeting. The proxy form shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder. If the proxy letter does not specify, the proxy may vote as he/she thinks fit in respect of any item and the shareholder shall be responsible for such voting.	<u>(34) specific instructions from the shareholder, including instructions on each item to be discussed on the agenda of the shareholders' general—meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution—in respect of his/her shareholding respectively, etc.;</u> (45) issuing date of the proxy letter and its effective period; and <u>(56) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the proxy letter shall be stamped with the official seal of the legal entity or signed by its director or an officially appointed agent.</u> The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholder to instruct his/her proxy to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' general—meeting. The proxy form shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder. If the proxy letter does not specify, the proxy may vote as he/she thinks fit in respect of any item and the shareholder shall be responsible for such voting.

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No.	Original Rules	Amended Rules
20	Article 39 A shareholders' general meeting called by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of directors shall preside over the meeting. In case a meeting is called by the board of supervisors, it shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of supervisors shall preside over the meeting. In case a meeting is called by shareholders, the meeting shall be presided over by a shareholder representative nominated by the shareholders who convene the meeting. In a shareholders' general meeting, where the chairman violates the rules of procedures of the meeting which results in failure to continue the meeting, a chairman may be elected by more than half of the attending shareholders with voting rights so as to carry on with the shareholders' general meeting.	Article 39 A shareholders' general meeting called by the board of directors shall be presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his/her duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half <u>the majority</u> of directors shall preside over the meeting. In case a meeting is called by the board of supervisors <u>audit committee</u>, it shall be presided over by the chairman of the board of supervisors <u>convener of the audit committee</u>. If the chairman of the board of supervisors <u>convener of the audit committee</u> is incapable of performing or not performing his/her duties, a supervisor <u>member of the audit committee</u> nominated by more than half <u>the majority</u> of the members of the audit committee of supervisors shall preside over the meeting. In case a meeting is called by shareholders, the meeting shall be presided over by a shareholder representative nominated by the shareholders who convene the meeting. In a shareholders' general meeting, where the chairman violates the rules of procedures of the meeting which results in failure to continue the meeting, a chairman may be elected by more than half <u>the majority</u> of the attending shareholders with voting rights so as to carry on with the shareholders' general meeting.

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No.	Original Rules	Amended Rules
21	Article 44 When deliberating the proposals for the election of directors and supervisors, the shareholders' general meeting shall vote on each of the candidates for directors and supervisors individually.	Article 44 When deliberating the proposals for the election of directors and supervisors , the shareholders' general meeting shall vote on each of the candidates for directors and supervisors individually.
22	Article 46 The following matters shall be approved by shareholders' general meeting by special resolution: (1) increase or reduce of the Company's registered capital; (2) merger, division, dissolution, liquidation and change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities; (4) repurchase of Company's shares under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (5) amendments to the Articles; (6) share incentive scheme; (7) purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year;	Article 46 The following matters shall be approved by shareholders' general meeting by special resolution: (1) increase or reduce of the Company's registered capital; (2) merger, division, dissolution, liquidation and change of corporate form of the Company; (3) issuance and listing of corporate bonds, any class of shares, warrants and other marketable securities; (4) repurchase of Company's shares under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (5) amendments to the Articles; (6) share incentive scheme; (7) purchase, disposal or provision of guarantee with aggregate value of more than 30% of the total assets of the Company within a period of a year;

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	(8) major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations and major decisions of legal corporations; (9) alteration of profit distribution policy; (10) removal of an independent director; (11) other matters stipulated by laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles, which shall be approved by special resolutions or matters which are significant to the Company and are determined by ordinary resolution of shareholders' general meeting to be approved by special resolutions. Apart from the aforementioned matters, any other matters requiring approval at shareholders' general meeting shall be approved by ordinary resolutions.	(8) major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations and major decisions of legal corporations; (9) alteration of profit distribution policy; (10) removal of an independent director; (11) other matters stipulated by laws, administrative regulations, regulatory documents, the requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles, which shall be approved by special resolutions or matters which are significant to the Company and are determined by ordinary resolution of shareholders' general-meeting to be approved by special resolutions. Apart from the aforementioned matters, any other matters requiring approval at shareholders' general-meeting shall be approved by ordinary resolutions.
23	Article 49 The nomination of directors and the supervisors who are not representative of the employees of the Company shall be proposed to the shareholders' general meeting for voting by resolutions.	Article 49 The nomination of directors and the supervisors who are not representative of the employees of the Company shall be proposed to the shareholders' general-meeting for voting by resolutions.

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No.	Original Rules	Amended Rules
24	Article 53 Before voting is conducted on a proposal at a shareholders' general meeting, the Company shall appoint the following persons to participate in counting the votes and supervising the counting process. (1) two shareholder representatives; (2) one supervisor; (3) one or more of the Company's auditor, the share registration institution of the overseas listed shares listed in Hong Kong, or external accountants qualified to serve as the Company's auditor. Where the matters for consideration are associated with shareholders and supervisors, the relevant shareholders and supervisors shall not participate in counting the votes and supervising the counting process. When voting is conducted on a proposal at a shareholders' general meeting, the persons appointed in the first paragraph of this article and lawyers shall jointly be responsible for counting the votes and supervising the counting process and shall announce the voting results on the spot.	Article 53 Before voting is conducted on a proposal at a shareholders' general meeting, the Company shall appoint the following persons to participate in counting the votes and supervising the counting process. (1) two shareholder representatives; (2) one supervisor; <u>(32)</u> one or more of the Company's auditor, the share registration institution of the overseas listed shares listed in Hong Kong, or external accountants qualified to serve as the Company's auditor. Where the matters for consideration are associated with shareholders and supervisors, the relevant shareholders and supervisors shall not participate in counting the votes and supervising the counting process. When voting is conducted on a proposal at a shareholders' general meeting, the persons appointed in the first paragraph of this article and lawyers shall jointly be responsible for counting the votes and supervising the counting process and shall announce the voting results on the spot.

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No.	Original Rules	Amended Rules
25	Article 57 Minutes shall be kept for the general meetings, of which the board secretary shall be in charge. Minutes of meetings shall contain the following: (1) number of shareholders and the proxies of shareholders attending the meetings, the number of shares held by them and the percentage of their shares to the total number of shares of the Company; (2) place, time, agenda of the meetings, and the name of the convener; (3) names of the chairman of the meetings, directors, supervisors, senior management members who attend or observe the meetings; (4) names of shareholders who make proposals in the meetings (if any), the percentage of their shares to the total number of shares of the Company and the details of such proposals; (5) process of consideration for each proposal and voting results; (6) shareholders' enquiries or suggestions and the responses or explanation; (7) names of the lawyer, the vote counter and the scrutineer; and (8) other matters which shall be recorded in the minutes required by the laws, regulations, the Articles and these rules and deemed necessary by the shareholders' general meeting.	Article 57 Minutes shall be kept for the general—shareholders' meetings, of which the board secretary shall be in charge. Minutes of meetings shall contain the following: (1) number of shareholders and the proxies of shareholders attending the meetings, the number of shares held by them and the percentage of their shares to the total number of shares of the Company; (2) place, time, agenda of the meetings, and the name of the convener; (3) names of the chairman of the meetings, directors, supervisors, senior management members who attend or observe the meetings; (4) names of shareholders who make proposals in the meetings (if any), the percentage of their shares to the total number of shares of the Company and the details of such proposals; (5) process of consideration for each proposal and voting results; (6) shareholders' enquiries or suggestions and the responses or explanations; (7) names of the lawyer, the vote counter and the scrutineer; and (8) other matters which shall be recorded in the minutes required by the laws, regulations, the Articles and these rules and deemed necessary by the shareholders' general—meeting.

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No.	Original Rules	Amended Rules
26	Article 58 The minutes of shareholders' general meetings shall be signed by the directors, supervisors, the board secretary and the minute-taker who attend the meetings. The minutes shall be kept together with the signature book of shareholders who attend such meetings in person, the instruments of proxy and the valid voting records on resolutions made online or otherwise, by the board secretary according to the archive management system of the Company.	Article 58 The minutes of shareholders' general meetings shall be signed by the directors, supervisors, the board secretary, <u>the convener or representative thereof, the presider of the meeting and the minute-taker who attend or present at</u> the meetings. The minutes shall be kept together with the signature book of shareholders who attend such meetings in person, the instruments of proxy and the valid voting records on resolutions made online or otherwise, by the board secretary according to the archive management system of the Company.
27	Article 60 Shareholders may inspect a copy of the minutes of a shareholders' general meeting for free during the business hours of the Company. If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy after seven days upon the receipt of a reasonable cost.	Article 60 Shareholders may inspect a copy of the minutes of a shareholders' general meeting for free during the business hours of the Company. If any shareholder requests a copy of the minutes of a shareholders' general meeting, the Company shall deliver such copy after seven days upon the receipt of a reasonable cost. <u>Shareholders may inspect and copy the Articles, register of members, minutes of shareholders' meetings, resolutions of the board of directors' meeting, and financial and accounting reports; shareholders meeting the applicable requirements may inspect the Company's accounting books and accounting vouchers. Where the Securities Law and other relevant laws and regulations provide specific provisions for shareholders of listed companies to inspect and copy related materials, such provisions shall prevail.</u>

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No.	Original Rules	Amended Rules
		<u>Shareholders meeting the applicable requirements who wish to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law, and other applicable laws and regulations. They shall also provide the Company with written documents evidencing the class and the number of shares they hold in the Company. Upon verifying the shareholder's identity, the Company shall provide the requested materials in accordance with the shareholder's request.</u> <u>In particular, shareholders who, whether individually or collectively, hold more than three percent of the Company's shares continuously for 180 days or more, and who wish to inspect the Company's accounting books and accounting vouchers, shall also submit a written request to the Company specifying the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and accounting vouchers is pursued for improper purposes and may damage the legitimate interests of the Company, it may refuse to grant such access. Shareholders may appoint intermediary institutions such as accounting firms or law firms to carry out the inspection of the accounting books and accounting vouchers. When shareholders or their authorized accounting firms, law firms, or other intermediary institutions inspect or copy relevant materials, they shall comply with applicable laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy, and personal information.</u>

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No.	Original Rules	Amended Rules
28.	Article 61 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume the obligations in accordance with laws, regulations and the Articles of Association. Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions. Any non-voting shares included in the share capital of the Company shall bear the wording “non- voting right” in their title. If the share capital includes shares carrying different voting rights, any class of shares (except shares with the most privileged voting rights) included in the share capital shall bear the wording “restricted voting right” or “limited voting right” in their titles.	Article 61 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume the obligations in accordance with laws, regulations and the Articles of Association. Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions. Any non-voting shares included in the share capital of the Company shall bear the wording “non- voting right” in their title. If the share capital includes shares carrying different voting rights, any class of shares (except shares with the most privileged voting rights) included in the share capital shall bear the wording “restricted voting right” or “limited voting right” in their titles.

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No.	Original Rules	Amended Rules
29	Article 64 Class shareholders affected, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 63, but interested shareholder(s) shall not be entitled to vote at class meetings. “Interested shareholder(s)” in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 27 of the Articles, “interested shareholder(s)” shall refer to the controlling shareholders as defined in Article 284 of the Articles; (2) if the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 27 of the Articles, “interested shareholder(s)” shall refer to the shareholders who are parties to such agreements; or (3) in a restructuring plan of the Company, “interested shareholder(s)” refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.	Article 64 Class shareholders affected, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 63, but interested shareholder(s) shall not be entitled to vote at class meetings. “Interested shareholder(s)” in prior provision shall have the following meaning: (1) if the Company has made a repurchase offer to all shareholders on pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 27<u>278</u> of the Articles, “interested shareholder(s)” shall refer to the controlling shareholders as defined in Article 284<u>285</u> of the Articles; (2) if the Company has made a repurchase by means of agreement outside the stock exchange in accordance with Article 27<u>278</u> of the Articles, “interested shareholder(s)” shall refer to the shareholders who are parties to such agreements; or (3) in a restructuring plan of the Company, “interested shareholder(s)” refers to those shareholders who assume less responsibilities than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.

APPENDIX III DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS

No.	Original Rules	Amended Rules
30	Article 73 The board of directors shall be responsible for organizing the implementation of the resolutions passed by the shareholders' general meeting, and shall assign the president to carry out the specific implementation according to the content of the resolutions and the division of responsibilities. Matters required to be implemented by the board of supervisors in the resolutions of the shareholders' general meeting shall be directly subject to implementation organized by the chairman of the board of supervisors.	Article 73 The board of directors shall be responsible for organizing the implementation of the resolutions passed by the shareholders' general meeting, and shall assign the president to carry out the specific implementation according to the content of the resolutions and the division of responsibilities. Matters required to be implemented by the board of supervisors <u>audit committee</u> in the resolutions of the shareholders' general -meeting shall be directly subject to implementation organized by the chairman of the board of supervisors <u>convener of the audit committee</u> .
31	Article 74 The board of directors shall report the implementation status of the resolutions to the shareholders' general meeting. For matters to be implemented by the board of supervisors, the board of supervisors shall report to the shareholders' general meeting, and may also inform the board of directors in advance when the board of supervisors deems necessary.	Article 74 The board of directors shall report the implementation status of the resolutions to the shareholders' general meeting. For matters to be implemented by the board of supervisors <u>audit committee</u> , the board of supervisors <u>audit committee</u> shall report to the shareholders' general -meeting, and may also inform the board of directors in advance when the board of supervisors <u>audit committee</u> deems necessary.

Note: According to the Company Law of the People's Republic of China (2023 Revision), the "shareholders' general meeting" has been uniformly updated to "shareholders' meeting", and correspondingly, the "general meeting" has been uniformly updated to "meeting". If the terms of the rules of procedure do not involve other revisions, this comparison table does not list them.

APPENDIX IV	DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF BOARD MEETINGS
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**COMPARISON TABLE OF AMENDMENTS TO THE RULES OF
PROCEDURES OF BOARD MEETINGS**

No.	Original Rules	Amended Rules
1	Article 1 To ensure that the board of directors of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Company”) exercises its powers independently, in compliance with law, and in an efficient and standardized manner, to guarantee that the board of directors can operate efficiently and make sound decisions; and to enhance the Company’s governance structure, these Rules of Procedures are formulated in light of the Company’s actual circumstances in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Regulations on Financial Assets Management Companies, Special Provisions of the State Council on the Issuance of Shares and Listing Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations and regulatory documents, as well as the Articles of Association of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Articles”).	Article 1 To ensure that the board of directors of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Company”) exercises its powers independently, in compliance with law, and in an efficient and standardized manner, to guarantee that the board of directors can operate efficiently and make sound decisions; and to enhance the Company’s governance structure, these Rules of Procedures are formulated in light of the Company’s actual circumstances in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Regulations on Financial Assets Management Companies, Special Provisions of the State Council on the Issuance of Shares and Listing Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations and regulatory documents, as well as the Articles of Association of China Cinda Asset Management Co., Ltd. (hereinafter referred to as the “Articles”).

No.	Original Rules	Amended Rules
2	Article 2 The board of directors established by the Company shall be accountable to the shareholders' general meeting. Board meetings are the primary form of deliberation for the board of directors. Attending board meetings in accordance with the rules is the fundamental way in which directors discharge their duties.	Article 2 The <u>Company shall have a board of directors</u>established by the Company shall be accountable to the shareholders' general meeting. Board meetings are the primary form of deliberation for the board of directors. Attending board meetings in accordance with the rules is the fundamental way in which directors discharge their duties.
3	Article 3 The board of directors shall consist of 5 to 15 directors, divided into executive directors and non-executive directors. Non-executive directors include independent directors. At least one-third (and no fewer than three members) of the board of directors must be independent directors. The exact number of directors shall be determined by the shareholders' meeting.	Article 3 The board of directors shall consist of <u>59</u> to 15 directors, divided into executive directors and non-executive directors. Non-executive directors include independent directors <u>and employee directors</u>. At least one-third (and no fewer than three members) of the board of directors must be independent directors. The exact number of directors shall be determined by the shareholders' meeting. <u>The board of directors shall include one employee director, and no senior executive may concurrently serve as employee director. The combined number of executive directors and the employee director shall not exceed half of the total board membership.</u>
4	Article 4 Directors shall be elected at the shareholders' general meeting. The term of office is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election at the shareholders' general meeting.	Article 4 Directors <u>(except employee directors)</u> shall be elected at the shareholders' general meeting. <u>Employee directors are elected democratically by the employees' congress, the employees' general meeting or other forms.</u> The term of office <u>of directors</u> is three years commencing from the date of approval by the banking regulatory authority of the State Council. The director shall be eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of electionat the shareholders' general meeting.

No.	Original Rules	Amended Rules
5	Article 6 A director may resign before the expiry of his/her term of office. The resigning director shall submit a written resignation to the board of directors. In case that no timely reelection takes place upon expiry of the term of a director or resignation of a director during his/her term of office affects the normal operation of the Company, or makes the number of directors fall below the minimum number required by the Company Law or two-thirds of the number of directors stipulated in the Articles, the existing director shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles till a new director takes his/her office. The resignation of director shall not take effect until the new director is elected to take the place of the resigning director. If the Company is in the process of dealing with major risks, any director shall not resign without the approval of the regulatory authorities. If the resignation of an independent director causes the number of independent directors on the Company's board of directors to fall below the minimum number of independent directors required by law, the independent director shall continue performing his/her duties and responsibilities before a new independent director takes office, except for resignation and removal due to loss of independence.	Article 6 A director may resign before the expiry of his/her term of office. The resigning director shall submit a written resignation to the <u>Company</u>board of directors. In case that no timely reelection takes place upon expiry of the term of a director or resignation of a director during his/her term of office affects the normal operation of the Company, or makes the number of directors fall below the minimum number required by the Company Law or two-thirds of the <u>minimum</u> number of directors stipulated in the Articles, <u>or if the resignation of an audit committee member results in the audit committee having fewer members than the statutory minimum or lacking a qualified accounting professional</u>, the existing director shall continue to perform his/her duties as a director in accordance with the laws, regulations, regulatory documents and the Articles till a new director takes his/her office. The resignation of director shall not take effect until the new director is elected to take the place of the resigning director. If the Company is in the process of dealing with major risks, any director shall not resign without the approval of the regulatory authorities. If the resignation of an independent director causes the number of independent directors on the Company's board of directors to fall below the minimum number of independent directors required by law, the independent director shall continue performing his/her duties and responsibilities before a new independent director takes office, except for resignation and removal due to loss of independence.

No.	Original Rules	Amended Rules
	Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation letter by the board of directors. Under the aforesaid circumstances, the board of directors shall convene an extraordinary general meeting immediately to elect a new director to fill the vacancy. When a director is removed by the shareholders' general meeting, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the Company Law or two-thirds of the number of directors stipulated in the Articles, the shareholders' general meeting shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.	Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation letter by the <u>Company</u> board of directors. Under the aforesaid circumstances, the board of directors shall convene an extraordinary general <u>shareholders'</u> meeting immediately to elect a new director to fill the vacancy. When a director is removed by the shareholders' general meeting, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the Company Law or two-thirds of the number of directors stipulated in the Articles <u>below the minimum number of directors required for a board vote</u>, the shareholders' general meeting shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.

No.	Original Rules	Amended Rules
6	Article 10 The chairman of the board of directors shall perform the following duties: (1) to preside over the shareholders' general meetings and to report to the shareholders' general meeting on behalf of the board of directors; (2) to convene and preside over the board meetings, to formulate and approve the agenda of the board meetings; (3) to supervise and inspect the implementation of the resolutions of the board of directors; (4) to sign the share certificate, bonds and other marketable securities issued by the Company; (5) to exercise the functions and powers in the capacity of the legal representative of the Company; (6) in the event of force majeure such as severe natural disasters or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the board of directors and the shareholders' general meeting; and (7) any such other functions and powers as provided for by relevant laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the Company's shares are listed and the Articles and as granted by the board of directors.	Article 10 The chairman of the board of directors shall perform the following duties: (1) to preside over the shareholders' general meetings and to report to the shareholders' general meeting on behalf of the board of directors; (2) to convene and preside over the board meetings, to formulate and approve the agenda of the board meetings; (3) to supervise and inspect the implementation of the resolutions of the board of directors; (4) to sign the share certificate, bonds and other marketable securities issued by the Company; (5) to exercise the functions and powers in the capacity of the legal representative of the Company; (6) in the event of force majeure such as severe natural disasters or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the board of directors and the shareholders' general meeting; and (7) any such other functions and powers as provided for by relevant laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the Company's shares are listed and the Articles and as granted by the board of directors.

No.	Original Rules	Amended Rules
	The chairman shall convene at least one meeting each year with the independent directors, to be held without the attendance of any other directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions and powers on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half of the directors to perform the chairman's functions and powers.	The chairman shall convene at least one meeting each year with the independent directors, to be held without the attendance of any other directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform his/her functions and powers on his/her behalf. In the event that the vice chairman is unable or fails to perform his/her duties, a director shall be elected by more than half <u>the majority</u> of the directors to perform the chairman's functions and powers.
7	Article 13 The board of directors shall perform the following duties in accordance with laws: (1) to convene and report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meetings; (3) to determine the development strategies, operation plans and investment plans of the Company, and supervise the implementation; (4) to formulate capital plans, and assume ultimate responsibility for capital or solvency management; (5) to formulate annual financial budget and final account statement of the Company;	Article 13 The board of directors shall perform the following duties in accordance with laws: (1) to convene and report its work to the shareholders' general-meeting; (2) to implement the resolutions of the shareholders' general-meetings; (3) to determine the development strategies, operation plans and investment plans of the Company, and supervise the implementation; (4) to formulate capital plans, and assume ultimate responsibility for capital or solvency management; (5) to formulate annual financial budget and final account statement of the Company;

No.	Original Rules	Amended Rules
	(6) to formulate profit distribution plan and loss recovery plan of the Company; (7) to formulate plans for the increase or reduction of the registered capital; (8) to formulate plans for major acquisitions or merger of the Company, division, dissolution and change of the form of the Company; (9) to formulate plans for the issuance of corporate bonds, any types of shares, warrants or other marketable securities and listing of the Company; (10) to formulate share repurchase plans of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (11) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (3), (5) or (6) of the first clause of Article 27 of the Articles; (12) to formulate amendments to the Articles, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors, consider and approve the working rules for the special committees of the board of directors; (13) to consider and approve the terms of reference of the president;	(6) to formulate profit distribution plan and loss recovery plan of the Company; (7) to formulate plans for the increase or reduction of the registered capital; (8) to formulate plans for major acquisitions or merger of the Company, division, dissolution and change of the form of the Company; (9) to formulate plans for the issuance of corporate bonds, any types <u>class</u> of shares, warrants or other marketable securities and listing of the Company; (10) to formulate share repurchase plans of the Company under the circumstances stipulated by items (1) or (2) of the first clause of Article 27 of the Articles; (11) to resolve on matters related to repurchase of shares of the Company under the circumstances stipulated by items (3), (5) or (6) of the first clause of Article 27 of the Articles; (12<u>11</u>) to formulate amendments to the Articles, the rules of procedures of the shareholders' general meeting and the rules of procedures of the board of directors, consider and approve the working rules for the special committees of the board of directors; (13<u>12</u>) to consider and approve the terms of reference of the president;

No.	Original Rules	Amended Rules
	(14) to appoint or dismiss the president and the board secretary of the Company; (15) to appoint or dismiss vice presidents, assistants to president and other senior management members (excluding the board secretary) as nominated or suggested by the president; (16) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (17) to formulate the assessment methods and remuneration package of directors for the approval by the shareholders' general meeting; (18) to determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; (19) to formulate the basic management system of the Company and supervise its implementation; (20) to determine the risk tolerance, risk management, compliance and internal control policies of the Company, formulate systems in relation to the internal control and compliance management of the Company, and take ultimate responsibility for comprehensive risk management;	(14)⁽¹³⁾ to appoint or dismiss the president and the board secretary of the Company; (15)⁽¹⁴⁾ to appoint or dismiss vice presidents, assistants to president and other senior management members (excluding the board secretary) as nominated or suggested by the president; (16)⁽¹⁵⁾ to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (17)⁽¹⁶⁾ to formulate the assessment methods and remuneration package of directors for the approval by the shareholders' general meeting; (18)⁽¹⁷⁾ to determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; (19)⁽¹⁸⁾ to formulate the basic management system of the Company and supervise its implementation; (20)⁽¹⁹⁾ to determine the risk tolerance, risk management, compliance and internal control policies of the Company, formulate systems in relation to the internal control and compliance management of the Company, and take ultimate responsibility for comprehensive risk management;

APPENDIX IV	DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF BOARD MEETINGS
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No.	Original Rules	Amended Rules
	(21) to determine the structure of internal departments and branches of the Company; (22) to evaluate and improve the corporate governance of the Company; (23) to formulate share incentive schemes; (24) to manage the information disclosure and investors' relation management of the Company, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports of the Company; (25) to propose the appointment, dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports to the shareholders' general meeting; (26) to consider and approve, or authorize the connected transaction control committee under the board of directors to approve, connected transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws;	(21<u>20</u>) to determine the structure of internal departments and branches of the Company; (22<u>21</u>) to evaluate and improve the corporate governance of the Company; (23<u>22</u>) to formulate share incentive schemes; (24<u>23</u>) to manage the information disclosure and investors' relation management of the Company, and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports of the Company; (25<u>24</u>) to propose the appointment, <u>or</u> dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports to the shareholders' general meeting; (26<u>25</u>) to consider and approve, or authorize the connected transaction control committee under the board of directors to approve, connected transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws;

No.	Original Rules	Amended Rules
	(27) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations, data governance of the Company and major decisions of legal corporations; (28) to consider and approve the proposals of each special committee of the board of directors; (29) to consider the work reports of the president to ensure that each director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to ensure their effective performance of management duty; (30) to approve internal audit management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determine or authorize the audit committee to determine the internal audit budget, remuneration of staff and the appointment and removal of major officers in charge, and ensure the independence of internal audit;	(2726) within the scope of approval by a shareholders' general meeting pursuant to the authorization scheme for the board of directors approved by the Company's shareholders' meeting (the "Authorization Scheme"), to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations, data governance of the Company and major decisions of legal corporations; (2827) to consider and approve the proposals of each special committee of the board of directors; (2928) to consider the work reports of the president to ensure that each director obtains the information related to the fulfillment of his/her duties in accordance with the relevant regulatory requirement in a timely manner; to review the work of senior management members to ensure their effective performance of management duty; (3029) to approve internal audit management system and regulations, medium-to-long term audit plan, annual working plan and internal audit system, determine or authorize the audit committee to determine the internal audit budget, remuneration of staff and the appointment and removal of major officers in charge, and ensure the independence of internal audit;

No.	Original Rules	Amended Rules
	(31) to establish an identification, investigation and management mechanism for the conflict of interest between the Company and shareholders, especially substantial shareholders; (32) to safeguard the legitimate rights of stakeholders; (33) to assume the responsibility for the management of shareholders' affairs; (34) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles and as authorized by the shareholders' general meeting. The above issues within the power of the board of directors shall be reviewed and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles. The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.	(34)<u>(30)</u> to establish an identification, investigation and management mechanism for the conflict of interest between the Company and shareholders, especially substantial shareholders; (32)<u>(31)</u> to safeguard the legitimate rights of stakeholders; (33)<u>(32)</u> to assume the responsibility for the management of shareholders' affairs; <u>and</u> (34)<u>(33)</u> to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles and as authorized by the shareholders' general-meeting. The above issues within the power of the board of directors shall be reviewed and decided by the board meetings but may be delegated to the chairman or the president for making decision thereon provided that it is necessary, reasonable and lawful. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles. The content of the delegation by the board of directors shall be specific, and the terms and conditions of the delegation shall be determined in writing.

No.	Original Rules	Amended Rules
	The board of directors shall fully take into consideration the opinions of external auditors when performing its duties, and may engage intermediaries or professionals for advice, at reasonable expense of the Company.	The board of directors shall fully take into consideration the opinions of external auditors when performing its duties, and may engage intermediaries or professionals for advice, at reasonable expense of the Company.
8	Article 14 The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Company.	Article 14 The opinions of the Party Committee shall be heard <u>B</u> efore the board of directors or senior management decides on material operational or managerial issues of the Company, the issue must first be submitted to the Party Committee for deliberation and discussion.
9	Article 16 Where the board of directors dismisses the president during his/her term of office, it shall promptly notify and give a written explanation to the board of supervisors.	Deleted
10	Article 17 The board of directors shall submit itself to the supervision of the board of supervisors, and shall not obstruct or hinder any inspection or audit carried out by the board of supervisors within the functions and powers of the board of supervisors.	Deleted

No.	Original Rules	Amended Rules
11	Article 22 The strategic development committee shall be chaired by the chairman of the board of directors. The strategic development committee shall perform the following duties: (1) to review the general strategic development plan of the Company and make suggestions to the board of directors; (2) to consider and approve the information technology development plan and other special development plans; (3) to review the annual operation plan and the fixed asset investment budget for approval by the board of directors; (4) to review the major restructuring and adjustment proposals and make suggestions to the board of directors; (5) to review major investment and financing proposals and make suggestions to the board of directors; (6) to review the major merger and acquisition proposals and make suggestions to the board of directors; (7) to review and assess the comprehensiveness of corporate governance of the Company and make suggestions to the board of directors; and	Article 202 The strategic development committee shall be chaired by the chairman of the board of directors. The strategic development committee shall perform the following duties: (1) to review the general strategic development plan of the Company and make suggestions to the board of directors; (2) to consider and approve the information technology development plan and other special development plans; (3) to review the annual operation plan and the fixed asset investment budget for approval by the board of directors; (4) to review the major restructuring and adjustment proposals <u>that, under the Articles and the Authorization Scheme, require approval by the shareholders' meeting or the board of directors and submit them to the board of directors for deliberation</u> make suggestions to the board of directors; (5) to review major investment and financing proposals <u>that, under the Articles and the Authorization Scheme, require approval by the shareholders' meeting or the board of directors and submit them to the board of directors for deliberation</u> make suggestions to the board of directors;

No.	Original Rules	Amended Rules
	(8) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.	(6) to review the major merger and acquisition proposals <u>that, under the Articles and the Authorization Scheme, require approval by the shareholders' meeting or the board of directors and submit them to the board of directors for deliberation</u> make suggestions to the board of directors; (7) to review and assess the comprehensiveness of corporate governance of the Company and make suggestions to the board of directors; <u>(8) to study the Company's environmental, social and governance (ESG) plans, policies, objectives and material matters; oversee the implementation of ESG-related work; review the Company's ESG disclosure reports; and make recommendations to the board of directors; and</u> (89) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and as authorized by the board of directors.

No.	Original Rules	Amended Rules
12	Article 23 The audit committee shall be composed entirely of non-executive directors, and its chairman shall be an independent director. Independent directors shall constitute the majority of the audit committee, and at least one independent director shall possess appropriate professional qualifications or have appropriate expertise in accounting or related financial management. The audit committee shall perform the following duties: (1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company; (2) to review the financial information and relevant disclosure of the Company; (3) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control and risk management of the Company; (4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the board of directors, and make proposals to the board of directors;	Article 231 The audit committee shall be composed entirely of non-executive directors, and its chairman shall be an accounting professional from among independent directors. <u>Employee directors may serve as members of the audit committee.</u> Independent directors shall constitute the majority of the audit committee, and at least one independent director shall possess appropriate professional qualifications or have appropriate expertise in accounting or related financial management. The audit committee shall perform the following duties: (1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company; (2) to <u>examine the Company's finances and</u> review the financial information and relevant disclosure of the Company; (3) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control and risk management of the Company <u>in accordance with the authorization of the board of directors;</u> (4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the board of directors, and make proposals to the board of directors;

No.	Original Rules	Amended Rules
	(5) to propose the appointment or dismissal of the external auditor, to supervise the work of external auditor and to review the report of the external auditor to ensure that the external auditor undertakes the audit responsibilities; (6) to facilitate communications and monitor relationship between the internal audit department of the Company and the external auditor; (7) to monitor the non-compliance of the Company in respect of financial reporting and internal control; and (8) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.	(5) to propose the appointment or dismissal of the <u>accounting firm that conducts regular statutory audits on the Company's financial reports (hereinafter referred to as the "external auditor")</u>, to supervise the work of external auditor and to review the report of the external auditor to ensure that the external auditor undertakes the audit responsibilities; (6) to facilitate communications and monitor relationship between the internal audit department of the Company and the external auditor; (7) to monitor the non-compliance of the Company in respect of financial reporting and internal control; and (8) to provide opinions to the board of <u>directors on matters involving changes in accounting policies or accounting estimates, or corrections of major accounting errors, for reasons other than changes in accounting standards;</u> (9) to <u>propose the appointment or dismissal of the Company's head of finance to the board of directors;</u> (10) to <u>supervise the acts of directors and senior management in the performance of their duties, and propose the dismissal of any director or senior management who violates laws, administrative regulations, the Articles, or resolutions of the shareholders' meeting;</u>

No.	Original Rules	Amended Rules
		<u>(11) where the acts of a director or senior management harm the interests of the Company, to demand that such director or senior management rectify the situation;</u> <u>(12) to initiate lawsuits against directors or senior management in accordance with the relevant provisions of the Company Law;</u> <u>(13) to propose the convening of an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors is unable to perform its duties of convening and presiding over such meetings as stipulated in the Articles of Association;</u> <u>(14) to submit proposals to the shareholders' meeting; and</u> <u>(815) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.</u>
13	Article 25 The majority of the members and the chairman of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following duties: (1) to formulate procedures and standards for the election of directors and senior management members and make suggestions to the board of directors; (2) to make recommendations to the board of directors in respect of the candidates for directors, presidents and board secretary;	Article 23⁵ The majority of the members and the chairman of the nomination and remuneration committee shall be independent directors. The nomination and remuneration committee shall perform the following duties: (1) to formulate procedures and standards for the election of directors and senior management members and make suggestions to the board of directors; (2) to make recommendations to the board of directors in respect of the candidates for directors, presidents and board secretary;

No.	Original Rules	Amended Rules
	(3) to preliminarily examine the eligibility of the candidates for directors and senior management members; (4) to nominate the candidates for chairmen and members of the special committees of the board of directors (other than the chairman of the strategic development committee); (5) to review and make recommendation on the composition of the board of directors; (6) to organize the formulation of remuneration package of directors and senior management members for the approval of the board of directors and propose remuneration distribution plan according to the performance appraisal of directors and senior management members for the approval of the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.	<u>(3) to provide recommendations to the board of directors regarding the nomination or removal of relevant directors, and the appointment or dismissal of senior management;</u> (34) to preliminarily examine the eligibility of the candidates for directors and senior management members; (45) to nominate the candidates for chairmen and members of the special committees of the board of directors (other than the chairman of the strategic development committee); (56) to review and make recommendation on the composition of the board of directors; (67) to organize the formulation of remuneration package of directors and senior management members for the approval of the board of directors and propose remuneration distribution plan according to the performance appraisal of directors and senior management members for the approval of the board of directors; and (78) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.

No.	Original Rules	Amended Rules
14	Article 26 In principle, the proportion of independent directors in the connected transaction control committee shall not be lower than one-third, and the chairman shall be an independent director. The connected transaction control committee shall perform the following duties: (1) to identify connected persons of the Company and report to the board of directors and the board of supervisors and inform the relevant parties of the Company in a timely manner; (2) to review management rules for connected transactions, oversee its implementation and make suggestions to the board of directors; (3) to conduct preliminary review on connected transactions to be approved by the board of directors or shareholders' general meeting and submit to the board of directors for approval; (4) to consider and approve connected transactions and other matters thereof under authorization by the board of directors; (5) to maintain records of connected transactions; (6) to consider and approve the annual management report on connected transactions to the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.	Article 24⁶ In principle, the proportion of independent directors in the connected transaction control committee shall not be lower than one-third, and the chairman shall be an independent director. The connected transaction control committee shall perform the following duties: (1) to identify connected persons of the Company and report to the board of directors and the board of supervisors and inform the relevant parties of the Company in a timely manner; (2) to review management rules for connected transactions, oversee its implementation and make suggestions to the board of directors; (3) to conduct preliminary review on connected transactions to be approved by the board of directors or shareholders' general meeting and submit to the board of directors for approval; (4) to consider and approve connected transactions and other matters thereof under authorization by the board of directors; (5) to maintain records of connected transactions; (6) to consider and approve the annual management report on connected transactions to the board of directors; and (7) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles, and other matters as authorized by the board of directors.

No.	Original Rules	Amended Rules
15	Article 31 The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. However, none of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.	Article 34<u>29</u> The position of board secretary shall be held by a designated person. A director or a senior management member of the Company may hold the office of board secretary, provided he/she is competent and has enough time to perform the duties concurrently. However, none of the president, supervisors, chief financial officer and the accountant(s) of the accounting firm engaged by the Company and those who are prohibited by the laws, regulations, rules and other regulatory documents from acting as board secretary shall act as board secretary.
16	Article 33 Meetings of the board of directors shall be convened by the chairman of the board. Where the chairman of the board is unable to perform the duty of convening a meeting of the board of directors for any reason, such duty shall be performed by the vice chairman; where the vice chairman is unable or fails to perform such duty, more than half of the directors shall jointly nominate one director to convene the meeting.	Article 31<u>3</u> Meetings of the board of directors shall be convened by the chairman of the board. Where the chairman of the board is unable to perform the duty of convening a meeting of the board of directors for any reason, such duty shall be performed by the vice chairman; where the vice chairman is unable or fails to perform such duty, more than half<u>the majority</u> of the directors shall jointly nominate one director to convene the meeting.
17	Article 34 Board meetings are divided into regular board meetings and extraordinary board meetings. When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to attend the meeting.	Article 32<u>4</u> Board meetings are divided into regular board meetings and extraordinary board meetings. When the board of directors convenes a board meeting, it shall notify the board of supervisors to send members to attend the meeting.

No.	Original Rules	Amended Rules
18	Article 35 Regular board meetings shall be convened at least four times a year, approximately once a quarter. Regular board meetings shall not be convened by way of correspondence. At the end of each year, the schedule for the regular board meetings for the following year shall be determined. The board of directors shall notify all directors and supervisors in writing 14 days before the meeting is convened.	Article 33⁵ Regular board meetings shall be convened at least four times a year, approximately once a quarter. Regular board meetings shall not be convened by way of correspondence. At the end of each year, the schedule for the regular board meetings for the following year shall be determined. The board of directors shall notify all directors and supervisors in writing 14 days before the meeting is convened.
19	Article 36 The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within 10 days from the date of receipt of the following requests: (1) request of the shareholders who, individually or severally, hold not less than 10% of voting rights of the Company; (2) request of more than one third of the directors; (3) request of the board of supervisors; (4) request of more than two independent directors; (5) request of the president; and (6) other circumstances as stated in laws, regulations, regulatory documents and the Articles. The chairman shall convene an extraordinary board meeting if he/she deems necessary.	Article 34⁶ The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within 10 days from the date of receipt of the following requests: (1) request of the shareholders who, individually or severally, hold not less than 10% of voting rights of the Company; (2) request of more than one third of the directors; (3) request of the board of supervisors <u>audit committee</u>; (4) request of more than two independent directors; (5) request of the president; and (6) other circumstances as stated in laws, regulations, regulatory documents and the Articles. The chairman shall convene an extraordinary board meeting if he/she deems necessary.

No.	Original Rules	Amended Rules
	To convene an extraordinary board meeting, written notice shall be given seven days before the date of meeting. In case of emergency where an extraordinary board meeting shall be held as soon as possible, a notice shall be given by way of telephone or verbal communication at any time, provided that the convener shall explain the reasons of urgency in the meeting.	To convene an extraordinary board meeting, written notice shall be given seven days before the date of meeting. In case of emergency where an extraordinary board meeting shall be held as soon as possible, a notice shall be given by way of telephone or verbal communication at any time, provided that the convener shall explain the reasons of urgency in the meeting.
20	Article 38 For matters stipulated in Article 66 of these Rules that require approval by more than two-thirds of the directors, as well as matters involving material conflicts of interest with the Company's major shareholders or directors, meetings of the board of directors shall not be held by way of correspondence. With respect to matters involving material conflicts of interest with the Company's major shareholders or directors, if the independent directors and their affiliates have no material conflicts of interest in relation to such matters, they shall attend the relevant meetings of the board of directors.	Article 36 ⁸ For matters stipulated in Article 64 ⁶ of these Rules that require approval by more than two-thirds of the directors, as well as matters involving material conflicts of interest with the Company's major shareholders or directors, meetings of the board of directors shall not be held by way of correspondence. With respect to matters involving material conflicts of interest with the Company's major shareholders or directors, if the independent directors and their affiliates have no material conflicts of interest in relation to such matters, they shall attend the relevant meetings of the board of directors.

No.	Original Rules	Amended Rules
21	Article 39 Prior to the convening of a board meeting, a meeting notice shall be given in advance to all directors, all supervisors, and other attendees. The convener shall be responsible for issuing the notice of the meeting. The contents of the meeting notice generally include: (1) the venue and time of the meeting and the means by which the meeting will be held; (2) the convener of the meeting; (3) the duration of the meeting; (4) the agenda, subject matter and resolutions of the meeting; (5) the date on which such notice is dispatched; (6) relevant explanation for and the basis of convening the board meeting in the event that the meeting is not convened by the chairman; and (7) the name and contact of the contact person of the meeting.	Article 37⁹ Prior to the convening of a board meeting, a meeting notice shall be given in advance to all directors,all supervisors, and other attendees. The convener shall be responsible for issuing the notice of the meeting. The contents of the meeting notice generally include: (1) the venue and time of the meeting and the means by which the meeting will be held; (2) the convener of the meeting; (3) the duration of the meeting; (4) the agenda, subject matter and resolutions of the meeting; (5) the date on which such notice is dispatched; (6) relevant explanation for and the basis of convening the board meeting in the event that the meeting is not convened by the chairman; and (7) the name and contact of the contact person of the meeting.
22	Article 50 Supervisors, the board secretary, senior management who are not members of the board of directors, as well as personnel related to the matters under discussion, may attend board meetings. Attendees of the meetings shall have the right to express their opinions on relevant matters but shall not have voting rights.	Article 50⁴⁸ Supervisors, The board secretary, senior management who are not members of the board of directors, as well as personnel related to the matters under discussion, may attend board meetings. Attendees of the meetings shall have the right to express their opinions on relevant matters but shall not have voting rights.

No.	Original Rules	Amended Rules
23	Article 51 The following persons or institutions may put forward proposals to the board of directors: (1) shareholders individually or jointly holding 10% or more of the total voting shares of the Company; (2) chairman; (3) more than one-third of the directors; (4) two or more independent directors; (5) special committees under the board of directors; (6) president; (7) board of supervisors.	Article 51⁴⁹ The following persons or institutions may put forward proposals to the board of directors: (1) shareholders individually or jointly holding 10% or more of the total voting shares of the Company; (2) chairman; (3) more than one-third of the directors; (4) two or more independent directors; (5) special committees under the board of directors; (6) president; (7) board of supervisors.
24	Article 53 Board meetings shall be presided over by the chairman of the board. If the chairman is unable to preside over a meeting, the presiding person shall be determined by reference to the provisions of Article 33 of these Rules. Following a new election of the board of directors at a shareholders' meeting, the meeting shall be presided over by the director who received the highest number of affirmative votes at the shareholders' general meeting (or if multiple directors qualify, one shall be nominated from among them to preside).	Article 51³ Board meetings shall be presided over by the chairman of the board. Where the chairman of the board is unable to preside over the meeting, the person to preside over the meeting shall be determined in accordance with the provisions of Article 31³ of these Rules. Following a new election of the board of directors at a shareholders' general meeting, the meeting shall be presided over by the director who received the highest number of affirmative votes at the shareholders' meeting (or if multiple directors qualify, one shall be nominated from among them to preside).

No.	Original Rules	Amended Rules
25	Article 66 Resolutions of the board of directors shall be passed by a majority vote of all directors, whereas resolutions concerning the following shall be passed by two-thirds or more of all directors, and the meeting of the board of directors may not be held by way of directors signing written resolutions: (1) to formulate annual financial budget and final account statement of the Company; (2) to formulate profit distribution plan and loss recovery plan of the Company; (3) to increase or reduce the registered capital; (4) to formulate plans for capital replenishment; (5) merger, division, dissolution, or changes of the form of the Company; (6) major equity changes and financial restructuring; (7) to formulate plans for issuance of corporate bonds, any types of shares, warrants or other securities by the Company and listing of the Company; (8) to formulate plans for share repurchase plans of the Company; (9) to formulate amendments to the Articles;	Article 66⁶⁴ Resolutions of the board of directors shall be passed by a majority vote of all directors, whereas resolutions concerning the following shall be passed by two-thirds or more of all directors, and the meeting of the board of directors may not be held by way of directors signing written resolutions: (1) to formulate annual financial budget and final account statement of the Company; (2) to formulate profit distribution plan and loss recovery plan of the Company; (3) to increase or reduce the registered capital; (4) to formulate plans for capital replenishment; (5) merger, division, dissolution, or changes of the form of the Company; (6) major equity changes and financial restructuring; (7) to formulate plans for issuance of corporate bonds, any types of shares, warrants or other securities by the Company and listing of the Company; (8) to formulate plans for share repurchase plans of the Company; (9) to formulate amendments to the Articles;

No.	Original Rules	Amended Rules
	(10) to appoint or dismiss senior management members of the Company and determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; to formulate remuneration package for directors; (11) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (12) to propose to the shareholders' general meeting the appointment, dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports; (13) within the scope of approval by a shareholders' general meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations of the Company and major decisions of legal corporations; (14) other matters that after being passed by the board of directors as ordinary resolutions, to be of a material effects on the Company, have to be passed by not less than two-thirds of the directors;	(10) to appoint or dismiss senior management members of the Company and determine the remuneration, performance review and award and punishment mechanism of the senior management members of the Company; to formulate remuneration package for directors; (11) to determine the chairman (other than the chairman of the strategic development committee) and members of each special committee under the board of directors; (12) to propose to the shareholders' general meeting the appointment, <u>or</u> dismissal or termination of appointment of accounting firm which conducts regular statutory audits of the Company's financial reports; (13) within the scope of approval by a shareholders' general—meeting, to consider and approve the major investment and disposal of equity interests, investment and disposal of debentures, financing, pledges (securities) and guarantee of assets, purchases and disposal of fixed assets, disposal of debt-to-equity swap assets, writing off of assets, external donations of the Company and major decisions of legal corporations; (14) other matters that after being passed by the board of directors as ordinary resolutions, to be of a material effects on the Company, have to be passed by not less than two-thirds of the directors;

No.	Original Rules	Amended Rules
	(15) to approve any annual cap or one-off donations for the relief of regions with material contingencies which are beyond the scope of approval by the shareholders' general meeting; and (16) to approve other resolutions which shall be passed by not less than two-thirds of the directors as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles.	(15) to approve any annual cap or one-off donations for the relief of regions with material contingencies which are beyond the scope of approval by the shareholders' general meeting; and (16) to approve other resolutions which shall be passed by not less than two-thirds of the directors as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles.

Note: Pursuant to the Company Law of the People's Republic of China (2023 Revision), the term "shareholders' general meeting" has been uniformly updated to "shareholders' meeting." Where the provisions of the Rules of Procedure do not involve other amendments, such provisions are not listed in this comparison table.

The detailed information of the candidates for directors of our Company is as follows:

Mr. SONG Weigang, born in 1975. From August 1998 to April 2014, Mr. SONG worked at the Ministry of Finance, successively serving as a staff member and senior staff member of the Finance Division and the Information Division, and a deputy director-level secretary and director-level secretary of the Minister's Office of the General Office, as well as a researcher, director and deputy department-level cadre of the Department of Economic Construction. From April 2014 to August 2015, he served as the vice chairman of China Securities Investor Protection Fund Corporation Limited. From August 2015 to October 2016, he served as a member of the Party Committee and vice chairman of China Securities Investor Protection Fund Corporation Limited. From October 2016 to April 2022, he served as a member of the Party Committee and deputy general manager of China Galaxy Financial Holdings Company Limited (from November 2016 to May 2021, he concurrently served as the secretary of the Party Committee and chairman of China Galaxy Investment Management Company Limited). From April 2022 to September 2025, he served as the deputy secretary of the Party Committee, an executive director, and general manager of China Galaxy Financial Holdings Company Limited (from February 2022 to June 2024, he concurrently served as the secretary of the Party Committee and chairman of Galaxy Fund Management Company Limited; since December 2024, he has concurrently served as a director of China Galaxy Securities Co., Ltd.). Mr. SONG graduated from Shandong University of Finance (currently known as Shandong University of Finance and Economics) in 1998 with a bachelor's degree in economics, majoring in accounting. He graduated from the Research Institute for Fiscal Science of the Ministry of Finance (currently known as Chinese Academy of Fiscal Sciences) in 2003 with a master's degree in economics, majoring in finance. He graduated from the School of Economics of Renmin University of China in 2009 with a doctorate degree in economics, majoring in world economics. He holds the professional title of Senior Economist.

Mr. WANG Zhongze, born in 1962, is currently a board member of the Hong Kong Securities and Investment Institute, an independent director of Dajia Property & Casualty Insurance Co., Ltd., an independent director of Hainan Rural Commercial Bank, and an independent director of China CITIC Bank International (China) Limited. He previously served as a senior engineer and deputy director of China Energy Investment Corporation; deputy director and director of China Development Bank; director of the Strategic Planning Division and deputy general manager of the Financial Management Department of China Everbright Holdings Company Limited; deputy general manager and executive director of China Everbright International Limited and executive director and chief financial officer of HKC (Holdings) Limited; deputy general manager of the Financial Department and director of China Everbright Limited and deputy general manager of the Financial Management Department of China Everbright Group; and head of the Finance and Treasury Department, managing director, a member of the Executive Committee and chief financial officer of BOC International Holdings Limited. Mr. WANG graduated from Tsinghua University in 1991 and the Ivey Business School at Western University in Canada in 2002, with a doctorate degree in engineering and a Master of Business Administration degree, respectively. He is a qualified Hong Kong Chartered Accountant.

APPENDIX V DETAILS OF THE CANDIDATES FOR DIRECTORS

In reviewing the structure of the Board, the Nomination and Remuneration Committee of the Company considers the diversity of the Board members from many aspects, including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and specific needs of the Company. In considering candidates, the Board takes into account the talents, skills and experience required for the overall operation of the Board to maintain an appropriate balance of Board members.

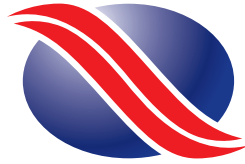
In considering the candidates for independent non-executive directors, the Nomination and Remuneration Committee of the Company has considered the past performance, independence and professional background, knowledge and experience of the candidates for independent non-executive directors. Mr. WANG has extensive experience in the financial field. In addition, Mr. WANG's education, background, experience and practice enable him to provide valuable and relevant insights and contribute to the diversity of the Board.

The terms of office of Mr. SONG and Mr. WANG shall be three years commencing from the date of approval at the EGM and the approval of their qualifications as directors by the NFRA, and they are eligible for re-election and re-appointment upon expiry of their terms of office. Mr. SONG and Mr. WANG will enter into service contracts with the Company after their qualifications are approved by the NFRA. The remuneration of directors of the Company shall be implemented in accordance with relevant regulations. The remuneration settlement plan shall be submitted to the Board for consideration and approval after being considered by the Nomination and Remuneration Committee of the Board, and then submitted to the general meeting of the Company for consideration and approval. The specific remuneration of the Company's directors can be referred to the Company's annual report.

Save as disclosed above, the above candidates for director do not hold any directorships in other listed companies in the past three years, do not hold any other positions in the Company or any of its subsidiaries, and do not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, the above candidates for director do not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), and have not been subject to any penalty or punishment imposed by China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

The above candidates for director have confirmed that there is no other matter relating to their nominations that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF THE EGM



China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

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

(Stock Code: 01359 and 04621 (Preference Shares))

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the “**EGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Wednesday, October 22, 2025 for considering and, if thought fit, passing the following resolutions:

Special Resolutions

1. To consider and approve the amendments to the Articles of Association of China Cinda Asset Management Co., Ltd.
2. To consider and approve the abolishment of the Board of Supervisors

Ordinary Resolutions

3. To consider and approve the amendments to the Rules of Procedures of Shareholders' General Meetings of China Cinda Asset Management Co., Ltd.
4. To consider and approve the amendments to the Rules of Procedures of Board Meetings of China Cinda Asset Management Co., Ltd.
5. To consider and approve the election of Mr. SONG Weigang as an executive director of the Company
6. To consider and approve the election of Mr. WANG Zhongze as an independent non-executive director of the Company

NOTICE OF THE EGM

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Friday, October 17, 2025 to Wednesday, October 22, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wishes to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on Thursday, October 16, 2025. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, October 16, 2025 will be entitled to attend and vote at the EGM.

The address of the H Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Details of the above resolutions are set out in the circular for the EGM of the Company dated September 30, 2025. Unless otherwise stated, terms defined in the circular shall have the same meanings in this notice.

By order of the Board
China Cinda Asset Management Co., Ltd.
ZHANG Weidong
Chairman

Beijing, the PRC
September 30, 2025

As at the date of this notice, the Board of the Company consists of Mr. ZHANG Weidong and Mr. ZHAO Limin as executive Directors, Mr. CHEN Xiaowu, Mr. ZENG Tianming and Ms. ZHANG Zhongmin as non-executive Directors, and Mr. LU Zhengfei, Mr. LAM Chi Kuen, Mr. WANG Changyun, Mr. SUN Maosong and Ms. SHI Cuijun as independent non-executive Directors.

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from Friday, October 17, 2025 to Wednesday, October 22, 2025 (both days inclusive). Holders of H Shares and domestic shares whose names appear on the register of members of the Company at the close of business on Thursday, October 16, 2025 shall be entitled to attend and vote at the EGM. Holders of H Shares of the Company who wish to attend and vote at the EGM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, October 16, 2025.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more persons to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but he/she must attend the EGM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form for the EGM, the notarized power of attorney or other authorization document (if any) must be delivered to the Board of Directors' Office of the Company for holders of domestic shares, and to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time designated for convening the EGM (i.e. before 10:00 a.m. on Tuesday, October 21, 2025, Hong Kong time) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof.
5. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the EGM will be voted on by poll. Voting at the EGM will be taken by poll on site.
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. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose, seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.