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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult appropriate independent advisers to obtain independent professional advice.

If you have sold or transferred all your shares in China Communications Construction Company Limited, you should at once hand this circular together with the form of proxy 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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### 中國交通建設股份有限公司 CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

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

**(Stock Code: 1800)**

#### **CIRCULAR FOR ANNUAL GENERAL MEETING:**

- (1) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR  
THE YEAR ENDED 31 DECEMBER 2024;**
- (2) DISTRIBUTION PLAN OF PROFIT FOR THE YEAR OF 2024 AND THE  
AUTHORIZATION FOR PRE-DISTRIBUTION OF DIVIDENDS FOR  
THE YEAR OF 2025;**
- (3) REPORT OF THE BOARD FOR THE YEAR OF 2024;**
- (4) REPORTS OF DUTY PERFORMANCE OF THE INDEPENDENT  
DIRECTORS FOR THE YEAR OF 2024;**
- (5) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2024;**
- (6) RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S  
INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS THE  
COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO THE BOARD  
TO DETERMINE THEIR RESPECTIVE REMUNERATION;**
- (7) INVESTMENT PLAN FOR 2025;**
- (8) ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP  
IN 2025;**
- (9) PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION;**
- (10) PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE;**
- (11) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (12) PROPOSED AMENDMENTS TO INTERNAL RULES;**
- (13) CASH DIVIDEND PLAN (2025-2027) ;  
AND**
- (14) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Monday, 16 June 2025 is set out on pages AGM-1 to AGM-3 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. before 2:00 p.m. on Sunday, 15 June 2025). Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

16 May 2025

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on 16 June 2025
“Articles of Association”	the articles of association of the Company
“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange under the stock code 601800 and traded in Renminbi
“Board”	the board of directors of the Company
“Cash Dividend Plan (2025-2027)” or “Plan”	the Cash Dividend Plan of China Communications Construction Company Limited (2025-2027)
“CCCCG”	China Communications Construction Group (Limited), a state-owned enterprise established under the laws of the PRC and the controlling Shareholder of the Company
“Company” or “CCCC”	China Communications Construction Company Limited, a joint stock limited company duly incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange under the stock code 1800 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code 601800
“Company Law”	the Company Law of the People’s Republic of China
“Connected Transactions Management Measures”	the Connected Transactions Management Measures of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas-listed foreign invested share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange under the stock code 1800 and traded in Hong Kong dollars
“Independent Non-executive Director(s)” or “Independent Directors(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	13 May 2025, being the latest practicable date for ascertaining certain information included herein before the printing of this circular
“PBOC”	the People’s Bank of China
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for General Meetings of the Shareholders”	the rules of procedures for general meetings of the Shareholders of the Company (as amended from time to time)
“Rules of Procedures for Meetings of the Board”	the rules of procedures for meetings of the Board of the Company (as amended from time to time)
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“SSE Listing Rules”	the Rules Governing the Listing of Securities on the Shanghai Stock Exchange
“Supervisor(s)”	the supervisor (s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

\* For identification purpose only

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## LETTER FROM THE BOARD

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**中國交通建設股份有限公司**  
**CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED**

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

**(Stock Code: 1800)**

*Executive Directors*

WANG Tongzhou  
WANG Haihui  
LIU Xiang

*Registered Office:*

85 De Sheng Men Wai Street  
Xicheng District  
Beijing 100088  
the PRC

*Independent Non-executive Directors*

LIU Hui  
CHAN Wing Tak Kevin  
WU Guangqi  
ZHOU Xiaowen

*Principal Place of Business in Hong Kong:*

Room 2805, 28th Floor  
Convention Plaza Office Tower  
1 Harbour Road, Wanchai  
Hong Kong

16 May 2025

*To the Shareholders,*

Dear Sir or Madam,

- (1) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR  
THE YEAR ENDED 31 DECEMBER 2024;**
- (2) DISTRIBUTION PLAN OF PROFIT FOR THE YEAR OF 2024 AND THE  
AUTHORIZATION FOR PRE-DISTRIBUTION OF DIVIDENDS FOR  
THE YEAR OF 2025;**
- (3) REPORT OF THE BOARD FOR THE YEAR OF 2024;**
- (4) REPORTS OF DUTY PERFORMANCE OF THE INDEPENDENT  
DIRECTORS FOR THE YEAR OF 2024;**
- (5) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2024;**
- (6) RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S  
INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS THE  
COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO THE BOARD  
TO DETERMINE THEIR RESPECTIVE REMUNERATION;**
- (7) INVESTMENT PLAN FOR 2025;**
- (8) ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP  
IN 2025;**
- (9) PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION;**
- (10) PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE;**
- (11) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (12) PROPOSED AMENDMENTS TO INTERNAL RULES;**
- (13) CASH DIVIDEND PLAN (2025-2027) ;**
- AND**
- (14) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the notice of the AGM (as set out on pages AGM-1 to AGM-3 of this circular) and to provide you with all the information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM as described below.

At the AGM, ordinary resolutions will be proposed to approve the following proposals:

- (i) the audited consolidated financial statements for the year ended 31 December 2024;
- (ii) the distribution plan of profit for the year of 2024 and the authorization for pre-distribution of dividends for the year of 2025;
- (iii) the report of the Board for the year of 2024;
- (iv) the reports of duty performance of the Independent Directors for the year of 2024;
- (v) the report of the Supervisory Committee for the year of 2024;
- (vi) the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the 2025 annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration;
- (vii) the investment plan for 2025;
- (viii) the estimated cap for the internal guarantees of the Group in 2025;
- (ix) the proposed launch of asset-backed securitization;
- (x) the proposed cancellation of the Supervisory Committee;
- (xi) the Cash Dividend Plan (2025-2027); and
- (xii) the proposed amendments to the Connected Transactions Management Measures.

At the AGM, special resolutions will be proposed to approve the following proposals:

- (i) the proposed amendments to the Articles of Association;
- (ii) the proposed amendments the Rules of Procedures for General Meetings of the Shareholders; and
- (iii) the proposed amendments to the Rules of Procedures for Meetings of the Board.

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## LETTER FROM THE BOARD

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### **AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2024**

An ordinary resolution will be proposed at the AGM to approve the audited consolidated financial statements of the Company for the year ended 31 December 2024. The audited consolidated financial statements are set out in the 2024 annual report of the Company, which was published and/or despatched to the Shareholders on 30 April 2025.

### **DISTRIBUTION PLAN OF PROFIT FOR THE YEAR OF 2024 AND THE AUTHORIZATION FOR PRE-DISTRIBUTION OF DIVIDENDS FOR THE YEAR OF 2025**

An ordinary resolution will be proposed at the AGM to approve the distribution plan of profit for the year of 2024 and the authorization for pre-distribution of dividends for the year of 2025. For the year of 2024, net distributable profit for the Shareholders was approximately RMB23,384 million which is determined based on the financial statements prepared in accordance with China Accounting Standards for Business Enterprises and International Financial Reporting Standards (whichever is lower). To balance the reasonable investment returns for the Shareholders and the long-term development of the Company, on 27 March 2025, the Board proposed to distribute the annual dividend of RMB0.30166 per Share (totaling approximately RMB4,911 million (tax inclusive)) to the Shareholders, representing approximately 21% of the aforementioned net distributable profit attributable to the owners of the Company and an increase of 1 percentage point year-on-year. After deducting the interim dividend of approximately RMB2,280 million already distributed by the Company, the Board recommended a final dividend of RMB0.16161 (tax inclusive) (equivalent to approximately HKD0.17510 including tax) per Share calculated based on the total issued share capital of the Company of 16,278,611,425 Shares on such date.

The final dividends are expected to be paid to Shareholders whose names appear on the register of members of the Company on Friday, 27 June 2025. For purpose of ascertaining Shareholder's entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which time no share transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 23 June 2025. Shareholders whose names appear on the register of members of the Company on Friday, 27 June 2025, are entitled to the final dividends. The proposed final dividends will be denominated and declared in Renminbi and will be paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The relevant exchange rate is determined at RMBB0.92294 equivalent to HKD1.00 as the middle rate of Renminbi to Hong Kong dollars as announced by the PBOC on the date when such dividends were declared. For more information, please refer to the announcement of the Company dated 27 March 2025 and the 2024 annual report of the Company, which was published and/or despatched to the Shareholders on 30 April 2025.

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## LETTER FROM THE BOARD

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Meanwhile, in order to respond to the requirements of the State-owned Assets Supervision and Administration Commission of the State Council, the China Securities Regulatory Commission, and the Shanghai Stock Exchange in relation to the increase in the frequency of dividend distribution, the Company proposed that the Shareholders to authorize the Board to formulate and implement the pre-distribution of dividends for the year of 2025, provided that (i) the undistributed profits and the net profit attributable to the shareholders of the parent company for the current period are positive, (ii) after the implementation of such pre-distribution of dividends, the Company's cash flow remains to meet the needs of its continuous operation and long-term development, and (iii) such pre-distribution of dividends complies with the applicable laws, regulations, and normative documents. The total amount for dividends shall not exceed the net profit attributable to the Shareholders for the six months ending 30 June 2025, and the specific amount of the dividends shall be determined based on the 2025 periodic financial reports.

### **REPORT OF THE BOARD FOR THE YEAR OF 2024**

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year of 2024. The full text of the report of the Board is set out in the 2024 annual report of the Company, which was published and/or despatched to the Shareholders on 30 April 2025.

### **REPORTS OF DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS FOR THE YEAR OF 2024**

An ordinary resolution will be proposed at the AGM to approve the reports of duty performance of the Independent Directors for the year of 2024. The full text of the reports of duty performance of the Independent Directors is set out in Appendix I to this circular.

### **REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2024**

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year of 2024. The full text of the report of the Supervisory Committee is set out in the 2024 annual report of the Company, which was published and/or despatched to the Shareholders on 30 April 2025.

### **RE-APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INTERNATIONAL AUDITOR AND ERNST & YOUNG HUA MING LLP AS THE COMPANY'S DOMESTIC AUDITOR AND AUTHORISATION TO THE BOARD TO DETERMINE THEIR RESPECTIVE REMUNERATION**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the 2025 annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration.



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## LETTER FROM THE BOARD

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### INVESTMENT PLAN FOR 2025

According to statistics, the Company completed investments amounting to RMB103.7 billion in 2024. The investments completed for the whole year were within the planned scope, of which: the completed investments in fixed assets amounted to RMB14.3 billion and the completed equity investments amounted to RMB89.4 billion.

In 2025, the planned equity investments of the Company will be RMB93.7 billion, representing approximately 68.0% of the total planned investments, of which: project investments will amount to RMB68.2 billion, representing approximately 49.5% of the total investments; equity investments in companies will amount to RMB25.2 billion, representing approximately 18.3% of the total investments; financial investments will amount to RMB240 million, representing approximately 0.2% of the total investments. The planned fixed assets investments of the Company will be RMB44 billion, representing approximately 32.0% of the total planned investment. The Company will take action immediately after the terms of the transaction have been agreed under each specific investment agreement to meet the requirements of the Hong Kong Listing Rules if necessary.

The Investment Plan for 2025 of the Company is in line with the strategic development needs of the Company and conducive to the implementation of the investment projects of the Company, and safeguards the sustainable development of the Company.

An ordinary resolution will be proposed at the AGM to approve the Investment Plan for 2025.

### ESTIMATED CAP FOR THE INTERNAL GUARANTEES OF THE GROUP IN 2025

According to the SSE Listing Rules, a listed company, with the amount of guarantees aggregated over a period of twelve consecutive months exceeding 50% of its latest audited net assets and with the absolute amount exceeding RMB50 million, or when providing guarantees to enterprises with asset-to-liability ratio exceeding 70%, shall submit the transaction of granting guarantees to the shareholders' general meeting for consideration and approval, as well as make a timely disclosure.

The Company estimated that the cap for the internal guarantees of the Company in 2025 will amount to RMB62,098 million, among which, approximately RMB4,500 million will be provided by the Company to its subsidiaries, approximately RMB55,643 million will be provided by the Company's subsidiaries to their respective subsidiaries, and approximately RMB1,955 million will be provided to the joint venture(s) by the subsidiary of the Company.

The estimated cap for above guarantees can be adjusted accordingly on the basis that: (i) except for the guarantee provided to joint venture(s), the guarantee amounts for subsidiaries for the same kind of matters shall be adjusted within their respective aggregate guarantee amount according to the actual business needs of the Company; and (ii) the unutilised guarantee amounts approved in the previous years within the validity period shall be counted into the guarantee amount in 2025.

The resolution in relation to the estimated cap for the internal guarantees of the Group in 2025 will be valid from the date of passing the resolution at the AGM until the 2025 annual general meeting. The guarantee amounts to be provided to joint venture is approximately RMB1,955 million, which does not constitute a discloseable transaction under Chapter 14 of the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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The aforesaid resolution, which has been resolved at the forty-fifth meeting of the fifth session of the Board held on 27 March 2025, will be subject to the Shareholders' approval by way of an ordinary resolution at the AGM. The Board also proposed to the Shareholders to authorise the chairman of the Board and/or the chief financial officer of the Company to take charge of all matters in relation to internal guarantees within the approved amount.

### PROPOSED LAUNCH OF ASSET-BACKED SECURITIZATION

The Company intends to launch asset-backed securitization in accordance with the following particulars:

- |    |  |  |
|----|--|--|
| a. | Category of asset-backed securitization:         | Including but not limited to securitization of accounts receivable, accounts payable in the supply chain, leased assets, partnership shares, government subsidies, infrastructure assets, commercial real estate, PPP projects and other underlying assets, which will be issued by the Group in one or more instalments in light of the actual underlying assets of the Group subject to the requirements of relevant regulatory authorities in the PRC, and appropriate arrangement will be taken, including but not limited to the credit enhancement measures such as holding of certain subordinated products and deficiency payment. |
| b. | Issuer:  | The Company  |
| c. | Aggregate principal amount:                      | Not exceeding RMB95,500 million which will be issued in one or more instalments.   |
| d. | Validity period of the Shareholders' resolution: | 12 months  |

The abovementioned proposed launch of asset-backed securitization requires approval of the Shareholders by way of an ordinary resolution. Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the AGM to approve the abovementioned proposed launch of asset-backed securitization, and to authorise the chairman of the Board to deal with all relevant matters in relation to asset-backed securitization.

### PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 April 2025 in relation to, among others, the proposed cancellation of the Supervisory Committee and amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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On 14 February 2023, the State Council promulgated Order No. 758, stipulating that the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) would be abolished starting from 31 March 2023. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”). As the Trial Measures became effective on 31 March 2023, the Mandatory Provisions for Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) was abolished accordingly pursuant to article 35 of the Trial Measures. In light of this, holders of A Shares and H Shares are no longer treated as different classes of shareholders, and therefore, the class meeting requirement applicable to holders of A Shares and H Shares are no longer necessary. The PRC companies shall formulate their articles of association with reference to the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》) (collectively referred to as, the “**PRC Regulatory Changes**”). In light of the PRC Regulatory Changes, the Hong Kong Stock Exchange has made consequential amendments to the Hong Kong Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the PRC Regulatory Changes. Further, on 1 July 2024, the newly revised Company Law became effective. In order to enhance corporate governance and promote compliance operation, and based on the actual situation of the Company, the Board proposed to amend the existing articles of association in accordance with the new Company Law, the Guidelines on Articles of Association of Listed Companies, the Rules of Shareholders’ General Meetings of Listed Companies (《上市公司股東會規則》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) and other relevant laws, regulations and regulatory provisions.

The proposed amendments to the articles of association mainly include, among others, (i) deletion of the sections and provisions related to the supervisory committee and supervisors, clarifying that the audit and risk committee of the Board shall exercise the relevant powers; (ii) amendments to the provisions related to the class of shares, further improving the authority of general meetings and optimizing the manner of convening the general meetings and voting procedures, etc.; and (iii) improvement on the composition and qualification requirements for Board members, the terms of responsibility of directors and senior management and relevant provisions for independent directors, etc. The proposed amendments also include other amendments to the existing articles of association, taking into account the actual operational needs of the Company.

As confirmed by the legal adviser of the Company as to the PRC laws, the Board is of the view that the amendments to the provisions relating to the class meetings in the Articles of Association will not compromise the protection of H Shareholders and will not have a significant impact on shareholder protection measures, as A Shares and H Shares are considered as the same class of ordinary shares under the PRC laws and the substantive rights attached thereto, including voting rights, dividends, and distribution of assets upon liquidation, are the same, and the amendments to the provisions relating to the class meetings are consistent with the current arrangements of the non-PRC issuers with a dual listing on both the PRC stock exchange and the Hong Kong Stock Exchange. Additionally, according to the second paragraph of Article 130 of the existing Articles of Association, if changes or abolition of the rights of the class shareholders are caused by the PRC Regulatory Changes, the Company is not required to seek approval from the general meetings or the class meetings. Therefore, the proposed amendments to the Articles of Association do not need to be submitted to the class meetings for consideration.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that such proposed amendments comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about such proposed amendments for a company incorporated in the PRC and listed on the Hong Kong Stock Exchange.

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## LETTER FROM THE BOARD

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In conclusion, the Board is of the view that the proposed amendments to the Articles of Association will not have adverse impact on the business operation of the Company, and are in the interests of the Company and its shareholders as a whole. For the full text of the proposed amendments, please refer to Appendix II to this circular. Save for such proposed amendments, the other articles in the existing Articles of Association will remain unchanged.

Upon such proposed amendments becoming effective, the Company will continue to comply with the Hong Kong Listing Rules, meet the core shareholder protection standards by adhering to the PRC laws in combination with its constitutional documents pursuant to Appendix A1 to the Hong Kong Listing Rules. The Company will further ensure its ongoing compliance with the above standards.

An ordinary resolution will be proposed at the AGM to approve the proposed cancellation of the Supervisory Committee, and a special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association, respectively.

### **PROPOSED AMENDMENTS TO INTERNAL RULES**

To further improve corporate governance and in line with the proposed amendments to the Articles of Association, the Company proposed to make certain amendments to some of its internal rules, including the Rules of Procedures of the General Meetings of the Shareholders, the Rules of Procedures for Meetings of the Board, and the Connected Transactions Management Measures. For the full text of the proposed amendments, please refer to Appendices III to V to this circular.

Separate special resolutions will be proposed at the AGM to approve the proposed amendments to the Rules of Procedures for General Meetings of the Shareholders and the Rules of Procedures for Meetings of the Board, respectively. An ordinary resolution will be proposed at the AGM to approve the proposed amendments to the Connected Transactions Management Measures.

### **CASH DIVIDEND PLAN (2025-2027)**

Reference is made to the announcement of the Company dated 27 April 2025 in relation to the Cash Dividend Plan (2025-2027).

In order to enhance the investment value of the Company, increase shareholders' returns and actively respond to the Certain Opinions on Improving and Strengthening the Management of Market Value of Listed Companies Controlled by Central Enterprises issued by the State-owned Assets Supervision and Administration Commission of the State Council and the Regulatory Guidelines for Listed Companies No. 10 – Market Value Management issued by China Securities Regulatory Commission, the Company has formulated the Cash Dividend Plan (2025-2027), in accordance with the Company Law, the Securities Law, the Regulatory Guidelines for Listed Companies No. 3 – Cash Dividends of Listed Companies and other relevant laws, regulations, normative documents and the Articles of Association of the Company and in light of the actual situation of the Company. The details are as follows:

#### **I. Basic Principles of the Plan**

##### ***(I) Profitability Principle***

The Company adheres to the principle of profitability by fully responding to securities regulatory initiatives and investors' demands, appropriately increasing the dividend ratio, increasing shareholders' long-term investment returns and promoting the overall market value of the Company.

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## LETTER FROM THE BOARD

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### **(II) *Rationality Principle***

The Company focuses on the principle of rationality by comprehensively considering factors such as industry characteristics, its development stage, profitability and cash flow to ensure that the overall dividend level is reasonable.

### **(III) *Foreseeability Principle***

The Company strengthens the principle of foreseeability by focusing on its long-term development, clarifying cash dividend targets, stabilizing investors' dividend expectations, establishing a continuous, stable and scientific return mechanism for investors and ensuring the continuity and stability of the dividend policy.

## **II. Particulars of the Plan**

### **(I) *Conditions for Cash Dividends***

1. The net profit attributable to the shareholders of the parent company of the Company for the current period is positive and the accumulated retained earnings are positive;
2. It complies with the Articles of Association and the applicable laws, regulations and normative documents for the implementation of cash dividends.

### **(II) *Cash Dividend Ratio***

The total annual cash dividend of the Company shall not be less than 20% of the net profit attributable to shareholders of the listed company in that year, and shall not be lower than that of the previous year.

At the same time, the Company will comprehensively consider factors such as current profitability, cash flow and capital balance, and appropriately increase the dividend ratio each year based on actual conditions.

### **(III) *Period Intervals for Cash Dividends***

Provided that the above conditions for cash dividends are met, the Company will implement cash dividends no less than twice a year. Among them, the annual pre-dividend plan is prepared and implemented by the Board.

An ordinary resolution will be proposed at the AGM to approve the Cash Dividend Plan (2025-2027).

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM of the Company to be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Monday, 16 June 2025 is set out on pages AGM-1 to AGM-3 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. before 2:00 p.m. on Sunday, 15 June 2025). Completion and return of the form of proxy will not preclude you as a Shareholder from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

Any vote of the Shareholders at the AGM shall be taken by poll unless otherwise required by the Hong Kong Listing Rules. For purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 11 June 2025 to Monday, 16 June 2025 (both days inclusive), during which time no share transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 10 June 2025. Shareholders of the Company whose names appear on the register of members of the Company on Monday, 16 June 2025 are entitled to attend and vote at the AGM.

### RECOMMENDATION

The Board believes that the aforementioned resolutions are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of AGM set out on pages AGM-1 to AGM-3 of this circular.

By order of the Board

**China Communications Construction Company Limited**

**LIU Zhengchang**

*Board Secretary*

**YU Jingjing**

*Company Secretary*

## LIU HUI

According to the Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission and the requirements under the relevant business rules of the regulatory authorities or stock exchanges where China Communications Construction Company Limited (“CCCC” or the “Company”) is listed, I, as an Independent Director, have performed my duties with due diligence by fully playing the role of participation in decision-making, supervision and balance, and professional consultation in the Board, and have earnestly safeguarded the overall interests of the Company and the legitimate rights and interests of minority Shareholders during the year of 2024. I hereby present the report of my duty performance as an Independent Director for the year of 2024 as follows.

**I. BASIC INFORMATION**

As elected at the first extraordinary general meeting of the Company in 2022, I have served as an Independent Non-executive Director of the fifth session of the Board since February 2022; and serve as the chairman of the Remuneration and the Appraisal Committee, and a member of the Audit and Internal Control Committee, the Strategy and Investment and ESG Committee of the fifth session of the Board concurrently. Upon self-inspection, I confirmed that my position as an Independent Director complied with the requirements of relevant regulations, and there were no circumstances during the reporting period that affected the independence of my role as an Independent Director.

**II. DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS DURING THE YEAR****(I) Attendance at Board Meetings.**

In 2024, the fifth session of the Board held a total of 14 Board meetings, including 4 periodical meetings and 10 extraordinary meetings, and considered a total of 65 proposals (65 passed). The number, method and voting of my attendance at the Board meetings are set out in the table below:

Name of the Independent Director	Number of Board Meetings Attended	Number of Physical Board Meetings Attended in Person	Number of Board Meetings Attended by Electronic Means	Number of Pre-meeting Communication Meetings Attended	Number of Board Meetings Attended by Proxy	Number of Board Meetings Absent from	Voting of the Board Meetings (for/against/abstain/recuse)
LIU Hui	14/14	7/7	7/7	12/12	0/14	0/14	65/0/0/0

I voted in favor of all the proposals considered at the Board meetings with no objections or abstentions.

**(II) Attendance at General Meetings.**

In 2024, the Board held 2 general meetings, namely 2023 annual general meeting and 2024 first extraordinary general meeting. I attended all the above-mentioned general meetings and expressed my opinions on the issues considered at the general meetings from the perspective of my own profession and independence, and I did not raise any objection to resolutions at the general meetings of the Company during the reporting period.

**(III) Attendance at the Meetings of Special Committees of the Board.**

In 2024, the Audit and Internal Control Committee of the Board held a total of 9 meetings with 28 proposals considered and approved; the Strategy and Investment Committee of the Board held a total of 7 meetings with 14 proposals considered and approved; and the Remuneration and Appraisal Committee of the Board held a total of 2 meetings with 3 proposals considered and approved. I actively participated in the work of the special committees of the Board, and reviewed the proposals from a professional perspective, so as to provide practical opinions for the Board to make scientific decisions. My attendance at the meetings of the corresponding special committees are set out in the table below:

Name of the Independent Director	Number of Meetings of the Special Committees Attended in Person	Number of Meetings of the Special Committees Attended by Proxy
LIU Hui	18/18	0/18

**(IV) Attendance at the Special Meetings of Independent Directors.**

During the reporting period, I attended all 5 special meetings of Independent Directors to review and discuss matters or proposals of the Company regarding the related-party (connected) transactions, financial information in periodic reports, appointment of senior management, remuneration plan for senior management, and audit fees of auditor, and expressed a total of 12 Independent Directors' opinions on such matters. The exercise of specific authorities of the Independent Directors by me and other Independent Directors complied with relevant requirements, and there were no instances where my proposals were not adopted or my special authorities cannot be exercised normally.



**(V) Attendance at Other Important Meetings and Activities of the Company.**

In 2024, I attended 12 meetings organised by the Company to report on the proposals of the Board, communicate the proposals in advance, put forward suggestions for improvement, and avoid blind decision-making and risk omission; I attended the Company's annual working meeting, half-year working meeting, and thematic reporting meeting on technology innovation, etc., to gain a comprehensive understanding of the operating and strategy implementation of the Company; I attended the strategy seminars of the Company to discuss with other Board members and members of the management relating to the path and initiatives for high-quality development and deepening of reforms; I attended the annual results briefing of the Company to communicate with investors about the annual results and market performance of the Company and to listen to suggestions from the investors. In accordance with the annual research programme of the Board, I have conducted 4 special research activities in 20 significant subsidiaries and various key projects with other Independent Directors, and have put forward targeted management suggestions on the issues identified in the research and feedback from the grassroots and provided timely feedback to the management of the Company.

**(VI) Communication with Internal and External Auditors.**

In 2024, as a member of the Audit and Internal Control Committee of the Board, I was actively involved in the review of the Company's financial position, and the implementation and effectiveness of the risk management and internal control system, and in the control of the Company's operations and management in respect of financial compliance, as well as in the independent communication with, and supervision and verification of, the internal audit organisation and the external auditors. During the reporting period, I have listened to a total of 3 relevant reports from the Company's auditors, including a report on the financial statements and internal control audit for the year of 2023, a report on the review of the interim financial statements for the year of 2024, and a report on the integrated audit plan for the financial statements and internal control for the year of 2024; I have engaged in effective discussions and exchanges with accounting firms on financial reports, gaining a understanding of key audit matters and audit points, and safeguarding the objectivity and fairness of audit results. I have carefully reviewed the 2024 guiding opinions and arrangements for internal audit and guided the Company's internal audit, so as to fortify the Company's development foundation through robust audit supervision.

**(VII) Communication and Exchanges with Minority Shareholders.**

During the reporting period, I, as an Independent Director, demanded that the Company disclose corporate information in a timely and compliant manner, thereby enhancing the satisfaction and loyalty of minority Shareholders towards the Company. In addition to attending the Company's regular and extraordinary general meetings to communicate with the Shareholders, in April and August 2024, I attended the Company's 2023 annual results briefing and 2024 interim results briefing to exchange views and communicate with investors on the hot issues of concern to investors of the Company, such as opportunities for development of overseas markets, layout of new business development, market capitalisation management, control of financial indicators and improvement of cash flow, etc., and to positively interact with the capital market, endeavour to protect the rights and interests of small and medium investors, and fully listen to the market's opinions and suggestions.

**(VIII) Suggestions to the Management.**

Regarding the challenges and opportunities for the Company's high-quality development and bottlenecks affecting the development quality, at the Company's annual strategy seminars, I suggested that the management should: firstly, thoroughly comprehend the spirit of the Central Economic Work Conference, seize development opportunities, focus precisely on the "two major and two renewals", select high-quality projects to strengthen investments, and emphasise business model innovation; secondly, control incremental growth while optimising existing assets by revitalizing idle resources, reviewing unimplemented projects, coordinating debt-for-property swaps, so as to enhance value creation capabilities; thirdly, prioritise operational project management, and advance Quasi-REITs projects to unlock latent value potential; fourthly, drive dual-engine growth, intensify overseas market expansion and achieve rolling development through specialised and differentiated advantages; fifthly, embrace transformative trends towards market-oriented digitalisation, industrialization, green development, strategic emerging industries, and urban sectors to support sustainable corporate development; sixthly, deepen reforms, drive industry-finance-informatisation integration through innovation, optimise resource allocation via internal restructuring, improve the human-centric talent structure, thereby enhancing corporate flexibility and resilience.

**(IX) On-site Work at the Company.**

In 2024, in addition to attending the Company's general meetings, meetings of the Board and its special committees, and special meetings of the Independent Directors in accordance with the relevant regulations, I, as an Independent Director, performed my duties by attending all kinds of important meetings of the Company, listening to the reports of the management of the Company, conducting on-site research and inspection of the subsidiaries and projects of the Company, reviewing all kinds of documents provided by the Company, internal information bulletins and other materials, as well as communicating with the relevant organisations and other methods. I have worked on-site at the Company for a total of over 70 days.

**III. KEY ISSUES OF CONCERN FOR INDEPENDENT DIRECTORS IN THEIR ANNUAL PERFORMANCE OF DUTIES**

During the reporting period, I, together with other Independent Directors, focused on and reviewed various matters of the Company, and made independent judgments on the legality and compliance of the relevant decisions, disclosure and implementation of various matters in accordance with the laws, administrative regulations, relevant business rules of the regulatory authorities or the stock exchanges where the Company's Shares are listed as well as the Articles of Association and other requirements, the details are as follows:

**(I) Related-Party (Connected) Transactions.**

During the reporting period, I have critically reviewed and issued 8 independent opinions on matters relating to related-party (connected) transactions of the Company, mainly including the establishment of a plan for the caps of the daily related-party (connected) transactions of each category for the years 2025-2027, the establishment of a plan for the daily connected transactions of connected subsidiaries for the years 2025-2027, the establishment of a plan for the daily related-party transactions of a newly added category for the year 2024, the related-party (connected) transactions involved in the adjustment of the equity interest in CCCC (Xiamen) E-Commerce Co., Ltd.\* (中交(廈門)電子商務有限公司), the related-party (connected) transactions involved in the adjustment of the equity interest in south America regional companies, the related-party (connected) transactions involved in transferring the equity interest in China Communications Property Service held by CFHEC and CCCC Investment, the related-party (connected) transactions involved in reducing the registered capital of CCCC Huachuang Real Estate (Suzhou) Co., Ltd.\* (中交華創地產(蘇州)有限公司) belonging to CCCC Fourth Harbour and other units, the related-party (connected) transactions involved in CHEC consortium's investment in the 100MW photovoltaic power station project in Jwaneng, Botswana, etc. During the review process, I am of the view that the voting procedures of the above related-party transactions are lawful and fair, and that the related Directors have abstained from voting in compliance with the Company Law and the Securities Law and other relevant laws and regulations as well as the provisions of the Articles of Association. The plans of the related-party transactions are in line with the development strategy of the Company, following the principles of fairness, impartiality, voluntariness and good faith, and the pricing of the transactions is fair and reasonable, without any prejudice to the interests of the Company and Shareholders, especially the interests of non-related minority Shareholders.

**(II) External Guarantees and Occupation of Funds by Related Parties.**

In accordance with the Regulatory Guidelines for Listed Companies No. 8 – Supervisory Requirements on the Transactions of Funds and External Guarantees of Listed Companies, I have verified the external guarantees of the Company and the occupation of funds by related parties, and I am of the view that there is no violation of external guarantees and no violation of occupation of funds by controlling Shareholders and related parties of the Company.

**(III) Disclosure of Financial Information and Implementation of Internal Control.**

During the reporting period, through careful examination of the periodic reports and in-depth communication with the auditing institution, I am of the view that the contents of the periodic reports disclosed by the Company are true, accurate and complete, without any false entries, misleading statements or material omissions; and through the review of the Internal Control Evaluation Reports of the Company for the Year 2024, the internal control evaluation reports issued by the Company objectively and comprehensively reflects the actual situation of the construction and implementation of the internal control system of the Company. The internal control system generally complied with the relevant requirements of the CSRC and the Shanghai Stock Exchange, without any significant deficiencies.

**(IV) Nomination and Remuneration of Directors and Senior Management.**

During the reporting period, I carefully scrutinized the Company's resolutions for the appointment of the chief financial officer and the secretary to the Board, and considered that the Company's nomination procedures for senior management are in compliance with the relevant provisions of the Company Law and the Articles of Association, and that the relevant senior management complied with the conditions of appointment as stipulated in the laws and regulations and the Articles of Association. I have reviewed the remuneration redemption plan for the senior management of the Company for the year 2023, and considered that the determination of the relevant remuneration is in line with the operating conditions of the Company, the assessment and remuneration are closely aligned, and the incentives and constraints are harmonized, which are conducive to the enhancement of the motivation and creativity of the senior management, and there are no circumstances that would be detrimental to the interests of the Company and Shareholders.

**(V) Engagement of Accounting Firm.**

During the reporting period, through communication with Ernst & Young and Ernst & Young Hua Ming LLP, the auditors, and review of relevant information, I believed that during the provision of audit services for the Company, Ernst & Young and Ernst & Young Hua Ming LLP have strictly abided by the practice principles of independence, objectivity and impartiality, conducted a factual and realistic audit on the Company's financial status, operating results and cash flows, and issued objective and truthful audit reports, which fulfilled the requirements of the Company's financial audits and were able to effectively safeguard the interests of the shareholders of the listed company. Therefore, I agreed the re-appointment of Ernst & Young as the Company's international auditor for the year of 2024 and Ernst & Young Hua Ming LLP as the Company's domestic auditor for the year of 2024.

**(VI) Cash Dividends and Other Returns to Investors.**

The Company's profit distribution plan in 2023 was to distribute a dividend of RMB0.29253 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders out of the net profit realized in 2023; and the interim dividend plan in 2024 was to distribute a dividend of RMB0.14005 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders in the first half of 2024. I believed that the Company's profit distribution plan in 2023 and the interim dividend plan in 2024 were conducive to ensuring the stability, continuity and predictability of the dividend distribution policy and were in line with the relevant laws such as the Company Law and the Securities Law as well as the provisions of the Articles of Association, and the level of cash dividend was reasonable, which has taken into account both the reasonable return needs of investors and the sustainable development needs of the Company without any prejudice to the interests of the Company and all Shareholders.

**IV. OVERALL EVALUATION**

In 2024, I was deeply involved in the work of corporate governance and paid great attention to major matters such as the Company's strategy implementation, investment management and the reduction of the "two funds", maintained close communication with the management, fully utilized my professional strengths, and provided advice and recommendations to the management of the Company in respect of various areas including strategic control and risk prevention and control, thus performing my duties as an Independent Director in a better way, promoting the healthy and stable financial operation of the Company, the fairness and openness of connected transactions, and the truthfulness, completeness and timeliness of information disclosure. In 2025, I will continue to fulfil my obligations as an Independent Director in good faith and diligently in accordance with relevant laws and regulations and the Articles of Association, give full play to my role as an Independent Director, endeavor to promote the high quality development of the Company, establish a good image in the capital market, and actively safeguard the legitimate rights and interests of all Shareholders, especially the minority Shareholders.

**China Communications Construction Company Limited**  
Independent Director: **LIU Hui**

27 March 2025

## CHAN WING TAK KEVIN

According to the Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission and the requirements under the relevant business rules of the regulatory authorities or stock exchanges where China Communications Construction Company Limited (“CCCC” or the “Company”) is listed, I, as an Independent Director, have performed my duties with due diligence by fully playing the role of participation in decision-making, supervision and balance, and professional consultation in the Board, and have earnestly safeguarded the overall interests of the Company and the legitimate rights and interests of minority Shareholders during the year of 2024. I hereby present the report of my duty performance as an Independent Director for the year of 2024 as follows.

**I. BASIC INFORMATION**

I have served as an Independent Non-executive Director of the fifth session of the Board, the chairman of the Audit and Internal Control Committee as well as a member of the Nomination Committee and the Remuneration and Appraisal Committee of the fifth session of the Board since February 2022. I have professional experience in finance, securities and accounting, and my habitual residence is in Hong Kong, which meets the requirements of the Hong Kong Stock Exchange and the Shanghai Stock Exchange regarding the qualifications for directors. During the reporting period, upon self-inspection, I confirmed that my position as an Independent Director complied with the requirements of relevant regulations, and there were no circumstances during the reporting period that affected the independence of my role as an Independent Director.

**II. DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS DURING THE YEAR****(I) Attendance at Board Meetings.**

In 2024, the fifth session of the Board held a total of 14 Board meetings, including 4 periodical meetings and 10 extraordinary meetings, and considered a total of 65 proposals (65 passed). The number, method and voting of my attendance at the Board meetings are set out in the table below:

Name of the Independent Director	Number of Board Meetings Attended	Number of Physical Board Meetings Attended in Person	Number of Board Meetings Attended by Electronic Means	Number of Pre-meeting Communication Meetings Attended	Number of Board Meetings Attended by Proxy	Number of Board Meetings Absent from	Voting of the Board Meetings (for/against/abstain/recuse)
CHAN Wing Tak Kevin	14/14	7/7	7/7	12/12	0/14	0/14	65/0/0/0

I voted in favor of all the proposals considered at the Board meetings with no objections or abstentions.

**(II) Attendance at General Meetings.**

In 2024, the Board held 2 general meetings, namely 2023 annual general meeting and 2024 first extraordinary general meeting. I attended all the above-mentioned general meetings, and did not raise any objection to resolutions at the general meetings of the Company during the reporting period.

**(III) Attendance at the Meetings of Special Committees of the Board.**

In 2024, the Audit and Internal Control Committee of the Board held a total of 9 meetings with 28 proposals considered and approved; the Nomination Committee of the Board held a total of 2 meetings with 2 proposals considered and approved; and the Remuneration and Appraisal Committee of the Board held a total of 2 meetings with 3 proposals considered and approved. I attended all the above-mentioned meetings, actively participated in the work of the special committees of the Board, and reviewed the proposals from a professional perspective, so as to provide practical opinions for the Board to make scientific decisions. My attendance at the meetings of the corresponding special committees are set out in the table below:

Name of the Independent Director	Number of Meetings of the Special Committees Attended	Attended by Proxy
CHAN Wing Tak Kevin	13/13	0/13

**(IV) Attendance at the Special Meetings of Independent Directors.**

During the reporting period, I attended all 5 special meetings of Independent Directors to review and discuss matters or proposals of the Company regarding the related-party (connected) transactions, financial information in periodic reports, appointment of senior management, remuneration plan for senior management, and audit fees of auditor, and expressed a total of 12 Independent Directors' opinions on such matters. The exercise of specific authorities of the Independent Directors by me and other Independent Directors complied with relevant requirements, and there were no instances where my proposals were not adopted or my special authorities cannot be exercised normally.

**(V) Attendance at Other Important Meetings and Activities of the Company.**

In 2024, I attended 12 meetings organised by the Company to report on the proposals of the Board, communicate the proposals in advance, put forward suggestions for improvement, and avoid blind decision-making and risk omission; I attended the Company's annual working meeting, half-year working meeting, and thematic reporting meeting on technology innovation, etc., to gain a comprehensive understanding of the operating and strategy implementation of the Company; I attended the strategy seminars and external directors' seminars of the Company to discuss with other Board members and members of the management relating to the path and initiatives for high-quality development and deepening of reforms; I attended the annual results briefing of the Company to communicate with investors about the annual results and market performance of the Company and to listen to market suggestions. In accordance with the annual research programme of the Board, I have conducted 4 special research activities in 20 significant subsidiaries and various key projects with other Independent Directors, and have put forward targeted management suggestions on the issues identified in the research and feedback from the grassroots and provided timely feedback to the management of the Company.

**(VI) Communication with Internal and External Auditors.**

As the chairman of the Audit and Internal Control Committee, I paid close attention to the Company's internal and external audits and internal control work, closely monitored the progress of various audit work performed by the Company's accounting firms, organised regular meetings for other committee members to listen to special reports from the firms, and in a timely manner, required relevant departments of the Company to rectify and improve any deficiencies identified during the audits, ensuring they were addressed one by one to guarantee the compliant governance of the Company. During the reporting period, I have listened to a total of 3 relevant reports from the Company's auditors, including a report on the financial statements and internal control audit for the year of 2023, a report on the review of the interim financial statements for the year of 2024, and a report on the integrated audit plan for the financial statements and internal control for the year of 2024. I have reviewed the auditors' qualifications and professional capabilities, strengthened communication during the audit process, and effectively fulfilled the supervisory responsibilities of the Audit and Internal Control Committee towards the accounting firms. I have carefully reviewed the 2024 guiding opinions and arrangements for internal audit and guided the Company's internal audit, so as to fortify the Company's development foundation through robust audit supervision.



**(VII) Communication and Exchanges with Minority Shareholders.**

During the reporting period, I, as an Independent Director, participated in reviewing and overseeing the financial statements and result announcements published by the Company, and raised opinions on their authenticity, completeness, and accuracy to ensure that the minority Shareholders have a clear understanding of the Company's financial position and result performance. At the same time, I demanded that the Company disclose corporate information in a timely and compliant manner, thereby enhancing the satisfaction and loyalty of minority Shareholders towards the Company. In addition to attending the Company's regular and extraordinary general meetings to communicate with the Shareholders, in April 2024, I attended the CCCC 2024 Investor Communication Meeting in Hong Kong, where I engaged in face-to-face discussions with investors, listened to the suggestions and demands of domestic and foreign investors and responded to the hot-button issues that investors were concerned about, with a focus on the Company's overseas business development, comprehensive urban development, and the outlook for the infrastructure construction industry.

**(VIII) Suggestions to the Management.**

At the Company's annual strategy seminars, I, for the sake of the future development of the Company, suggested the management to focus on the following aspects: Firstly, enhance the differentiated management. There is a contradiction in the Company's business management that it needs to ensure the growth of contract value and revenue while maintaining the growth rate of cash flows and controlling the gearing ratio. In the future, when approving and supervising projects, a comprehensive consideration of cash flows, risks and other indicators is necessary for the Company, and a differentiated management shall be carried out based on different project situations. Secondly, increase its investment in the field of artificial intelligence. Despite its role as a globally leading infrastructure constructor, in order to maintain its leading position, CCCC must increase its investment and enhance the application as well as the research and development in AI field, to avoid losing its advantage for not fully embracing new technologies. Thirdly, make full use of the advantages of Hong Kong. Hong Kong, which can serve as a bridgehead for overseas business, is not only a good place for financing and risk management, allowing the effective treatment of exchange rate loan risks and other issues, but also a window for displaying international brands. I suggested the Company to take advantage of its participation in the construction project of Northern Metropolis in Hong Kong, to further promote its brand and expand its business to overseas regions such as the Middle East.

**(IX) On-site Work at the Company.**

In 2024, in addition to attending the Company's general meetings, meetings of the Board and its special committees, and special meetings of the Independent Directors in accordance with the relevant regulations, I, as an Independent Director, performed my duties by attending all kinds of important meetings of the Company, listening to the reports of the management of the Company, conducting on-site research and inspection of the subsidiaries and projects of the Company, reviewing all kinds of documents provided by the Company, internal information bulletins and other materials, as well as communicating with the relevant organisations and other methods. I have worked on-site at the Company for a total of over 70 days.

**III. KEY ISSUES OF CONCERN FOR INDEPENDENT DIRECTORS IN THEIR ANNUAL PERFORMANCE OF DUTIES**

During the reporting period, I, together with other Independent Directors, focused on and reviewed various matters of the Company, and made independent judgments on the legality and compliance of the relevant decisions, disclosure and implementation of various matters in accordance with the laws, administrative regulations, relevant business rules of the regulatory authorities or the stock exchanges where the Company's Shares are listed as well as the Articles of Association and other requirements, the details are as follows:

**(I) Related-Party (Connected) Transactions.**

During the reporting period, I have critically reviewed and issued 8 independent opinions on matters relating to related-party (connected) transactions of the Company, mainly including the establishment of a plan for the caps of the daily related-party (connected) transactions of each category for the years 2025-2027, the establishment of a plan for the daily connected transactions of connected subsidiaries for the years 2025-2027, the establishment of a plan for the daily related-party transactions of a newly added category for the year 2024, the related-party (connected) transactions involved in the adjustment of the equity interest in CCCC (Xiamen) E-Commerce Co., Ltd.\* (中交(廈門)電子商務有限公司), the related-party (connected) transactions involved in the adjustment of the equity interest in south America regional companies, the related-party (connected) transactions involved in transferring the equity interest in China Communications Property Service held by CFHEC and CCCC Investment, the related-party (connected) transactions involved in reducing the registered capital of CCCC Huachuang Real Estate (Suzhou) Co., Ltd.\* (中交華創地產(蘇州)有限公司) belonging to CCCC Fourth Harbour and other units, the related-party (connected) transactions involved in CHEC consortium's investment in the 100MW photovoltaic power station project in Jwaneng, Botswana, etc. During the review process, I am of the view that the voting procedures of the above related-party transactions are lawful and fair, and that the related Directors have abstained from voting in compliance with the Company Law and the Securities Law and other relevant laws and regulations as well as the provisions of the Articles of Association. The plans of the related-party transactions are in line with the development strategy of the Company, following the principles of fairness, impartiality, voluntariness and good faith, and the pricing of the transactions is fair and reasonable, without any prejudice to the interests of the Company and Shareholders, especially the interests of non-related minority Shareholders.

**(II) External Guarantees and Occupation of Funds by Related Parties.**

In accordance with the Regulatory Guidelines for Listed Companies No. 8 – Supervisory Requirements on the Transactions of Funds and External Guarantees of Listed Companies, I have verified the external guarantees of the Company and the occupation of funds by related parties, and I am of the view that there is no violation of external guarantees and no violation of occupation of funds by controlling Shareholders and related parties of the Company.

**(III) Disclosure of Financial Information and Implementation of Internal Control.**

During the reporting period, through careful examination of the periodic reports and in-depth communication with the auditing institution, I am of the view that the contents of the periodic reports disclosed by the Company are true, accurate and complete, without any false entries, misleading statements or material omissions; and through the review of the Internal Control Evaluation Reports of the Company for the Year 2024, the internal control evaluation reports issued by the Company objectively and comprehensively reflects the actual situation of the construction and implementation of the internal control system of the Company. The internal control system generally complied with the relevant requirements of the CSRC and the Shanghai Stock Exchange, without any significant deficiencies.

**(IV) Nomination and Remuneration of Directors and Senior Management.**

During the reporting period, I carefully scrutinized the Company's resolutions for the appointment of the chief financial officer and the secretary to the Board, and considered that the Company's nomination procedures for senior management are in compliance with the relevant provisions of the Company Law and the Articles of Association, and that the relevant senior management complied with the conditions of appointment as stipulated in the laws and regulations and the Articles of Association. I have reviewed the remuneration redemption plan for the senior management of the Company for the year 2023, and considered that the determination of the relevant remuneration is in line with the operating conditions of the Company, the assessment and remuneration are closely aligned, and the incentives and constraints are harmonized, which are conducive to the enhancement of the motivation and creativity of the senior management, and there are no circumstances that would be detrimental to the interests of the Company and Shareholders.

**(V) Engagement of Accounting Firm.**

During the reporting period, through communication with Ernst & Young and Ernst & Young Hua Ming LLP, the auditors, and review of relevant information, I believed that during the provision of audit services for the Company, Ernst & Young and Ernst & Young Hua Ming LLP have strictly abided by the practice principles of independence, objectivity and impartiality, conducted a factual and realistic audit on the Company's financial status, operating results and cash flows, and issued objective and truthful audit reports, which fulfilled the requirements of the Company's financial audits and were able to effectively safeguard the interests of the shareholders of the listed company. Therefore, I agreed the re-appointment of Ernst & Young as the Company's international auditor for the year of 2024 and Ernst & Young Hua Ming LLP as the Company's domestic auditor for the year of 2024.

**(VI) Cash Dividends and Other Returns to Investors.**

The Company's profit distribution plan in 2023 was to distribute a dividend of RMB0.29253 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders out of the net profit realized in 2023; and the interim dividend plan in 2024 was to distribute a dividend of RMB0.14005 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders in the first half of 2024. I believed that the Company's profit distribution plan in 2023 and the interim dividend plan in 2024 were conducive to ensuring the stability, continuity and predictability of the dividend distribution policy and were in line with the relevant laws such as the Company Law and the Securities Law as well as the provisions of the Articles of Association, and the level of cash dividend was reasonable, which has taken into account both the reasonable return needs of investors and the sustainable development needs of the Company without any prejudice to the interests of the Company and all Shareholders.

**IV. OVERALL EVALUATION**

In 2024, I conscientiously fulfilled my obligations as an Independent Director in good faith and diligently in accordance with relevant laws and regulations and the Articles of Association, gave full play to my role as an Independent Director, paid close attention to the quality of the Company's operations, market capitalization management, capital management and other major issues, maintained close communication with the management, fully utilized my professional strengths, and provided advice and recommendations to the management of the Company, thus performing my duties as an Independent Director in a better way, promoting the healthy and stable financial operation of the Company, the fairness and openness of connected transactions, and the truthfulness, completeness and timeliness of information disclosure. In 2025, I will continue to endeavor to promote the high quality development of the Company, and actively safeguard the legitimate rights and interests of all Shareholders, especially the minority Shareholders.

**China Communications Construction Company Limited**

Independent Director: **CHAN Wing Tak Kevin**

27 March 2025

## WU GUANGQI

According to the Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission and the requirements under the relevant business rules of the regulatory authorities or stock exchanges where China Communications Construction Company Limited (“CCCC” or the “Company”) is listed, I, as an Independent Director, have performed my duties with due diligence by fully playing the role of participation in decision-making, supervision and balance, and professional consultation in the Board, and have earnestly safeguarded the overall interests of the Company and the legitimate rights and interests of minority Shareholders during the year of 2024. I hereby present the report of my duty performance as an Independent Director for the year of 2024 as follows.

**I. BASIC INFORMATION**

During the reporting period, I have served as an Independent Non-executive Director of the fifth session of the Board, and a member of the Nomination Committee, the Audit and Internal Control Committee, the Strategy and Investment and ESG Committee and the Remuneration and Appraisal Committee of the fifth session of the Board. My position as an Independent Director and a member of the special committees complied with the requirements of relevant regulations, and there were no circumstances during the reporting period that affected the independence.

**II. DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS DURING THE YEAR****(I) Attendance at Board Meetings.**

In 2024, the fifth session of the Board held a total of 14 Board meetings, including 4 periodical meetings and 10 extraordinary meetings, and considered a total of 65 proposals (65 passed). The number, method and voting of my attendance at the Board meetings are set out in the table below:

Name of the Independent Director	Number of Board Meetings Attended	Number of Physical Board Meetings Attended in Person	Number of Board Meetings Attended by Electronic Means	Number of Pre-meeting Communication Meetings Attended	Number of Board Meetings Attended by Proxy	Number of Board Meetings Absent from	Voting of the Board Meetings (for/against/abstain/recuse)
WU Guangqi	14/14	7/7	7/7	12/12	0/14	0/14	65/0/0/0

I voted in favor of all the proposals considered at the Board meetings with no objections or abstentions.

**(II) Attendance at General Meetings.**

In 2024, the Board held 2 general meetings, namely 2023 annual general meeting and 2024 first extraordinary general meeting. I attended all the above-mentioned general meetings and expressed my opinions on the issues considered at the general meetings from the perspective of my own profession and independence, and did not raise any objection to resolutions at the general meetings of the Company during the reporting period.

**(III) Attendance at the Meetings of Special Committees of the Board.**

In 2024, I attended all 20 meetings of various special committees convened by the Board with 47 proposals considered and approved. Among which, the Audit and Internal Control Committee held 9 meetings with 28 proposals considered and approved; the Strategy and Investment and ESG Committee held 7 meetings with 14 proposals considered and approved; the Remuneration and Appraisal Committee held 2 meetings with 3 proposals considered and approved; and the Nomination Committee held 2 meetings with 2 proposals considered and approved. I actively participated in the work of the special committees of the Board in a prudent, responsible and conscientious manner to provide practical opinions for the Board to make scientific decisions. My attendance at the meetings of the corresponding special committees are set out in the table below:

<b>Name of the Independent Director</b>	<b>Number of Meetings of the Special Committees Attended in Person</b>	<b>Number of Meetings of the Special Committees Attended by Proxy</b>
WU Guangqi	20/20	0/20

**(IV) Attendance at the Special Meetings of Independent Directors.**

During the reporting period, I attended all 5 special meetings of Independent Directors to review and discuss matters or proposals of the Company regarding the related-party (connected) transactions, financial information in periodic reports, appointment of senior management, remuneration plan for senior management, and audit fees of auditor, and expressed a total of 12 Independent Directors' opinions on such matters. The exercise of specific authorities of the Independent Directors by me and other Independent Directors complied with relevant requirements, and there were no instances where my proposals were not adopted or my special authorities cannot be exercised normally.

**(V) Attendance at Other Important Meetings and Activities of the Company.**

In 2024, I attended 12 meetings organised by the Company to report on the proposals of the Board, communicate the proposals in advance, put forward suggestions for improvement, and avoid blind decision-making and risk omission; I attended the Company's annual working meeting, half-year working meeting, and thematic reporting meeting on technology innovation, etc., to gain a comprehensive understanding of the operating and strategy implementation of the Company; I attended the strategy seminars and external directors' seminars of the Company to discuss with other Board members and members of the management relating to the path and initiatives for high-quality development and deepening of reforms. In accordance with the annual research programme of the Board, I have conducted 4 special research activities in 20 significant subsidiaries and various key projects with other Independent Directors, and have put forward targeted management suggestions on the issues identified in the research and feedback from the grassroots and provided timely feedback to the management of the Company.

**(VI) Communication with Internal and External Auditors.**

In 2024, as a member of the Audit and Internal Control Committee of the Board, I was actively involved in the review of the Company's financial position, and the implementation and effectiveness of the risk management and internal control system, and in the control of the Company's operations and management in respect of financial compliance, as well as in the independent communication with, and supervision and verification of, the internal audit organisation and the external auditors. During the reporting period, I have listened to a total of 3 relevant reports from the Company's auditors, including a report on the financial statements and internal control audit for the year of 2023, a report on the review of the interim financial statements for the year of 2024, and a report on the integrated audit plan for the financial statements and internal control for the year of 2024; I have engaged in effective discussions and exchanges with accounting firms on financial reports, gaining a understanding of key audit matters and audit points, and safeguarding the objectivity and fairness of audit results. I have carefully reviewed the 2024 guiding opinions and arrangements for internal audit and guided the Company's internal audit, so as to fortify the Company's development foundation through robust audit supervision.

**(VII) Communication and Exchanges with Minority Shareholders.**

During the reporting period, I, as an Independent Director, participated in reviewing and overseeing the financial statements and result announcements proposed to be published by the Company, and raised opinions on their authenticity, completeness, and accuracy to ensure that the minority Shareholders have a clear understanding of the Company's financial position and result performance. At the same time, I demanded that the Company disclose corporate information in a timely and compliant manner, thereby enhancing the satisfaction and loyalty of minority Shareholders towards the Company. I attended the Company's regular and extraordinary general meetings to communicate with the Shareholders and listen to their views and suggestions on the Company's development.



**(VIII) Suggestions to the Management.**

During the reporting period, I proposed the following suggestions to the management mainly focusing on the overseas priorities and the Company's internationalisation strategy: Firstly, clarify international strategic objectives. The Company shall target at building itself as an internationally first-class, world-leading comprehensive infrastructure group and becoming a leading enterprise in the field of international infrastructure. Leveraging its own strengths and overseas development advantages, it should further focus on strategic service capabilities, core competitiveness, and value creation abilities. Secondly, advance the reform and innovation of internationalised management system and operational mechanism. The Company shall formulate a unified strategic plan from the perspective of internationalization with a consensus among the management, and achieved the coordination under the market-oriented management system. Specifically, consideration could be given to establishing matrix management and implementing dual leadership models within overseas divisions to avoid organisational bloat, while allocating resources based on the principle of maximising corporate value. Thirdly, Place high importance on cultivating an internationalised talent pool. Particularly focus on cultivating and selecting key personnel such as project managers for major projects, clarifying different level of qualification requirements for the projects with different scales and establishing robust talent assessment and recertification mechanism.

**(IX) On-site Work at the Company.**

In 2024, in addition to attending the Company's general meetings, meetings of the Board and its special committees, and special meetings of the Independent Directors in accordance with the relevant regulations, I, as an Independent Director, performed my duties by attending all kinds of important meetings of the Company, listening to the reports of the management of the Company, conducting on-site research and inspection of the subsidiaries and projects of the Company, reviewing all kinds of documents provided by the Company, internal information bulletins and other materials, as well as communicating with the relevant organisations and other methods. I have worked on-site at the Company for a total of over 70 days.

**III. KEY ISSUES OF CONCERN FOR INDEPENDENT DIRECTORS IN THEIR ANNUAL PERFORMANCE OF DUTIES**

During the reporting period, I, together with other Independent Directors, focused on and reviewed various matters of the Company, and made independent judgments on the legality and compliance of the relevant decisions, disclosure and implementation of various matters in accordance with the laws, administrative regulations, relevant business rules of the regulatory authorities or the stock exchanges where the Company's Shares are listed as well as the Articles of Association and other requirements, the details are as follows:

**(I) Related-Party (Connected) Transactions.**

During the reporting period, I have critically reviewed and issued 8 independent opinions on matters relating to related-party (connected) transactions of the Company, mainly including the establishment of a plan for the caps of the daily related-party (connected) transactions of each category for the years 2025-2027, the establishment of a plan for the daily connected transactions of connected subsidiaries for the years 2025-2027, the establishment of a plan for the daily related-party transactions of a newly added category for the year 2024, the related-party (connected) transactions involved in the adjustment of the equity interest in CCCC (Xiamen) E-Commerce Co., Ltd.\* (中交(廈門)電子商務有限公司), the related-party (connected) transactions involved in the adjustment of the equity interest in south America regional companies, the related-party (connected) transactions involved in transferring the equity interest in China Communications Property Service held by CFHEC and CCCC Investment, the related-party (connected) transactions involved in reducing the registered capital of CCCC Huachuang Real Estate (Suzhou) Co., Ltd.\* (中交華創地產(蘇州)有限公司) belonging to CCCC Fourth Harbour and other units, the related-party (connected) transactions involved in CHEC consortium's investment in the 100MW photovoltaic power station project in Jwaneng, Botswana, etc. During the review process, I am of the view that the voting procedures of the above related-party transactions are lawful and fair, and that the related Directors have abstained from voting in compliance with the Company Law and the Securities Law and other relevant laws and regulations as well as the provisions of the Articles of Association. The plans of the related-party transactions are in line with the development strategy of the Company, following the principles of fairness, impartiality, voluntariness and good faith, and the pricing of the transactions is fair and reasonable, without any prejudice to the interests of the Company and Shareholders, especially the interests of non-related minority Shareholders.

**(II) External Guarantees and Occupation of Funds by Related Parties.**

In accordance with the Regulatory Guidelines for Listed Companies No. 8 – Supervisory Requirements on the Transactions of Funds and External Guarantees of Listed Companies, I have verified the external guarantees of the Company and the occupation of funds by related parties, and I am of the view that there is no violation of external guarantees and no violation of occupation of funds by controlling Shareholders and related parties of the Company.

**(III) Disclosure of Financial Information and Implementation of Internal Control.**

During the reporting period, through careful examination of the periodic reports and in-depth communication with the auditing institution, I am of the view that the contents of the periodic reports disclosed by the Company are true, accurate and complete, without any false entries, misleading statements or material omissions; and through the review of the Internal Control Evaluation Reports of the Company for the Year 2024, the internal control evaluation reports issued by the Company objectively and comprehensively reflects the actual situation of the construction and implementation of the internal control system of the Company. The internal control system generally complied with the relevant requirements of the CSRC and the Shanghai Stock Exchange, without any significant deficiencies.

**(IV) Nomination and Remuneration of Directors and Senior Management.**

During the reporting period, I carefully scrutinized the Company's resolutions for the appointment of the chief financial officer and the secretary to the Board, and considered that the Company's nomination procedures for senior management are in compliance with the relevant provisions of the Company Law and the Articles of Association, and that the relevant senior management complied with the conditions of appointment as stipulated in the laws and regulations and the Articles of Association. I have reviewed the remuneration redemption plan for the senior management of the Company for the year 2023, and considered that the determination of the relevant remuneration is in line with the operating conditions of the Company, the assessment and remuneration are closely aligned, and the incentives and constraints are harmonized, which are conducive to the enhancement of the motivation and creativity of the senior management, and there are no circumstances that would be detrimental to the interests of the Company and Shareholders.

**(V) Engagement of Accounting Firm.**

During the reporting period, through communication with Ernst & Young and Ernst & Young Hua Ming LLP, the auditors, and review of relevant information, I believed that during the provision of audit services for the Company, Ernst & Young and Ernst & Young Hua Ming LLP have strictly abided by the practice principles of independence, objectivity and impartiality, conducted a factual and realistic audit on the Company's financial status, operating results and cash flows, and issued objective and truthful audit reports, which fulfilled the requirements of the Company's financial audits and were able to effectively safeguard the interests of the shareholders of the listed company. Therefore, I agreed the re-appointment of Ernst & Young as the Company's international auditor for the year of 2024 and Ernst & Young Hua Ming LLP as the Company's domestic auditor for the year of 2024.

**(VI) Cash Dividends and Other Returns to Investors.**

The Company's profit distribution plan in 2023 was to distribute a dividend of RMB0.29253 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders out of the net profit realized in 2023; and the interim dividend plan in 2024 was to distribute a dividend of RMB0.14005 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders in the first half of 2024. I believed that the Company's profit distribution plan in 2023 and the interim dividend plan in 2024 were conducive to ensuring the stability, continuity and predictability of the dividend distribution policy and were in line with the relevant laws such as the Company Law and the Securities Law as well as the provisions of the Articles of Association, and the level of cash dividend was reasonable, which has taken into account both the reasonable return needs of investors and the sustainable development needs of the Company without any prejudice to the interests of the Company and all Shareholders.

**IV. OVERALL EVALUATION**

During the reporting period, I have strictly complied with the relevant laws, regulations and rules, based on the requirements of my duties as an Independent Director, and in the spirit of integrity and diligence, I have given full play to my own strengths and professional experience to provide independent and effective advice for the promotion of the Company's high-quality development, to oversee the independent operation of the Board of the Company in an objective and fair manner, and to continuously safeguard the interests of the Company as a whole and the legitimate rights and interests of Shareholders, especially minority Shareholders. In 2025, I will continue to fulfill my obligations as an Independent Director in good faith, give full play to my role as an Independent Director and contribute to the promotion of the Company's high-quality development.

**China Communications Construction Company Limited**  
Independent Director: **WU Guangqi**

27 March 2025

## ZHOU XIAOWEN

According to the Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission and the requirements under the relevant business rules of the regulatory authorities or stock exchanges where China Communications Construction Company Limited (“CCCC” or the “Company”) is listed, I, as an Independent Director, have performed my duties with due diligence by fully playing the role of participation in decision-making, supervision and balance, and professional consultation in the Board, and have earnestly safeguarded the overall interests of the Company and the legitimate rights and interests of minority Shareholders during the year of 2024. I hereby present the report of my duty performance as an Independent Director for the year of 2024 as follows.

**I. BASIC INFORMATION**

As elected at the first extraordinary general meeting of the Company in 2022, I have served as an Independent Non-executive Director of the fifth session of the Board since February 2022; and serve as a member of the Nomination Committee, the Remuneration and the Appraisal Committee, the Audit and Internal Control Committee, the Strategy and Investment and ESG Committee of the fifth session of the Board concurrently. Upon self-inspection, I confirmed that my position as an Independent Director complied with the requirements of relevant regulations, and there were no circumstances during the reporting period that affected the independence of my role as an Independent Director.

**II. DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS DURING THE YEAR****(I) Attendance at Board Meetings.**

In 2024, the fifth session of the Board held a total of 14 Board meetings, including 4 periodical meetings and 10 extraordinary meetings, and considered a total of 65 proposals (65 passed). The number, method and voting of my attendance at the Board meetings are set out in the table below:

Name of the Independent Director	Number of Board Meetings Attended	Number of	Number of	Number of Pre-meeting Communication Meetings Attended	Number of Board Meetings Attended by Proxy	Number of Board Meetings Absent from	Voting of the Board Meetings (for/against/ abstain/recuse)
		Physical	Board				
		Board Meetings Attended in Person	Meetings Attended by Electronic Means				
ZHOU Xiaowen	14/14	7/7	7/7	12/12	0/14	0/14	65/0/0/0

I voted in favor of all the proposals considered at the Board meetings with no objections or abstentions.

**(II) Attendance at General Meetings.**

In 2024, the Board held 2 general meetings, namely 2023 annual general meeting and 2024 first extraordinary general meeting. I attended all the above-mentioned general meetings, and did not raise any objection to resolutions at the general meetings of the Company during the reporting period.

**(III) Attendance at the Meetings of Special Committees of the Board.**

In 2024, I attended all 20 meetings of various special committees convened by the Board with 47 proposals considered and approved. Among which, the Audit and Internal Control Committee held 9 meetings with 28 proposals considered and approved; the Strategy and Investment and ESG Committee held 7 meetings with 14 proposals considered and approved; the Remuneration and Appraisal Committee held 2 meetings with 3 proposals considered and approved; and the Nomination Committee held 2 meetings with 2 proposals considered and approved. I actively participated in the work of the special committees of the Board, and reviewed the proposals from a professional perspective, so as to provide practical opinions for the Board to make scientific decisions. My attendance at the meetings of the corresponding special committees are set out in the table below:

Name of the Independent Director	Number of Meetings of the Special Committees Attended in Person	Number of Meetings of the Special Committees Attended by Proxy
ZHOU Xiaowen	20/20	0/20

**(IV) Attendance at the Special Meetings of Independent Directors.**

During the reporting period, I attended all 5 special meetings of Independent Directors to review and discuss matters or proposals of the Company regarding the related-party (connected) transactions, financial information in periodic reports, appointment of senior management, remuneration plan for senior management, and audit fees of auditor, and expressed a total of 12 Independent Directors' opinions on such matters. The exercise of specific authorities of the Independent Directors by me and other Independent Directors complied with relevant requirements, and there were no instances where my proposals were not adopted or my special authorities cannot be exercised normally.

**(V) Attendance at Other Important Meetings and Activities of the Company.**

In 2024, I attended 12 meetings organised by the Company to report on the proposals of the Board, communicate the proposals in advance, put forward suggestions for improvement, and avoid blind decision-making and risk omission; I attended the Company's annual working meeting, half-year working meeting, and thematic reporting meeting on technology innovation, etc., to gain a comprehensive understanding of the operating and strategy implementation of the Company; I attended the strategy seminars and external directors' seminars of the Company to discuss with other Board members and members of the management relating to the path and initiatives for high-quality development and deepening of reforms. In accordance with the annual research programme of the Board, I have conducted 3 special research activities in 20 significant subsidiaries and various key projects with other Independent Directors, and have put forward targeted management suggestions on the issues identified in the research and feedback from the grassroots and provided timely feedback to the management of the Company.

**(VI) Communication with Internal and External Auditors.**

In 2024, as a member of the Audit and Internal Control Committee of the Board, I was actively involved in the review of the Company's financial position, and the implementation and effectiveness of the risk management and internal control system, and in the control of the Company's operations and management in respect of financial compliance, as well as in the independent communication with, and supervision and verification of, the internal audit organisation and the external auditors. During the reporting period, I have listened to a total of 3 relevant reports from the Company's auditors, including a report on the financial statements and internal control audit for the year of 2023, a report on the review of the interim financial statements for the year of 2024, and a report on the integrated audit plan for the financial statements and internal control for the year of 2024; I have engaged in effective discussions and exchanges with accounting firms on financial reports, gaining a understanding of key audit matters and audit points, and safeguarding the objectivity and fairness of audit results. I have carefully reviewed the 2024 guiding opinions and arrangements for internal audit and guided the Company's internal audit, so as to fortify the Company's development foundation through robust audit supervision.

**(VII) Communication and Exchanges with Minority Shareholders.**

During the reporting period, I, as an Independent Director, participated in reviewing and overseeing the financial statements and result announcements proposed to be published by the Company, and raised opinions on their authenticity, completeness, and accuracy to ensure that the minority Shareholders have a clear understanding of the Company's financial position and result performance. At the same time, I demanded that the Company disclose corporate information in a timely and compliant manner, thereby enhancing the satisfaction and loyalty of minority Shareholders towards the Company. I attended the Company's regular and extraordinary general meetings to communicate with the Shareholders and listen to their views and suggestions on the Company's development.

**(VIII) Suggestions to the Management.**

At the Company's annual strategy seminars, I proposed five suggestions to the management mainly focusing on the new opportunities and growth points of the Company: Firstly, propose to promote the "Artificial Intelligence +" initiative. We shall actively develop future-oriented industries and explore the huge potential of artificial intelligence in new industries and new models. Secondly, propose to upgrade traditional industries. We shall utilise digital and green technologies to transform and upgrade traditional industries, including efforts in the industrial foundation reconstruction, quality and brand improvement, digital empowerment, green and low-carbon development, cross-border and international cooperation, and intelligent reshaping of industries. Thirdly, focus on two major projects. We shall pay attention to the construction of two major projects, which are related to national energy, strategy and defense and other important areas, such as border defense, riverside areas, the "Belt and Road" and other related projects, which shall be the key development directions for the Company. Fourthly, focus on real estate-related business. We shall make good use of policies, explore new models, accelerate structural adjustment, resolve inventory risks, and help the industry overcome its challenges. Fifthly, strengthen risk prevention and control. We shall place high importance on the management of loss-making enterprises and projects.

**(IX) On-site Work at the Company.**

In 2024, in addition to attending the Company's general meetings, meetings of the Board and its special committees, and special meetings of the Independent Directors in accordance with the relevant regulations, I, as an Independent Director, performed my duties by attending all kinds of important meetings of the Company, listening to the reports of the management of the Company, conducting on-site research and inspection of the subsidiaries and projects of the Company, reviewing all kinds of documents provided by the Company, internal information bulletins and other materials, as well as communicating with the relevant organisations and other methods. I have worked on-site at the Company for a total of over 70 days.



**III. KEY ISSUES OF CONCERN FOR INDEPENDENT DIRECTORS IN THEIR ANNUAL PERFORMANCE OF DUTIES**

During the reporting period, I, together with other Independent Directors, focused on and reviewed various matters of the Company, and made independent judgments on the legality and compliance of the relevant decisions, disclosure and implementation of various matters in accordance with the laws, administrative regulations, relevant business rules of the regulatory authorities or the stock exchanges where the Company's Shares are listed as well as the Articles of Association and other requirements, the details are as follows:

**(I) Related-Party (Connected) Transactions.**

During the reporting period, I have critically reviewed and issued 8 independent opinions on matters relating to related-party (connected) transactions of the Company, mainly including the establishment of a plan for the caps of the daily related-party (connected) transactions of each category for the years 2025-2027, the establishment of a plan for the daily connected transactions of connected subsidiaries for the years 2025-2027, the establishment of a plan for the daily related-party transactions of a newly added category for the year 2024, the related-party (connected) transactions involved in the adjustment of the equity interest in CCCC (Xiamen) E-Commerce Co., Ltd.\* (中交(廈門)電子商務有限公司), the related-party (connected) transactions involved in the adjustment of the equity interest in south America regional companies, the related-party (connected) transactions involved in transferring the equity interest in China Communications Property Service held by CFHEC and CCCC Investment, the related-party (connected) transactions involved in reducing the registered capital of CCCC Huachuang Real Estate (Suzhou) Co., Ltd.\* (中交華創地產(蘇州)有限公司) belonging to CCCC Fourth Harbour and other units, the related-party (connected) transactions involved in CHEC consortium's investment in the 100MW photovoltaic power station project in Jwaneng, Botswana, etc. During the review process, I am of the view that the voting procedures of the above related-party transactions are lawful and fair, and that the related Directors have abstained from voting in compliance with the Company Law and the Securities Law and other relevant laws and regulations as well as the provisions of the Articles of Association. The plans of the related-party transactions are in line with the development strategy of the Company, following the principles of fairness, impartiality, voluntariness and good faith, and the pricing of the transactions is fair and reasonable, without any prejudice to the interests of the Company and Shareholders, especially the interests of non-related minority Shareholders.

**(II) External Guarantees and Occupation of Funds by Related Parties.**

In accordance with the Regulatory Guidelines for Listed Companies No. 8 – Supervisory Requirements on the Transactions of Funds and External Guarantees of Listed Companies, I have verified the external guarantees of the Company and the occupation of funds by related parties, and I am of the view that there is no violation of external guarantees and no violation of occupation of funds by controlling Shareholders and related parties of the Company.

**(III) Disclosure of Financial Information and Implementation of Internal Control.**

During the reporting period, through careful examination of the periodic reports and in-depth communication with the auditing institution, I am of the view that the contents of the periodic reports disclosed by the Company are true, accurate and complete, without any false entries, misleading statements or material omissions; and through the review of the Internal Control Evaluation Reports of the Company for the Year 2024, the internal control evaluation reports issued by the Company objectively and comprehensively reflects the actual situation of the construction and implementation of the internal control system of the Company. The internal control system generally complied with the relevant requirements of the CSRC and the Shanghai Stock Exchange, without any significant deficiencies.

**(IV) Nomination and Remuneration of Directors and Senior Management.**

During the reporting period, I carefully scrutinized the Company's resolutions for the appointment of the chief financial officer and the secretary to the Board, and considered that the Company's nomination procedures for senior management are in compliance with the relevant provisions of the Company Law and the Articles of Association, and that the relevant senior management complied with the conditions of appointment as stipulated in the laws and regulations and the Articles of Association. I have reviewed the remuneration redemption plan for the senior management of the Company for the year 2023, and considered that the determination of the relevant remuneration is in line with the operating conditions of the Company, the assessment and remuneration are closely aligned, and the incentives and constraints are harmonized, which are conducive to the enhancement of the motivation and creativity of the senior management, and there are no circumstances that would be detrimental to the interests of the Company and Shareholders.

**(V) Engagement of Accounting Firm.**

During the reporting period, through communication with Ernst & Young and Ernst & Young Hua Ming LLP, the auditors, and review of relevant information, I believed that during the provision of audit services for the Company, Ernst & Young and Ernst & Young Hua Ming LLP have strictly abided by the practice principles of independence, objectivity and impartiality, conducted a factual and realistic audit on the Company's financial status, operating results and cash flows, and issued objective and truthful audit reports, which fulfilled the requirements of the Company's financial audits and were able to effectively safeguard the interests of the shareholders of the listed company. Therefore, I agreed the re-appointment of Ernst & Young as the Company's international auditor for the year of 2024 and Ernst & Young Hua Ming LLP as the Company's domestic auditor for the year of 2024.

**(VI) Cash Dividends and Other Returns to Investors.**

The Company's profit distribution plan in 2023 was to distribute a dividend of RMB0.29253 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders out of the net profit realized in 2023; and the interim dividend plan in 2024 was to distribute a dividend of RMB0.14005 per share to all ordinary Shareholders based on 20% of the profit available for distribution to ordinary Shareholders in the first half of 2024. I believed that the Company's profit distribution plan in 2023 and the interim dividend plan in 2024 were conducive to ensuring the stability, continuity and predictability of the dividend distribution policy and were in line with the relevant laws such as the Company Law and the Securities Law as well as the provisions of the Articles of Association, and the level of cash dividend was reasonable, which has taken into account both the reasonable return needs of investors and the sustainable development needs of the Company without any prejudice to the interests of the Company and all Shareholders.

**IV. OVERALL EVALUATION**

During the reporting period, I have adhered to the principles of objectivity, fairness, and independence, fully performed my role and fulfilled my obligations as an Independent Director with integrity and diligence in accordance with relevant laws, regulations and institutional requirements, paid close attention to the Company's development trends and provided more positive and effective opinions and suggestions for the Company's development by leveraging my professional knowledge and experience, thereby promoting the improvement and optimisation of the Company's governance structure. In 2025, I will continue to conscientiously fulfill my obligations and fully exert my role as an Independent Director, and actively safeguard the legitimate rights and interests of all Shareholders, especially the minority Shareholders.

**China Communications Construction Company Limited**  
Independent Director: **ZHOU Xiaowen**

27 March 2025

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

### Chapter 1 General Provisions

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 1</b> These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), the Listing Rules of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the State Council’s Guiding Opinions on the Launching of the Pilot Scheme of Preference Shares, the Administrative Measures on the Pilot Scheme of Preference Shares, the Constitution of the Communist Party of China (the “Party Constitution”), Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial) and other relevant requirements with an aim to safeguard the legal interests of China Communications Construction Company Limited (the “Company”), its shareholders, <u>employees</u> and creditors and regulate the organization and conduct of the Company.</p>	<p><b>Article 1</b> These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (<del>hereinafter referred to as</del> the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”),</del> the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines on Articles”), the Listing Rules of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the State Council’s Guiding Opinions on the Launching of the Pilot Scheme of Preference Shares, the Administrative Measures on the Pilot Scheme of Preference Shares <del>–(2023 Revision)</del>, the Constitution of the Communist Party of China (<del>hereinafter referred to as</del> the “Party Constitution”), Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial) and other relevant requirements with an aim to safeguard the legal interests of China Communications Construction Company Limited (<del>hereinafter referred to as</del> the “Company”), its shareholders and creditors and regulate the organization and conduct of the Company.</p>

## APPENDIX II

## DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 2</b> The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, <u>and applicable regulations</u> of the People’s Republic of China (which, for the purposes of these Articles of Association, does not include the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan, the “PRC”).</p> <p>The Company was established by way of promotion with sole promoter and with the approval from the PRC State Council. The promoter is China Communications Construction Group (Limited). <u>It was registered with Beijing Municipal Administration for Market Regulation</u>, and obtained its business license. The current unified social credit code of the Company is 91110000710934369E.</p>	<p><b>Article 2</b> The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, <del>the Special Regulations and other</del> applicable laws <del>and administrative rules</del> of the People’s Republic of China (which, for the purposes of these Articles of Association, does not include the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan).</p> <p>The Company was established by way of promotion with sole promoter and with the approval from the PRC State Council. The promoter is China Communications Construction Group (Limited). <del>It was registered with the State Administration for Industry and Commerce</del>, and obtained its business license <del>on 8 October 2006</del>. The current unified social credit code of the Company is 91110000710934369E.</p>
<p><b>Article 3</b> In 2012, the Company was approved by the CSRC to issue 1,349,735,425 RMB-denominated ordinary shares to the public for the first time, which were listed on the Shanghai Stock Exchange on 9 March 2012. In 2015, upon review by the CSRC, approval by the SASAC, and approval by the Shanghai Stock Exchange, the Company issued two batches of preference shares—90,000,000 shares and 55,000,000 shares—which were listed on the Shanghai Stock Exchange on 22 September 2015, and 6 November 2015, respectively. The Company issued 4,418,476,000 domestically listed foreign shares to foreign investors for subscription in foreign currencies, which were listed on The Stock Exchange of Hong Kong Limited on 15 December 2006.</p>	<p>N/A</p>
<p><b>Article 4</b> Chinese name:中國交通建設股份有限公司; English name: China Communications Construction Company Limited.</p>	<p><b>Article 3</b> <del>Registered</del> Chinese name:中國交通建設股份有限公司English name: China Communications Construction Company Limited.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 5</b> Company domicile: 85 De Sheng Men Wai Street, Xicheng District, Beijing, postcode: 100088.	<b>Article 4</b> Company domicile: 85 De Sheng Men Wai Street, Xicheng District, Beijing Postcode: 100088 Telephone: 010-82016655 Facsimile: 010-82016500
<b>Article 6</b> The registered capital of the Company was RMB <u>16,278,611,425</u> .	<b>Article 24</b> The <del>initial</del> registered capital of the Company <del>upon its incorporation</del> was RMB <u>10,800,000,000</u> . <del>After the initial public offering of overseas-listed foreign shares and/or domestic-listed shares, the registered capital of the Company are subject to changes in line with the results of the issuance and relevant filing with the examination and approval departments and securities regulatory departments authorized by the State Council.</del>
<b>Article 7</b> The Company is a joint stock limited company that has perpetual succession.	<b>Article 6</b> The Company is a joint stock limited company that has perpetual succession.  <del>All assets of the Company shall be divided into shares with various classes, and each share of the same class shall have equal value. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts to the extent of all its assets.</del>
<b>Article 8</b> The legal representative of the Company is the Chairman of the Board. <u>The method for the appointment and change of the legal representative shall be the same as that for the Chairman of the Board as stipulated in these Articles of Association.</u>  <u>If a Director serving as the legal representative resigns, such resignation shall be deemed as simultaneous resignation from the position of legal representative.</u>  <u>In the event of the legal representative's resignation, the Company shall appoint a new legal representative within thirty (30) days from the date of resignation.</u>	<b>Article 5</b> The legal representative of the Company is the Chairman of the Board.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 9</b> <u>The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.</u></p> <p><u>Restrictions on the authority of the legal representative set forth in these Articles of Association or by resolutions of the general meetings shall not be asserted against a bona fide counterparty.</u></p> <p><u>Where the legal representative causes harm to others in the course of performing duties, the Company shall bear civil liability. After assuming such liability, the Company may, in accordance with provisions of laws or these Articles of Association, seek recourse from the legal representative if such individual was at fault.</u></p>	<p>N/A</p>
<p><b>Article 10</b> Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts to the extent of all its assets.</p>	<p><del><b>Article 6</b> The Company is a joint stock limited company that has perpetual succession.</del></p> <p><del>All assets of the Company shall be divided into shares with various classes, and each share of the same class shall have equal value. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts to the extent of all its assets.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 11</b> From the effective date onwards, the Articles of Association shall be a legally binding document governing the Company’s organization and conduct, and the rights and obligations between the Company and its Shareholders, and among the Shareholders, and shall be binding on the Company, its Shareholders, Directors and senior management. Shareholders may take legal actions against other Shareholders or the Directors and senior management of the Company; Shareholders may take legal actions against the Company and vice versa, the Company may take legal actions against the Directors and senior management pursuant to the Articles of Association.</p>	<p><del><b>Article 7</b> These Articles of Association are passed by way of a special resolution at the general meeting of the Company with the approval of the relevant authorities of the State, and come into effect from the date of listing and trading of the Company’s RMB ordinary shares on the Shanghai Stock Exchange (hereinafter referred to as the “SSE”).</del></p> <p>From the effective date onwards, the Articles of Association shall be a legally binding document governing the Company’s organization and conduct, and the rights and obligations between the Company and its Shareholders, and among the Shareholders, and shall be binding on the Company, its Shareholders, Directors, <del>Supervisors</del> and senior management.</p> <p><del>Subject to Article 290 hereof,</del> Shareholders may take legal actions against other Shareholders or the Directors, <del>Supervisors</del>, <del>President and other</del> senior management of the Company; Shareholders may take legal actions against the Company and vice versa, the Company may take legal actions against the Directors, <del>Supervisors</del>, President and other senior management pursuant to the Articles of Association.</p> <p><del>The legal actions as mentioned in the preceding clause include lawsuits brought to courts or claims referred to arbitration.</del></p>
<p><b>Article 12</b> The senior management in these Articles of Association refers to the President, the Vice President, Chief Financial Officer, Board secretary <u>and other personnel</u> of the Company <u>as stipulated in these Articles of Association</u>.</p>	<p><b>Article 8</b> The other senior management in these Articles of Association refers to the Vice President, Chief Financial Officer and Board secretary of the Company.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<del><b>Article 9</b> The Articles of Association shall have binding effects on the Company, and its Shareholders, Directors, Supervisors, President, and other senior management. The foregoing persons have the right to make claims in relation to matters of the Company pursuant to the Articles of Association.</del>
<b>Article 13</b> As required by the Party Constitution, the Company shall establish an organization of the Communist Party of China, in which the Party organization shall play the leadership role, providing direction, managing the overall situation and <u>ensuring</u> implementation. The Company shall establish the working institutions of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	<b>Article 11</b> As required by the Party Constitution, the Company shall establish an organization of the Communist Party of China, in which the Party organization shall play the leadership role, providing direction, managing the overall situation and <del>ensuring</del> implementation. The Company shall establish the working institutions of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

## Chapter 2 Objectives and Scope of Business

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 14</b> The Company's business objectives are to, adhering to the corporate mission of "trustworthy services to clients, quality returns to Shareholders and consistent out-performance", dedicate itself to the transportation construction business in China and the world, staying market-oriented, with talents as support, technology development and innovative management as vehicles and corporate culture building as philosophy of growth, to optimize industrial structure, adjust product portfolio and improve its core competitiveness, so as to make the stock company <u>a globally competitive world-class enterprise with technology, management and quality.</u>	<b>Article 12</b> The Company's business objectives are to, adhering to the corporate mission of "trustworthy services to clients, quality returns to Shareholders and consistent out-performance", dedicate itself to the transportation construction business in China and the world, staying market-oriented, with talents as support, technology development and innovative management as vehicles and corporate culture building as philosophy of growth, to optimize industrial structure, adjust product portfolio and improve its core competitiveness, so as to make the stock company <del>a modern enterprise with flexible mechanism, all-rounded functions, scientific management, leading technology as well as edges in the international markets.</del>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 15</b> <u>As registered in accordance with the laws,</u> the business scope of the Company <u>covers:</u></p> <p>Permitted business: secondment of labour abroad to implement offshore works.</p> <p>General businesses:</p> <ol style="list-style-type: none"> <li>(1) The general contracting of the construction projects of ports, seaways, highways and bridges;</li> <li>(2) Technological research and consultation;</li> <li>(3) Project design, surveying, design, construction, supervision as well as the procurement, supply and installation of the relevant integrated equipment and materials;</li> <li>(4) General contracting of the construction projects of industrial and civil construction, railways, metallurgy, petrochemical, tunnels, electricity, mines, water conservancy, public utilities;</li> <li>(5) General contracting of the building of all types of specialized vessels;</li> <li>(6) Leasing and maintenance of specialized vessels and construction machinery;</li> <li>(7) Professional services in relation to towing and offshore engineering;</li> <li>(8) Technical consultation services of vessels and ancillary port equipment;</li> <li>(9) Import and export business;</li> <li>(10) International technological co-operation and communication;</li> <li>(11) Investment and management of logistics, transportation, hotels, tourism business;</li> <li>(12) Design, installation, repair and technological development of subway transportation, subway vehicles and subway equipment.</li> </ol>	<p><b>Article 13</b> <del>The business scope of the Company shall be consistent with and subject to that as approved by the competent authority in charge of the registration of companies.</del></p> <p>The business scope of the Company <del>includes:</del></p> <p>Permitted business: secondment of labour abroad to implement offshore works.</p> <p>General businesses:</p> <ol style="list-style-type: none"> <li>(1) The general contracting of the construction projects of ports, seaways, highways and bridges;</li> <li>(2) Technological research and consultation;</li> <li>(3) Project design, surveying, design, construction, supervision as well as the procurement, supply and installation of the relevant integrated equipment and materials;</li> <li>(4) General contracting of the construction projects of industrial and civil construction, railways, metallurgy, petrochemical, tunnels, electricity, mines, water conservancy, public utilities;</li> <li>(5) General contracting of the building of all types of specialized vessels;</li> <li>(6) Leasing and maintenance of specialized vessels and construction machinery;</li> <li>(7) Professional services in relation to towing and offshore engineering;</li> <li>(8) Technical consultation services of vessels and ancillary port equipment;</li> <li>(9) Import and export business;</li> <li>(10) International technological co-operation and communication;</li> <li>(11) Investment and management of logistics, transportation, hotels, tourism business;</li> <li>(12) Design, installation, repair and technological development of subway transportation, subway vehicles and subway equipment.</li> </ol>

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<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>The Company may invest in other companies with limited liability and joint stock limited companies, to which the Company shall be liable to the extent of the amount of capital contribution.</p> <p>The Company may change its business scope and complete relevant alteration procedures as required in light of the market conditions both at home and abroad, the development of its business and capabilities.</p>	<p>The Company may change its business scope and complete relevant alteration procedures as required in light of the market conditions both at home and abroad, the development of its business and capabilities.</p> <p><b>Article 10</b> The Company may invest in other companies with limited liability and joint stock limited companies, to which the Company shall be liable to the extent of the amount of capital contribution.</p>

### Chapter 3 Shares

#### Section 1 Issuance of Shares

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 16</b> The shares of the Company shall be issued in the form of shares certificates.	N/A
<b>Article 17</b> The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Each share of the same class shall rank pari passu with each other. Shares of the same class issued at the same time shall have the same terms of issuance and issue price; subscriber(s) shall pay the same amount for each of shares subscribed for.	<b>Article 14</b> There must be ordinary shares in the Company. Subject to the approval from examination and approval departments authorized by the State Council, the Company may create preference shares and other classes of shares. Preference shareholders and ordinary shareholders are regarded as different classes of shareholders.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>(1) Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as “domestic shares”. Shares issued by the Company to foreign investors for subscription in foreign currencies shall be referred to as “foreign shares”. Foreign shares shall not be considered as shares of a class.</u></p> <p><u>According to the provisions of the laws and regulations of the PRC, shareholders of domestic shares of the Company may transfer the shares to foreign investors and have the shares listed and traded overseas. The shares transferred shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange. The listing and trading of the transferred shares in an overseas stock exchange are not subject to the voting of a class meeting.</u></p> <p>The transfer by the Company’s holders of domestic shares of the shares held thereby to overseas investors for listing overseas shall not be deemed as the Company’s intention to alter or abolish the rights of class shareholders.</p>	<p>Preference shares refer to the other class of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders 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 are restricted.</p> <p><b>Article 16</b> The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Ordinary shares shall rank pari passu with each other; preference shares of the same terms of issuance shall rank pari passu with each other.</p> <p>Shares of the same class issued at the same time shall have the same terms of issuance and issue price; any entity or person shall pay the same amount for each of the same class of shares subscribed for.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>(2) The Company may issue preference shares in accordance with the relevant regulations. Preference shares refer to the other class of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders 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 are restricted.</u></p> <p><u>Please see the provisions in the Chapter 12 of the Articles of Association for the number of shares of preference shares and rights and obligations thereunder.</u></p>	<p><b>Article 18</b> Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as “domestic shares”. Domestic shares listed within the territory of the PRC shall be referred to as “domestic-listed shares” (A shares). Shares issued by the Company to foreign investors for subscription in foreign currencies shall be referred to as “foreign shares”. Foreign shares listed overseas shall be referred to as “overseas-listed foreign shares”. Overseas listed foreign shares issued by the Company and listed on the Main Board of The Stock Exchange of Hong Kong Limited (“SEHK”) which are denominated in RMB and subscribed for in Hong Kong dollars shall be referred to as “H Shares”. “Foreign currencies” referred to in the previous clause represent legal currencies of other countries and regions (excluding RMB) which are recognized by national foreign exchange authorities and can be used for the payment of share prices to the Company.</p> <p>Subject to the approval from securities regulatory bodies of the State Council, shareholders of domestic shares of the Company may transfer the shares to foreign investors and have the shares listed and traded overseas. The shares transferred shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange. The listing and trading of the transferred shares in an overseas stock exchange are not subject to the voting of a class meeting.</p>
<p><b>Article 18</b> <u>The par-value shares issued by the Company shall be denominated in Renminbi.</u></p>	<p><b>Article 15</b> <del>The shares issued by the Company shall have a par value. Of which the ordinary shares have a par value of RMB1 per share, and the preference shares have a par value of RMB100 per share.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 17</b> Subject to the approval from securities authorities authorized by the State Council, the Company may issue shares to domestic investors and foreign investors.</del></p> <p><del>“Foreign investors” referred to in the previous clause represent investors domiciled in foreign countries and Hong Kong, Macau and Taiwan who subscribe for the issued shares of the Company; “domestic investors” refer to investors within the territory of the People’s Republic of China (other than the foregoing regions) who subscribe for the issued shares of the Company.</del></p>
<p><b>Article 19</b> All of the domestic-listed shares issued by the Company are deposited with China Securities Depository and Clearing Corporation Limited.</p> <p>The <u>foreign shares</u> (H shares) of the Company are deposited with the CCASS Depository under Hong Kong Securities Clearing Company Limited or registered in the names of shareholders as beneficiary owners.</p>	<p><b>Article 21</b> All of the domestic-listed shares issued by the Company are deposited with China Securities Depository and Clearing Corporation Limited.</p> <p>The H shares of the Company are deposited with the CCASS Depository under Hong Kong Securities Clearing Company Limited or registered in the names of shareholders as beneficiary owners.</p>
<p><b>Article 20</b> <u>The sole promoter of the Company is China Communications Construction Group (Limited), which has subscribed for 10,800,000,000 ordinary shares in the form of all the assets related to the Company’s main business held by the promoter, with the capital contribution being made in 2006. The total number of shares issued upon the establishment of the Company was 10,800,000,000, with the par-value shares of RMB1 per share.</u></p>	<p><del><b>Article 19</b> With the approval from examination and approval departments authorized by the State Council, the Company issued 10,800,000,000 ordinary shares to the promoter at the time of establishment, all of which have been subscribed for and held by China Communications Construction Group (Limited).</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 21</b> The number of issued shares of the Company is 16,278,611,425 and the share capital structure of the Company is: 16,278,611,425 ordinary shares and 0 shares of other classes.</p>	<p><del><b>Article 20</b> With the approval from securities authorities of the State Council, the Company issued 4,025,000,000 overseas-listed foreign shares (H shares) (including the shares issued upon the exercise of the overallotment option, but excluding part of shares transferred/reduced from state-owned shares) in 2006 after its incorporation. Upon completion of the abovementioned issuance, the registered capital of the Company was changed to RMB14,825,000,000 and the total share capital was changed to 14,825,000,000 shares.</del></p> <p>With the approval from the China Securities Regulatory Commission, the Company issued 1,349,735,425 domestic-listed shares (A shares) (excluding part of shares transferred/ reduced from state-owned shares) under the initial public offering in 2012. Upon completion of the aforementioned share offering, the registered capital of the Company was changed to RMB16,174,735,425, and the total share capital was changed to 16,174,735,425 shares, among which 11,747,235,425 shares are RMB-denominated ordinary shares and 4,427,500,000 shares are overseas-listed foreign shares, representing 72.63% and 27.37% respectively.</p> <p>On 23 October 2020, after the cancellation of 9,024,000 overseas-listed foreign shares repurchased by the Company, the Company's registered share capital and total share capital changed to RMB16,165,711,425 and 16,165,711,425 shares, comprising 11,747,235,425 RMB-denominated ordinary shares and 4,418,476,000 overseas-listed foreign shares, representing 72.67% and 27.33% of the registered capital, respectively.</p> <p>Approved by the Shanghai Stock Exchange and registered with the CSRC on [•] 2023, the Company issued a total of [•] preference shares by the issuance to specific subscribers which were listed on the Shanghai Stock Exchange on [•] 2023.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p><del><b>Article 23</b>—When conducting separate issuance of up to the total number of shares determined by the issuance plans, the overseas-listed foreign shares and domestic-listed shares shall be fully subscribed for at their respective offering. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval from the securities authorities of the State Council, be issued in separate branches.</del></p>
<p><u><b>Article 22</b> The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of grant, advance, guarantee or loans, for other persons to obtain the shares of the Company or its parent company, except for the implementation of the employee stock ownership plan of the Company.</u></p> <p><u>In the interests of the Company, by a resolution of the Board of Directors, the Company may provide financial assistance for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed ten percent (10%) of the total issued share capital.</u></p>	N/A
N/A	<p><del><b>Article 22</b>—The Board of the Company may arrange separate implementations of the plans for the issuance of overseas-listed foreign shares and domestic-listed shares approved by securities authorities of the State Council.</del></p> <p><del>The Company may conduct separate issuances of overseas-listed foreign shares and domestic-listed shares within fifteen months upon obtaining the approval from securities authorities of the State Council pursuant to the provision set out in the previous clause.</del></p>
N/A	<p><del><b>Article 25</b>—Unless otherwise required by laws and administrative regulations, the shares of the Company shall be freely transferable and are not subject to any lien.</del></p>
N/A	<p><del><b>Article 26</b>—The Company does not accept the shares of the Company as the subject matter of any pledge.</del></p>



## Section 2 Change in and Buyback of Shares

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 23</b> The Company may increase its capital by the following methods in line with the needs for operations and development according to laws and regulations after resolutions are made at a general meeting:</p> <p>(1) <u>issuance of shares to non-specific targets</u>;</p> <p>(2) <u>issuance of shares to specific targets</u>;</p> <p>(3) distribution of bonus shares to existing shareholders;</p> <p>(4) increase in capital by transfers from reserves;</p> <p>(5) other methods approved by laws, administrative regulations and relevant regulators.</p>	<p><b>Article 29</b> The Company may increase its capital by the following methods in line with the needs for operations and development according to laws and regulations after respective resolutions are made at a <del>shareholders'</del> general meeting:</p> <p>(1) <del>public offering</del> of shares;</p> <p>(2) <del>non-public offering</del> of shares;</p> <p>(3) distribution of bonus shares to existing shareholders;</p> <p>(4) increase in capital by transfers from reserves;</p> <p>(5) other methods approved by laws, administrative regulations and relevant regulators.</p> <p><del>The Company's increase in its capital by issuing new shares shall be conducted in accordance with the procedures under relevant laws and administrative regulations of the State after being approved in accordance with the provisions hereof.</del></p>
<p><b>Article 24<sup>Note</sup></b> The Company may reduce its registered capital. The reduction of the Company's registered capital shall be carried out in accordance with the Company Law and other relevant regulations as well as the procedures prescribed herein.</p>	<p><b>Article 30</b> The Company may reduce its registered capital. The reduction of the Company's registered capital shall be carried out in accordance with the Company Law and other relevant regulations as well as the procedures prescribed herein.</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 25</b> <u>The Company shall not acquire its own shares, unless otherwise under the circumstances:</u></p> <ul style="list-style-type: none"> <li>(1) it reduces its registered capital;</li> <li>(2) it merges with another company that holds the shares of the Company;</li> <li>(3) it uses shares for employee stock ownership plan or equity incentive;</li> <li>(4) shareholders require the Company to purchase their shares because of their objection to the resolution made at a general meeting on the merger or division of the Company;</li> <li>(5) it uses shares to convert corporate bonds issued by the Company that are convertible into stocks;</li> <li>(6) <u>it is necessary for the Company to maintain its value and shareholders' interests.</u></li> </ul>	<p><b>Article 32</b> <del>The Company may buy back its shares in accordance with laws, administrative regulations, departmental rules and provisions hereof after reporting such buyback to the competent authorities of the State for approval if:</del></p> <ul style="list-style-type: none"> <li>(1) it reduces its registered capital;</li> <li>(2) it merges with another company that holds the shares of the Company;</li> <li>(3) it uses shares for employee stock ownership plan or equity incentive;</li> <li>(4) shareholders require the Company to purchase their shares because of their objection to the resolution made at a <del>shareholders'</del> general meeting on the merger or division of the Company;</li> <li>(5) it uses shares to convert corporate bonds issued by the Company that are convertible into stocks;</li> <li>(6) <del>it is necessary for the Company to maintain its value and shareholders' interests;</del></li> <li>(7) <del>other circumstances permitted under laws or administrative regulations.</del></li> </ul>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 26</b> <u>If the Company is to purchase its own shares, it may proceed by means of public centralized trading or in other manners recognized by laws and regulations, and securities regulatory authorities of the place where the Company is listed.</u></p> <p>Where the Company repurchases its shares under the circumstances set out in clauses (3), (5) and (6) under Article 25 hereof, it shall be conducted through open centralized trading.</p>	<p><del><b>Article 33</b>—The Company may buy back shares by any of the following methods after such buyback is approved by the relevant competent authorities of the State:</del></p> <ul style="list-style-type: none"> <li><del>(1) the Company makes a buyback offer to all shareholders in the same proportion;</del></li> <li><del>(2) the Company buys back shares through open trading on a stock exchange;</del></li> <li><del>(3) the Company buys back shares by an over-the-counter agreement;</del></li> <li><del>(4) other methods approved by laws, administrative regulations, departmental rules and relevant regulators.</del></li> </ul> <p>Where the Company repurchases its shares under the circumstances set out in clauses (3), (5) and (6) under the first paragraph of <del>Article 32</del> hereof, it shall be conducted through open centralized trading.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 27</b> In the event that the Company purchases its shares due to the circumstances specified in clauses (1) and (2) of Article <u>25</u> hereof, a resolution thereon shall be made at a general meeting. Where the Company purchases its shares under the circumstances set out in clauses (3), (5) and (6) of Article <u>25</u> hereof, it may be resolved by more than two-thirds <u>(2/3)</u> of Directors present at the Board meeting.</p> <p>In the event that the Company purchases its shares in accordance with <u>Article 25</u> of the Articles of Association due to the reason stated in (1), the shares shall be cancelled within ten <u>(10)</u> days from the date of purchase; in the event that it is due to the reason stated in (2) or (4), the shares shall be transferred or cancelled within six <u>(6)</u> months; in the event that it is due to the reason stated in (3), (5) and (6) , <u>the total number of shares held by the Company</u> shall not exceed ten percent <u>(10%)</u> of the total issued shares of the Company, and shall be transferred or cancelled within three <u>(3)</u> years.</p> <p><u>In the event that the laws, regulations, and relevant rules of the securities competent authorities and stock exchanges where the Company's shares are listed provide for the above matter otherwise, such provisions shall be followed.</u></p>	<p><b>Article 34</b> In the event that the Company purchases its shares due to the reasons stated in clauses (1) and (2) of <del>Article 32</del> hereof, a resolution thereon shall be made at a <del>shareholders'</del><sup>2</sup> general meeting. Where the Company purchases its shares under the circumstances set out in clauses (3), (5) and (6) of <del>Article 32</del> hereof, it may be resolved by more than two-thirds of Directors present at the Board meeting <del>in accordance with the Articles of Association or the authorization of the general meeting.</del></p> <p>In the event that the Company purchases its shares in accordance with <del>Article 32</del> of the Articles of Association due to the reason stated in (1), the shares shall be cancelled within ten days from the date of purchase; in the event that it is due to the reason stated in (2) or (4), the shares shall be transferred or cancelled within six months.</p> <p><del>The shares of the Company purchased by the Company in accordance with</del> clauses (3), (5) and (6) <del>of Article 32</del> shall not exceed ten percent of the total issued shares of the Company, and shall be transferred or cancelled within three years.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 35</b> The Company shall obtain prior approval at a shareholders' general meeting in accordance herewith if it buys back shares through over-the-counter agreement. If the prior approval is granted by the shareholders' general meeting in the same way, the Company may terminate or alter the contract concluded in the way referred to above or waive any of its rights therein.</del></p> <p><del>For the purposes of the preceding paragraph, the term "contract for the buyback of ordinary shares" shall include (but not limited to) an agreement to undertake the obligations for the buyback of ordinary shares and obtain the rights to buy back shares.</del></p> <p><del>No contracts for the buyback of the ordinary shares thereunder shall be assigned by the Company.</del></p> <p><del>For the redeemable ordinary shares which the Company has the rights to buy back, the buyback price shall be limited to a maximum price if the buyback is not carried out in the market or by tender; invitations of tender shall be made to all shareholders under the same conditions if a buyback is carried by tender.</del></p>
N/A	<p><del><b>Article 36</b> If the Company cancels those shares it has bought back, which results in the change in the Company's registered capital, it shall apply for altering the registration of registered capital at the former registry. The total nominal value of the cancelled shares mentioned above shall be subtracted from the Company's registered capital.</del></p> <p><del>The total number of outstanding preference shares shall be written down accordingly upon repurchase of preference shares by the Company in accordance with the provisions hereof.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 37</b>—Except that the Company has entered a liquidation phase, the Company shall comply with the following requirements during the buyback of its outstanding shares:</p> <p>(1)—in case the ordinary shares are bought back by the Company at the price of their nominal value, the money used for such buyback shall be deducted from the book balance of the distributable profits of the Company and from the proceeds from the issuance of new shares as a result of the buyback of old shares;</p> <p>(2)—in case the ordinary shares are bought back by the Company at a price higher than the price of their nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of the distributable profits of the Company and from the proceeds from the issuance of new shares as a result of the buyback of old shares; the portion above the nominal value shall be handled in the following methods:</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p><del>in case the bought-back ordinary shares are issued at the price of their nominal value, such portion shall be deducted from the book balance of the distributable profits of the Company;</del></p> <p><del>in case the bought-back ordinary shares are issued at a price higher than the price of their nominal value, such portion shall be deducted from the book balance of the distributable profits of the Company and from the proceeds from the issuance of new shares as a result of the buyback of old shares; however, the amount deducted from the issuance of new shares shall not exceed total the premium income from the previous issuance of the old shares so bought back, and shall not exceed the amount in the premium account (or capital reserve account) of the Company (including the premium amount of the issuance of new shares) during the buyback.</del></p> <p><del>(3) The Company shall pay out of its distributable profits for the following purposes:</del></p> <p style="padding-left: 40px;"><del>the acquisition of its buyback rights to buy back its ordinary shares;</del></p> <p style="padding-left: 40px;"><del>the alteration of a contract to buy back its ordinary shares;</del></p> <p style="padding-left: 40px;"><del>the discharge of its obligations in a buyback contract.</del></p> <p><del>(4) After the total nominal value of the cancelled ordinary shares is subtracted from the Company's registered capital in accordance with the relevant regulations, the amount deducted from the distributable profits and used for buying back the nominal value of the ordinary shares shall be included in the Company's premium account (or capital reserve account).</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 38</b> The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance in any way to any persons who purchase or propose to purchase the shares of the Company. The persons who purchase the shares of the Company referred to above shall include those persons who directly or indirectly undertake obligations as a result of the purchase of the shares.</del></p> <p><del>The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance in any way to the obligors referred to above for minimizing or discharging their obligations.</del></p> <p><del>This Article shall not apply to the cases described in Article 40 hereof.</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 39</b> For the purposes hereof, the term “financial assistance” shall include (but not limited to) the following methods:</p> <p>(1) <del>presentation of a gift;</del></p> <p>(2) <del>guarantee (including the undertaking of liability or the provision of property by a guarantor to ensure that an obligor fulfills his obligations), compensation (but not including any compensation caused by the fault of the Company) and discharge or waiver of rights;</del></p> <p>(3) <del>provision of a loan or conclusion of a contract under which the Company has priority over other parties in fulfilling its obligations, as well as changes in the loan or the parties to the contract, and transfer of the loan or the rights in such contract;</del></p> <p>(4) <del>financial assistance provided by the Company in any ways when the Company becomes insolvent or does not have any net assets, or there are cases leading to a substantial reduction of net assets.</del></p> <p>For the purposes hereof, the term “undertaking of obligations” shall include the obligations undertaken by an obligor whose financial status is changed as a result of concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable or is undertaken by the obligor or jointly with any other persons); or otherwise.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 40</b></del>—The following acts shall not be deemed as acts banned under Article 38 hereof:</p> <p>(1) <del>the financial assistance is provided by the Company in good faith in the interests of the Company, and not for the purpose of purchasing the shares of the Company, or does not form a supplementary part of a certain master project of the Company;</del></p> <p>(2) <del>the Company distributes its property as dividends according to law;</del></p> <p>(3) <del>the dividends are distributed in the form of shares;</del></p> <p>(4) <del>the registered capital is reduced, shares are bought back, shareholding structure is adjusted according hereto;</del></p> <p>(5) <del>the Company provides a loan within its scope of business for its normal business activities (but this should not lead to a decrease in the Company's net assets, or even a decrease was caused, such financial assistance is made available from the Company's distributable profits);</del></p> <p>(6) <del>the Company provides funds for the employee stock ownership plan (but this should not lead to a decrease in the Company's net assets, or even a decrease was caused, such financial assistance is made available from the Company's distributable profits);</del></p>

## Section 3 Transfer of Shares

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 28</b> <u>Shares in the Company shall be transferred according to law.</u>	N/A
<b>Article 29</b> <u>The Company shall not accept the Company's shares as the subject of pledges.</u>	N/A
<p><b>Article 30</b> The shares of the Company issued before the initial public offering shall not be transferred within one <u>(1)</u> year since the listing and trading of the Company's shares on the stock exchange(s).</p> <p>The Directors and senior management of the Company shall declare to the Company their holdings in the Company's shares (including preference shares) and inform the same if there are any changes in their holdings subsequently. <del>During their terms of office,</del> <u>Shares being transferred every year during their terms of office determined at the time of their appointment</u> must not exceed twenty-five percent <u>(25%)</u> of their holdings in the Company's shares in the same class. No transfer of their holdings shall be made within one <u>(1)</u> year after the Company's ordinary shares were listed. No transfer of their holdings in the Company's shares shall be made within six months after they cease to hold their respective offices.</p>	<p><del><b>Article 27</b> The shares of the Company held by the promoters shall not be transferred within one year upon the incorporation of the Company.</del> The shares of the Company issued before the initial public offering shall not be transferred within one year since the listing and trading of the Company's shares on the stock exchange(s).</p> <p>The Directors, <del>Supervisors</del> and senior management of the Company shall declare to the Company their holdings in the Company's shares (including preference shares) and inform the same if there are any changes in their holdings subsequently. During their terms of office, shares being transferred every year must not exceed twenty-five percent of their holdings in the Company's shares in the same class. No transfer of their holdings shall be made within one year after the Company's ordinary shares were listed. No transfer of their holdings in the Company's shares shall be made within six months after they cease to hold their respective offices.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 31</b> When shareholders, Directors or senior management of the Company holding more than five percent (5%) of the shares of the Company sell their shares or other securities of equity nature within six (6) months from the acquisition of such shares, or purchase shares within six (6) months from the disposal of such shares, the Board of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, securities companies holding over five percent (5%) of the ordinary shares of the Company as a result of <u>acquiring remaining underwritten</u> ordinary shares and other circumstances stipulated by the CSRC are not subject to the six (6) -month restriction when selling shares.</p> <p>The shares or other securities of equity nature held by Directors, senior management or natural person shareholders referred to in the preceding paragraph shall include the shares or other securities of equity nature held by their spouses, parents or children, and those held through the accounts of others.</p> <p>Shareholders may require the Board to comply with the requirement set out in the <u>first previous</u> clause of this Article within thirty (30) days if the Board fails to do so. In the event the Board fails to rectify the situation within the said timeline, Shareholders may file a lawsuit to the <u>people's</u> court in their own name for safeguarding the interests of the Company.</p> <p><u>If the Board of the Company fails to comply with the first clause of this Article, the Directors responsible shall bear joint liability.</u></p>	<p><b>Article 28</b> When Directors,<del>Supervisors</del> or senior management of the Company or shareholders holding more than 5% <del>of the voting</del> shares of the Company sell their shares or other securities of equity nature within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the Board of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, securities companies holding over five percent of the ordinary shares of the Company as a result of <del>acquiring</del> remaining ordinary shares <del>as an underwriter</del> and other circumstances stipulated by the CSRC are not subject to the six-month restriction when selling shares.</p> <p>The shares or other securities of equity nature held by Directors,<del>Supervisors</del>, senior management or natural person shareholders referred to in the preceding paragraph shall include the shares or other securities of equity nature held by their spouses, parents or children, and those held through the accounts of others.</p> <p>Shareholders <del>who hold the voting shares</del> may require the Board to comply with the requirement set out in the <del>previous</del> clause within thirty days if the Board fails to do so. In the event the Board fails to rectify the situation within the said timeline, Shareholders <del>who hold the voting shares</del> may file a lawsuit to the court in their own name for safeguarding the interests of the Company.</p> <p>If the Board of the Company fails to comply with the first clause, the Directors responsible shall bear joint liability.</p>

## Chapter 4 Shareholders and the General Meeting

## Section 1 General Provisions for Shareholders

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 32</b> <u>The Company shall establish a register of shareholders in accordance with the evidence from the securities registration and clearing organization; the register of shareholders shall be sufficient evidence to verify that a shareholder holds shares of the Company.</u></p> <p>Public shareholders shall be entitled to rights and undertake obligations according to the <u>class</u> of shares they hold; shareholders holding the same <u>class</u> of shares shall be entitled to equal rights and undertake the same obligations.</p> <p>When two or more persons are registered as joint holders of any shares, they shall be regarded as joint owners of the underlying shares to be subject to the following terms:</p> <ol style="list-style-type: none"> <li>(1) the Company needs not register more than four <u>(4)</u> persons as joint holders of any shares;</li> <li>(2) all joint holders of any shares shall be jointly and severally liable for the payment of all amounts payable for the underlying shares. In the case of joint holders: <ol style="list-style-type: none"> <li>1. in the event that one of the joint holders dies, only the other surviving persons among the joint holders shall be deemed by the Company as the persons with ownership of the underlying shares. However, the Board of Directors has the right to require such surviving persons to provide a death certificate as deemed appropriate by the Board of Directors for the purpose of amending the register of shareholders;</li> </ol> </li> </ol>	<p><b>Article 54</b> <del>The shareholders of the Company shall be the persons who hold the shares of the Company in accordance with laws, and whose names are recorded in the register of shareholders.</del></p> <p>Public shareholders shall be entitled to rights and undertake obligations according to the <del>class and</del> <u>portion</u> of shares they hold; shareholders holding the same <del>class</del> of shares shall be entitled to equal rights and undertake the same obligations.</p> <p>When two or more persons are registered as joint holders of any shares, they shall be regarded as joint owners of the underlying shares to be subject to the following terms:</p> <ol style="list-style-type: none"> <li>(1) the Company needs not register more than four persons as joint holders of any shares;</li> <li>(2) all joint holders of any shares shall be jointly and severally liable for the payment of all amounts payable for the underlying shares. In the case of joint holders: <ol style="list-style-type: none"> <li>1. in the event that one of the joint holders dies, only the other surviving persons among the joint holders shall be deemed by the Company as the persons with ownership of the underlying shares. However, the Board of Directors has the right to require such surviving persons to provide a death certificate as deemed appropriate by the Board of Directors for the purpose of amending the register of shareholders;</li> </ol> </li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>2. in respect of the joint holders of any shares, only the joint holder who stands first on the register of shareholders has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend the general meetings of the Company or exercise the voting rights of the underlying shares. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.</p> <p>In the event that any one of the joint holders issues a receipt to the Company for the payment of any dividend, bonus or capital return to those joint holders, the receipt shall be deemed as a valid receipt issued by the joint holders to the Company.</p>	<p>2. in respect of the joint holders of any shares, only the joint holder who stands first on the register of shareholders has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend the <del>shareholders'</del> general meetings of the Company or exercise the voting rights of the underlying shares. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.</p> <p>In the event that any one of the joint holders issues a receipt to the Company for the payment of any dividend, bonus or capital return to those joint holders, the receipt shall be deemed as a valid receipt issued by the joint holders to the Company.</p>
<p><b>Article 33</b> <u>When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of the Board of Directors or the general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall be entitled to relevant rights.</u></p>	<p>N/A</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 34</b> A shareholder holding ordinary shares of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) <u>receive</u> dividends and benefit distributions in other forms according to the portion of shares he holds;</li> <li>(2) make a request to <u>call</u>, convene, preside over and attend or appoint a proxy to attend a general meeting, and exercise the corresponding voting rights in accordance with the law;</li> <li>(3) carry out supervision of the Company's operations, and make recommendations or raise questions;</li> <li>(4) transfer, grant or pledge the shares he holds in accordance with the laws, administrative regulations and the provisions hereof;</li> <li>(5) <u>inspect and copy the Company's Articles of Association, register of shareholders, minutes of the general meetings, resolutions of meetings of the Board of Directors, and financial and accounting reports. Shareholders who meet the prescribed conditions may inspect the Company's accounting books and accounting vouchers;</u></li> <li>(6) during the termination or liquidation of the Company, participate in the distribution of surplus property of the Company according to the portion of shares he holds;</li> </ol>	<p><b>Article 55</b> A shareholder holding ordinary shares of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) <del>receive</del> dividends and benefit distributions in other forms according to the portion of shares he holds;</li> <li>(2) make a request to, convene, preside over and attend or appoint a proxy to attend a shareholders' general meeting, and exercise the corresponding voting rights in accordance with the law;</li> <li>(3) carry out supervision <del>and management</del> of the Company's <del>business</del> operations, and make recommendations or raise questions;</li> <li>(4) transfer, grant or pledge the shares he holds in accordance with the laws, administrative regulations and the provisions hereof;</li> <li>(5) <del>access relevant information in accordance with the provisions hereof, including:</del> <ol style="list-style-type: none"> <li>(i) <del>obtain these Articles of Association upon payment of cost expenses;</del></li> <li>(ii) <del>upon payment of a reasonable fee, he has the right to gain access to and make copies of:</del> <ol style="list-style-type: none"> <li>(1) <del>the registers of shareholders in all sections;</del></li> <li>(2) <del>the personal information of the directors, supervisors, president and other senior management staff of the Company, including:</del> <ol style="list-style-type: none"> <li>a) <del>the current and former names and aliases;</del></li> </ol> </li> </ol> </li> </ol> </li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(7) those shareholders who object to a resolution made at a general meeting on the merger or division of the Company request that the Company purchase their shares;</p> <p>(8) other rights stipulated by <u>the laws and regulations of the the locality where the Company's shares are listed or the relevant rules of the securities regulatory authorities and the stock exchange</u> or these Articles of Association.</p>	<p><del>the principal addresses (residence);</del></p> <p><del>the nationality;</del></p> <p><del>the full-time jobs and all other part-time jobs and positions;</del></p> <p><del>the identity documents and their numbers;</del></p> <p><del>details of the issued share capital of the Company;</del></p> <p><del>the total par value, quantity, highest and lowest prices of each class of his own shares bought back by the Company since the previous fiscal year, and the report on the all the expenses paid by the Company therefor;</del></p> <p><del>the counterfoils of corporate bonds, minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Supervisory Committee as well as financial and accounting reports;</del></p> <p><del>The Company shall make the above documents available at the Company's domicile and place of business in Hong Kong for inspection by shareholders;</del></p> <p>(6) during the termination or liquidation of the Company, participate in the distribution of surplus property of the Company according to the portion of shares he holds;</p> <p>(7) those shareholders who object to a resolution made at a <del>shareholders'</del><sup>2</sup> general meeting on the merger or division of the Company request that the Company purchase their shares;</p> <p>(8) other rights conferred by laws, administrative regulations, departmental rules or these Articles of Association.</p> <p><del>Company shall not prejudice any rights of a person attached to shares by freezing such rights or otherwise as a result of such person, who directly or indirectly owns interests, exercising his power without having disclosed such interests to the Company;</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 35</b> <u>Shareholders who request to inspect and copy relevant materials of the Company shall abide by the Company Law, the Securities Law and other laws and administrative regulations.</u></p> <p><u>Shareholders who request to inspect accounting books and accounting vouchers must follow the procedures below:</u></p> <p>(1) <u>Qualified shareholders. Only the shareholders who either alone or jointly having been holding more than three percent (3%) of the Company's shares, for at least one hundred and eighty (180) consecutive days are eligible to apply for inspection of accounting books and accounting vouchers.</u></p> <p>(2) <u>Written application. A qualified shareholder shall submit a written request to the Company at least 10 working days in advance, stating the purpose of the inspection and undertaking to comply with the Company's relevant policies, as well as committing that the information and materials provided to the Company are truthful, accurate, and complete.</u></p>	<p><b>Article 56</b> <del>In the event that a shareholder wants to access the relevant information as described in the preceding article, or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder, and a reasonable fee may be charged for providing copies of the above information.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(3) <u>Confidentiality and non-competition. Prior to inspection, the qualified shareholders shall sign a written confidentiality and non-competition agreement and provide the Company with a disclosure of their own and their close relatives' employment history and investment activities over the past three (3) years. The Company will reject inspection applications from qualified shareholders who have been employed by or invested in enterprises related to the industry of the Company's principal business ("Related Enterprises") within the past three (3) years. The Company reserves the right to disclose the aforementioned information of the qualified shareholders to all shareholders at its discretion.</u></p> <p>(4) <u>Intermediary institutions. A qualified shareholder may engage intermediary institutions with securities-related qualifications as recognized by the Company, such as accounting firms or law firms. The intermediary institution must sign a written confidentiality agreement and provide the Company with a statement detailing its services to the Related Enterprises over the past three (3) years. The Company will reject inspection applications from intermediary institutions that have provided services to the Related Enterprises within the past three (3) years or are currently doing so. The Company reserves the right to disclose the aforementioned information of the intermediary institutions to all shareholders at its discretion.</u></p>	

<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(5) <u>Company review. The Company may refuse to provide access for inspection if it has reasonable grounds to believe that a shareholder’s request to inspect accounting books and accounting vouchers is for improper purposes that may harm the Company’s legitimate interests. In such cases, the Company shall provide a written response to the shareholder within fifteen (15) days from the date of receiving the written request, stating the reasons for refusal. The Company reserves the right to reject any inspection application from a qualified shareholder or intermediary institution that violates confidentiality or other commitments.</u></p> <p>(6) <u>Inspection. A qualified shareholder shall inspect the accounting books and accounting vouchers which do not involve state secrets and trade secrets during working hours agreed upon with the Company, at a location arranged by the Company, and under the supervision of Company-assigned personnel. The qualified shareholder is permitted only to inspect the materials and shall not employ any means of reproduction, including photocopying, photographing, video recording, or any other method.</u></p> <p>(7) <u>Inspection system of the shareholders of the Company. The qualified shareholder and intermediary institution shall comply with the Company’s then-effective shareholder inspection policies.</u></p>	

<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 36</b> In the event that the particulars of a resolution passed at a general meeting or a Board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition the People’s Court to establish such particulars as invalid.</p> <p><u>In the event that the procedures for convening a general meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition the People’s Court to make revocation within sixty (60) days from the date of the resolution. However, this shall not apply if the procedures for convening or voting methods of a general meeting or a Board meeting involve only minor defects that do not materially affect the resolution.</u></p> <p><u>Where disputes arise among the Board, shareholders, or other relevant parties regarding the validity of a general meeting resolution, such parties shall promptly file a lawsuit with the People’s Court. Prior to the People’s Court rendering a judgment or ruling to revoke the resolution, the relevant parties shall implement the general meeting resolution. The Company, directors, senior management officer shall diligently perform their duties to ensure the normal operation of the Company.</u></p> <p><u>Upon the People’s Court issuing a judgment or ruling on the matter, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange, providing a comprehensive explanation of the impact. The Company shall actively cooperate with the execution of the judgment or ruling after it takes effect. Where corrections to prior matters are required, the Company shall promptly address them and fulfill the corresponding information disclosure obligations.</u></p>	<p><b>Article 57</b> In the event that the particulars of a resolution passed at a <del>shareholders’</del> general meeting or a Board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a court to establish such particulars as invalid.</p> <p>In the event that the procedures for convening a <del>shareholders’</del> general meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 37</b> <u>A resolution of a general meeting or Board meeting of the Company shall be deemed invalid under any of the following circumstances:</u></p> <p>(1) <u>The resolution has been made without the convening of a general meeting or Board meeting;</u></p> <p>(2) <u>The resolution has been made without voting at the general meeting or Board meeting;</u></p> <p>(3) <u>The number of persons attending or votes represented at the meeting does not reach the number of persons attending or votes represented as stipulated under the Company Law or these Articles of Association;</u></p> <p>(4) <u>The number of persons attending or votes represented at the meeting voting in favor of the matter to be resolved does not reach the number of persons attending or votes represented as stipulated under the Company Law or these Articles of Association.</u></p>	N/A
<p><b>Article 38</b> In the event that a director or a senior management officer <u>other than a member of the audit and risk committee</u> violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding <u>more than one percent (1%)</u> of shares of the Company for one hundred <u>and eighty (180)</u> consecutive days or more shall have the right to request in writing that <u>the audit and risk committee</u> bring legal action before <u>the People's Court</u>. In the event that <u>a member of the audit and risk committee</u> violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, <u>the aforementioned</u> shareholders may request in writing that the Board of Directors bring legal action before <u>the People's Court</u>.</p>	<p><b>Article 58</b> In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent of <del>voting shares</del> of the Company for one hundred eighty consecutive days or more shall have the right to request in writing that <del>the Supervisory Committee</del> bring legal action before a court. In the event that <del>the Supervisory Committee</del> violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders <del>who hold the voting shares</del> may request in writing that the Board of Directors bring legal action before a court.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>In the event that <u>the audit and risk committee</u> or the Board of Directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty (30) days of receiving such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before <u>the People's Court</u> in their own names in the interests of the Company.</p> <p>In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before <u>the People's Court</u> in accordance with the provisions of the preceding two paragraphs.</p> <p><u>In the event that a director, supervisor, or senior management officer of a wholly-owned subsidiary of the Company violates the provisions of laws, administrative regulations, or the Articles of Association when performing his duties, thus causing losses to the Company, or in the event that any other party infringes upon the lawful rights and interests of a wholly-owned subsidiary resulting in losses, the shareholders who either alone or jointly having been holding more than one percent (1%) of shares of the Company for one hundred and eighty (180) consecutive days or more may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing that the supervisory committee or the board of directors of a wholly-owned subsidiary bring legal action before the People's Court or bring legal action directly before the People's Court in their own names.</u></p> <p><u>For wholly-owned subsidiaries of the Company that do not have a supervisory committee or supervisors but have established an audit and risk committee, the provisions of the first and second paragraphs of this Article shall apply.</u></p>	<p>In the event that <del>the Supervisory Committee</del> or the Board of Directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days of receiving such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.</p> <p>In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 39</b> In the event that a director or a senior management officer violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before <u>the People's Court</u>.</p>	<p><b>Article 59</b> In the event that a director or a senior management officer violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before a court.</p>
<p><b>Article 40</b> A shareholder of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>(1) comply with laws, administrative regulations and these Articles of Association;</li> <li>(2) pay capital <u>contribution</u> according to his shares subscribed and the method of equity capital injection;</li> <li>(3) may not <u>withdraw share capital</u> unless provided by laws, administrative regulations, the Articles of Association or the agreed terms for the subscription of shares;</li> <li>(4) may not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; may not abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors;</li> </ol>	<p><b>Article 60</b> A shareholder of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>(1) comply with laws, administrative regulations and these Articles of Association;</li> <li>(2) pay <del>equity</del> capital according to his shares subscribed and the method of equity capital injection;</li> <li>(3) may not <del>withdraw equity shares</del> unless provided by laws, administrative regulations, the Articles of Association or the agreed terms for the subscription of shares;</li> <li>(4) may not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; may not abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors;</li> </ol> <p><del>In the event that a shareholder abuses his rights, thus causing losses to the Company or other shareholders, he shall be liable for compensation in accordance with the laws.</del></p> <p><del>In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he shall be jointly and severally liable for the Company's debts.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
(5) other obligations to be undertaken as prescribed by laws, administrative regulations and these Articles of Association.	(5) other obligations to be undertaken as prescribed by laws, administrative regulations and these Articles of Association.  <del>Except the conditions agreed by a subscriber for shares during the subscription, shareholders shall not be liable for any subsequent contribution of additional share capital.</del>
<p><b>Article 41</b> <u>In the event that a shareholder of the Company abuses his rights, thus causing losses to the Company or other shareholders, he shall be liable for compensation in accordance with the laws. In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he shall be jointly and severally liable for the Company's debts.</u></p> <p>In the event that a shareholder holding more than five percent (5%) of the voting shares of the Company pledges the shares he holds, he shall report to the Company in writing on the date of making the pledge.</p>	<p><b>Article 61</b> In the event that a shareholder holding more than five percent of the voting shares of the Company pledges the shares he holds, he shall report to the Company in writing on the date of making the pledge.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 41</b>—The shares of the Company shall be registered shares.</del></p> <p><del>The shares of the Company shall state the details as prescribed under the Company Law. In addition to this, they shall also include other details that are required to be stated by the stock exchange on the which these shares are listed.</del></p> <p><del>Overseas listed foreign shares issued by the Company may take the form of other derivatives such as depository receipts or share certificates in accordance with the law and the securities registration and depository practices of the place of listing.</del></p>
N/A	<p><del><b>Article 42</b>—Shares shall be signed by the Chairman. In the event that the stock exchange on which the shares of the Company are listed require that other senior management of the Company sign, the shares shall be signed by such other relevant senior management. Shares shall be valid after being affixed or printed with the Company seal. The affixment of the Company seal shall be authorized by the Board. The signatures of the Chairman or other senior management on the shares may take the printed form.</del></p> <p><del>In the event that paperless shares of the Company are issued and traded, separate requirements of laws and regulators of the place of listing shall apply.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 43</b></del> The Company shall create a register of shareholders based on the evidence provided by a securities registry to record the following particulars:</p> <p>(1) <del>the name, address (residence), occupation or type of each shareholder;</del></p> <p>(2) <del>the class and number of shares held by each shareholder;</del></p> <p>(3) <del>the amount paid or payable for the shares held by each shareholder;</del></p> <p>(4) <del>the numbers in the shares held by each shareholder;</del></p> <p>(5) <del>the date of registering as a shareholder by each shareholder;</del></p> <p>(6) <del>the date of terminating as a shareholder by each shareholder.</del></p> <p><del>The register of shareholders shall be sufficient evidence substantiating that the shareholders hold the shares of the Company, unless there is evidence to the contrary.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 44</b></del>—The Company may, in accordance with the understanding or agreement reached between the securities competent authorities of the State Council and overseas securities regulators, keep the original register of holders of overseas-listed foreign shares at the location where such shares were listed, and may appoint a foreign agency to manage it. The original register of holders of Hong Kong-listed foreign shares shall be kept in Hong Kong.</p> <p>A copy of the register of holders of overseas listed foreign shares shall be made available at the Company's domicile; the appointed foreign agency shall at any time ensure the original and the copy of the register of holders of overseas-listed foreign shares are consistent.</p> <p>In the event that the records in the original and the copy of the register of holders of overseas-listed foreign shares are inconsistent, the original shall prevail.</p>
N/A	<p><del><b>Article 45</b></del>—The Company shall keep a complete register of shareholders.</p> <p>A register of shareholders shall contain the following sections:</p> <p>(1) a register of shareholders, other than those prescribed in (2) and (3) hereof, kept at the Company's domicile;</p> <p>(2) the Company's register of holders of overseas-listed foreign shares kept at the location of the stock exchange on which such shares are listed;</p> <p>(3) a register of shareholders, which the Board of Directors has decided that it shall be kept in other places for the needs of the listing of the shares of the Company.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 46</b> Each section of the register of shareholders shall not overlap each other. In the event that the shares registered in a section of the register of shareholders are transferred, they may not be registered to other sections of the register of shareholders during the period of the registration.</del></p> <p><del>Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where each section of the register of shareholders is kept.</del></p>
N/A	<p><del><b>Article 47</b> All transfer of overseas-listed foreign shares all be carried out in general or common format, or any other written transfer instrument format acceptable to the Board of Directors. A written transfer document may be signed under hand without a seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house (recognized clearing house) as defined under the law of Hong Kong or his agent, a written transfer document may be signed in a machine-printed form.</del></p> <p><del>All Hong Kong-listed foreign shares with paid-up share capital may be freely transferable hereunder; however unless the following requirements are met, the Board of Directors may refuse to recognize any transfer instrument without stating any reasons:</del></p> <p><del>(1) a transfer document or other documents that are related to or that may affect the ownership of any shares are required to be registered, and a fee of HK\$2.5 (based on each transfer document) or a higher fee determined by the Board of Directors must be paid to the Company for the registration. However, such fees must not exceed the maximum fees prescribed by the Hong Kong Stock Exchange from time to time under its Listing Rules;</del></p> <p><del>(2) the transfer instrument is only related to Hong Kong-listed foreign shares;</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(3) a payable stamp duty has been paid for the transfer instrument;</p> <p>(4) the related shares and other evidence, as reasonably requested by the Board of Directors, on the shares which the transferor has the right to transfer have been submitted;</p> <p>(5) the number of joint holders must not exceed four (4) in case shares are transferred to joint holders;</p> <p>(6) the shares are free from any lien of the Company.</p>
N/A	<p><b>Article 48</b> — If relevant laws, regulations and the securities regulatory authorities of the locality where the Company's shares are listed stipulate that no changes shall be made in the registration in the register of shareholders as a result of the transfer of shares prior to a shareholders' general meeting or prior to the base date on which the Company decides to distribute dividends, such provisions shall prevail.</p>
N/A	<p><b>Article 49</b> — When the Company needs to confirm the identity of a shareholder for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convenor of the shareholders' general meeting shall determine a record date. Shareholders registered in the register after close of market on the record date shall be those shareholders entitled to the relevant rights and interests of shareholders.</p>
N/A	<p><b>Article 50</b> — In the event that any person has an objection to the register of shareholders and asks for registering his name in or removing his name from, the register of shareholders, he may apply to a court of competent jurisdiction for correcting the register of shareholders.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 51</b> For any shareholder who is registered in the register of shareholders or any person who asks for registering his name in the register of shareholders, if his shares (i.e. “original shares”) are lost, he may apply to the Company for issuing replacement shares in respect of those shares (the “underlying shares”).</del></p> <p><del>In the event that a holder of domestic shares has lost his shares and applies for issuing replacement shares, he shall handle the matter in accordance with the relevant requirements of the Company Law.</del></p> <p><del>In the event that a holder of overseas listed foreign shares has lost his shares and applies for issuing replacement shares, he shall handle the matter in accordance with the laws of the place where the original register of holders of overseas listed foreign shares is kept, the rules of the stock exchange or other relevant stipulations.</del></p> <p><del>In the event that a holder of Hong Kong-listed foreign shares has lost his shares and applies for issuing replacement shares, the issuance of his replacement shares shall meet the following requirements:</del></p> <p><del>(1) the applicant must file an application in the standard format designated by the Company and attach a notarial certificate or a statutory declaration document. The notarial certificate or statutory declaration document must contain particulars such as the reasons of the applicant for the application, details of the lost shares and evidence thereon as well as a statement saying that no any other persons have asked for registering as shareholders in respect of the underlying shares.</del></p> <p><del>(2) before the Company decides to issue replacement shares, it has not received any statement from any persons other than the applicant asking for registering as shareholders of those shares.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(3) <del>after the Company decides to issue replacement shares to the applicant, it shall publish an announcement in the newspapers designated by the Board of Directors on its preparations to issue replacement shares for a period of ninety days. The announcement shall be republished once every thirty days at least. The newspapers designated by the Board of Directors shall be Chinese and English language newspapers (at least one of each of them) approved by the Hong Kong Stock Exchange.</del></p> <p>(4) <del>before the Company publishes an announcement on its preparations to issue replacement shares, it shall submit a copy of the announcement to the stock exchange on which it is listed, and may immediately publish it after receiving a reply from the stock exchange confirming that the announcement has been displayed on the stock exchange. The announcement shall be displayed on the stock exchange for a period of ninety days. In the event that an application for the issuance of replacement shares is not approved by the shareholder of the underlying shares recorded in the register, the Company shall mail a copy of the announcement to be published to the shareholder.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(5) upon expiry of the period of ninety days for the display of the announcement prescribed in (3) and (4) hereof, the Company may issue replacement shares based on the application of the applicant in the event that it has not received any objection from any person to the issuance of replacement shares.</p> <p>(6) when the Company issues replacement shares hereunder, it shall immediately cancel the original shares, and have the cancellation and replacement recorded in the register of shareholders.</p> <p>(7) all expenses of the Company on the cancellation of the original shares and issuance of replacement shares shall be borne by the applicant. The Company has the right to refuse to take any action before the applicant provides reasonable security.</p>
N/A	<p><b>Article 52</b> After the Company issues replacement shares in accordance with the requirements hereof, the name of the bona fide purchaser who has obtained such replacement shares or the shareholder subsequently registered as the owner of such replacement shares (in the case of bona fide purchaser) may not be removed from the register of shareholders.</p>
N/A	<p><b>Article 53</b> The Company shall not be under any obligations to compensate any person who incurs damages as a result of the cancellation of the original shares or the issuance of the replacement shares, unless the person can prove that the Company has fraudulent conduct.</p>



## Section 2 the Controlling Shareholder and De Facto Controller

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 42</b> <u>The controlling shareholder and de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the provisions of the CSRC and stock exchanges to safeguard the interests of the listed company.</u></p>	<p><del><b>Article 62</b> The controlling shareholders and de facto controllers of the Company shall not prejudice the Company's interests by taking advantage of their connections/relations. They shall be liable for compensation for losses caused to the Company as a result of their violation.</del></p> <p>The controlling shareholders and de facto controllers of the Company shall have an obligation of good faith towards the Company and public shareholders. The controlling shareholders shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of the distribution of profits, restructuring of assets, foreign investment, appropriation of funds, loan guarantees and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position.</p> <p>In addition the obligations required under laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholders, in the exercise of their powers, may not make any decision on the following issues to jeopardize the interests of all or some of shareholders as a result of exercising their rights to vote:</p> <p>(1) removing a director or a supervisor to reflect, in good faith, the responsibility of doing so in the best interests of the Company as a starting point;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(2) <del>approving a director or a supervisor (for his own or others' benefits) of depriving the property of the Company in any way, including (but not limited to) any opportunity beneficial to the Company;</del></p> <p>(3) <del>approving a director or a supervisor (for his own or others' benefits) of depriving the personal rights and interests of other shareholders, including (but not limited to) any distribution rights and voting rights, but excluding corporate restructuring submitted to a shareholders' general meeting for approval in accordance herewith.</del></p>
N/A	<del><b>Article 63</b> The shareholders' general meeting shall be the Company's authority and shall exercise duties and powers according to law.</del>
<p><b>Article 43</b> <u>The controlling shareholder and de facto controller of the Company have an obligation of good faith towards the listed company and other shareholders, and shall comply with the following provisions:</u></p> <p>(1) <u>to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;</u></p> <p>(2) <u>to strictly fulfill their public statements and various undertakings and not to change or waive such statements and undertakings in a unilateral manner;</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(3) <u>to fulfill their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;</u></p> <p>(4) <u>not to appropriate the Company's funds in any way;</u></p> <p>(5) <u>not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p>(6) <u>not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;</u></p> <p>(7) <u>not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;</u></p> <p>(8) <u>to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;</u></p>	

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>(9) laws, administrative regulations, and provisions of the CSRC, business rules of stock exchanges and other requirements of these Articles of Association.</u></p> <p><u>Where a controlling shareholder or de facto controller of the Company instructs a director or senior management officer to engage in an act that is detrimental to the interests of the Company or the shareholders, he shall bear joint and several liability with the director or senior management officer.</u></p>	
<p><b>Article 44</b> <u>Where a controlling shareholder or de facto controller pledges the shares of the Company that he holds or effectively controls, he shall maintain the stability of the Company's control and that of its production and operation.</u></p>	N/A
<p><b>Article 45</b> <u>Where a controlling shareholder or de facto controller transfers the shares of the Company held by him, he shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, the regulations of the CSRC and stock exchanges, as well as his undertakings in respect of restrictions on the transfer of shares.</u></p>	N/A

## Section 3 General Provisions for General Meetings

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 46</b> <u>The general meeting of the Company shall be composed of all shareholders. The general meeting is the authority of the Company and shall exercise the following duties and powers in accordance with the law:</u></p> <ol style="list-style-type: none"> <li>(1) elect and replace directors and decide on the remuneration of directors;</li> <li>(2) consider and approve the report of the Board of Directors;</li> <li>(3) consider and approve the Company's profit distribution plan and loss recovery plan;</li> <li>(4) <u>except as provided for in these Articles of Association, make a resolution on the increase or decrease of the registered capital of the Company;</u></li> <li>(5) make a resolution on the issuance of corporate bonds, <u>or authorize the Board of Directors to make a resolution on the issuance of corporate bonds;</u></li> <li>(6) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</li> <li>(7) amend these Articles of Association;</li> <li>(8) make a resolution on the Company's engagement, dismissal of an accounting firm <u>that undertakes the Company's auditing business;</u></li> <li>(9) consider and approve the guarantees prescribed in Article 47 hereof;</li> </ol>	<p><b>Article 64</b> A shareholders' general meeting shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> <li><del>(1) decide on the Company's business policies and investment plans;</del></li> <li>(2) elect and replace directors and decide on the remuneration of directors;</li> <li><del>(3) elect and replace supervisors from non-employees' representatives, and decide on the remuneration of supervisors;</del></li> <li>(4) consider and approve the report of the Board of Directors;</li> <li><del>(5) consider and approve the report of the Supervisory Committee;</del></li> <li><del>(6) consider and approve the Company's annual budget and final accounts proposals;</del></li> <li>(7) consider and approve the Company's profit distribution plan and loss recovery plan;</li> <li>(8) make a resolution on the increase or decrease of the registered capital of the Company;</li> <li>(9) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</li> <li><del>(10) make a resolution on the issuance of corporate bonds;</del></li> <li>(11) make a resolution on the Company's engagement, dismissal <del>or non-reappointment</del> of an accounting firm;</li> <li>(12) amend these Articles of Association;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(10) consider and approve the Company's purchase or sale of major assets (<u>including equity</u>) within one year in excess of thirty percent <u>(30%)</u> of the Company's latest audited total assets;</p> <p>(11) consider and approve changes in the use of proceeds;</p> <p>(12) consider and approve an equity incentive plan <u>and employee stock ownership plan</u>;</p> <p>(13) consider and approve major transactions that <u>are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing</u>;</p> <p>(14) consider and approve <u>connected transactions that are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing</u>;</p> <p>(15) consider and approve financial assistance <u>that is subject to the resolution of the general meeting in accordance with the regulatory rules of the place of listing</u>;</p> <p>(16) consider other matters on which resolutions shall be made by a general meeting as required by <u>the laws and regulations of the place where the Company's shares are listed or the relevant rules of the securities regulatory authorities or stock exchanges</u> or these Articles of Association.</p>	<p>(13) consider and approve the guarantees prescribed in Article 65 hereof;</p> <p>(14) consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets;</p> <p>(15) consider and approve changes in the use of proceeds;</p> <p>(16) consider an equity incentive plan;</p> <p><del>(17) consider the proposals by shareholders representing more than three percent of the voting shares of the Company;</del></p> <p>(18) consider other matters on which resolutions shall be made by a <del>shareholders'</del><sup>2</sup> general meeting as required by <del>laws, administrative regulations, departmental rules, regulatory rules of the place of listing or these Articles of Association.</del></p> <p><del>None of the above duties and powers of a shareholders' general meeting may be exercised by the Board of Directors, other organizations or individuals on its behalf by means of authorization.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 47</b> The following external guarantees by the Company shall be considered and approved by a general meeting.</p> <ol style="list-style-type: none"> <li>(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed fifty percent <u>(50%)</u> of the latest audited net assets;</li> <li>(2) any guarantee provided after the total amount of external guarantees by the Company <u>and its holding subsidiaries</u> exceed thirty percent <u>(30%)</u> of the latest audited net assets;</li> <li>(3) any guarantee <u>provided by the Company to others</u> with a guaranteed amount in excess of thirty percent <u>(30%)</u> of the latest audited total assets of the Company on a cumulative basis within consecutive twelve <u>(12)</u> months;</li> <li>(4) any guarantee provided for a target party whose asset-liability ratio is over seventy percent <u>(70%)</u>;</li> <li>(5) any guarantee <u>with a single guaranteed</u> amount in excess of ten percent <u>(10%)</u> of the latest audited net assets;</li> <li>(6) any guarantee provided to shareholders, de facto controllers and their <del>connected</del>/related parties;</li> </ol>	<p><b>Article 65</b> The following external guarantees by the Company shall be considered and approved by a <del>shareholders'</del> general meeting.</p> <ol style="list-style-type: none"> <li>(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries <del>meet or</del> exceed fifty percent of the latest audited net assets;</li> <li>(2) any guarantee provided after the total amount of external guarantees by the Company <del>meet or</del> exceed thirty percent of the latest audited net assets;</li> <li>(3) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;</li> <li>(4) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;</li> <li>(5) any guarantee with a guaranteed amount in excess of thirty percent of the latest audited total assets of the Company on a cumulative basis within consecutive twelve months;</li> <li><del>(6) any guarantee with a guaranteed amount in excess of fifty percent of the latest audited total assets of the Company on a cumulative basis within consecutive twelve months;</del></li> <li>(7) any guarantee provided to shareholders, de facto controllers and their connected/related parties;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(7) other guarantees that shall be considered by a general meeting as required by the regulators or the stock exchange of the place of listing of the Company's shares.</p> <p>The term "external guarantees" referred to above shall mean guarantees provided by the Company to others, including the guarantees provided by the Company to its holding subsidiaries. The expression "the total amount of external guarantees by the Company and its holding subsidiaries" shall mean the sum of the total amount of the Company's external guarantees comprising the guarantees provided by the Company for its holding subsidiaries, plus the total amount of external guarantees provided by the holding subsidiaries of the Company.</p>	<p>(8) other guarantees that shall be considered by a <del>shareholders</del><sup>2</sup> general meeting as required by the regulators or the stock exchange of the place of listing of the Company's shares.</p> <p>The term "external guarantees" referred to above shall mean guarantees provided by the Company to others, including the guarantees provided by the Company to its holding subsidiaries. The expression "the total amount of external guarantees by the Company and its holding subsidiaries" shall mean the sum of the total amount of the Company's external guarantees comprising the guarantees provided by the Company for its holding subsidiaries, plus the total amount of external guarantees provided by the holding subsidiaries of the Company.</p>
<p><b>Article 48</b> General meetings include <u>annual</u> meeting of shareholders and extraordinary general meeting. An <u>annual</u> general meeting shall be convened once <u>(1)</u> each year, and held within six <u>(6)</u> months after the end of the previous fiscal year.</p>	<p><b>Article 67</b> <del>Shareholders</del><sup>2</sup> general meetings include <del>annual</del> meeting of shareholders (i.e. <del>annual general meeting, similarly hereinafter</del>) and extraordinary general meeting. An <del>annual</del> general meeting shall be convened once each year, and held within six months after the end of the previous fiscal year.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 49</b> The Company shall convene an extraordinary general meeting within two <u>(2)</u> months of the happening of an event if:</p> <ol style="list-style-type: none"> <li>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds <u>(2/3)</u> of the <u>specified</u> quorum hereunder;</li> <li>(2) the losses not yet made up by the Company account for one-third <u>(1/3)</u> of the total share capital;</li> <li>(3) the shareholders individually or jointly holding more than ten percent (10%) of shares of the Company (including preference shares with voting rights restored) make a request;</li> <li>(4) as the Board of Directors considers it necessary;</li> <li>(5) as <u>the audit and risk committee</u> proposes convening the meeting;</li> <li>(6) other cases as required by laws, administrative regulations, departmental rules or these Articles of Association.</li> </ol> <p><u>When calculating the percentage of shareholding referred to in subparagraph (3) of this article, only ordinary shares and preference shares with voting rights restored shall be counted.</u></p>	<p><b>Article 68</b> The Company shall convene an extraordinary general meeting within two months of the happening of an event if:</p> <ol style="list-style-type: none"> <li>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the <b>required</b> quorum hereunder;</li> <li>(2) the losses not yet made up by the Company account for one-third of the total <b>paid-up</b> share capital;</li> <li>(3) the shareholders individually or jointly holding more than ten percent of total voting shares of the Company make a request <del>(the number of shares held is calculated based on that as at the date when the shareholders propose a written request);</del></li> <li><del>(5) more than half of all the independent directors of the Company agree with the proposal of holding such a meeting;</del></li> <li>(6) other cases as required by laws, administrative regulations, departmental rules or these Articles of Association.</li> </ol>
<p><b>Article 50</b> A general meeting of the Company shall be convened at the domicile of the Company or other specific locations notified by the convenor of the general meeting.</p> <p>A venue shall be available for a general meeting which shall be held as an onsite meeting. The Company shall also provide a network or otherwise to facilitate the attendance of shareholders at the general meeting. Shareholders attending a general meeting in the above methods shall be deemed being present at the meeting.</p>	<p><b>Article 69</b> A <del>shareholders</del><sup>2</sup> general meeting of the Company shall be convened at the domicile of the Company or other specific locations notified by the convenor of the <del>shareholders</del><sup>2</sup> general meeting.</p> <p>A venue shall be available for a <del>shareholders</del><sup>2</sup> general meeting which shall be held as an onsite meeting. The Company shall also provide a network or otherwise to facilitate the attendance of shareholders at the <del>shareholders</del><sup>2</sup> general meeting. Shareholders attending a <del>shareholders</del><sup>2</sup> general meeting in the above methods shall be deemed being present at the meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 51</b> When the Company holds a general meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations and <u>the provisions of</u> these Articles of Association;</li> <li>(2) whether or not the qualifications of the officers present at the meeting, and of the convenor are lawful and valid;</li> <li>(3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;</li> <li>(4) other legal opinions to be presented on other relevant matters at the request of the Company.</li> </ol>	<p><b>Article 70</b> When the Company holds a <del>shareholders</del><sup>2</sup> general meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations and these Articles of Association;</li> <li>(2) whether or not the qualifications of the officers present at the meeting, and of the convenor are lawful and valid;</li> <li>(3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;</li> <li>(4) other legal opinions to be presented on other relevant matters at the request of the Company.</li> </ol>

## Section 4 Convening of the General Meetings

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 52</b> <u>The Board of Directors shall convene the general meeting on time and within the prescribed period.</u></p> <p><u>With the consent of a majority of all independent directors,</u> the independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten <u>(10)</u> days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting. In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five <u>(5)</u> days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>	<p><b>Article 71</b> Independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del> general meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 53</b> <u>The audit and risk committee's proposal</u> <del>to propose</del> to the Board of Directors <del>for</del> the convening of an extraordinary general meeting <del>and</del> shall <u>be made</u> in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten <u>(10)</u> days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five (5) days of making a resolution. Any changes in the original proposal in the notice shall be approved by <u>the audit and risk committee</u>.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten <u>(10)</u> days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the general meeting. <u>The audit and risk committee</u> may convene and preside over a meeting on their own.</p>	<p><b>Article 72</b> <del>The Supervisory Committee shall have the right</del> to propose to the Board of Directors the convening of an extraordinary general meeting and shall do so in writing The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del><sup>2</sup> general meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by <del>the Supervisory Committee</del>.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the <del>shareholders'</del><sup>2</sup> general meeting. <del>The Supervisory Committee</del> may convene and preside over a meeting on their own.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 54</b> Shareholders individually or jointly holding more than ten percent (10%) of shares of the Company (including preference shares with voting rights restored) to request the Board of Director for convening an extraordinary general meeting, shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten (10) days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five (5) days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten (10) days of receiving the request, shareholders individually or jointly holding more than ten percent (10%) of shares of the Company (including preference shares with voting rights restored) shall propose to <u>the audit and risk committee</u> the convening of an extraordinary general meeting, and shall do so in writing.</p>	<p><b>Article 73</b> Shareholders individually or jointly holding more than ten percent of voting shares of the Company <del>shall have the right</del> to request the Board of Director for convening an extraordinary general meeting, <del>and</del> shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del> general meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of voting shares of the Company shall <del>have the right</del> to propose to <del>the Supervisory Committee</del> the convening of an extraordinary general meeting, and shall do so in writing.</p> <p>In the event that <del>the Supervisory Committee</del> agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del> general meeting within five days of receiving the request. Any changes in the original <del>proposal</del> in the notice shall be approved by the relevant shareholders.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>In the event that <u>the audit and risk committee</u> agrees to convene the extraordinary general meeting, it shall issue a <u>notice</u> of convening a general meeting within five (5) days of receiving the request. Any changes in the original <u>request</u> in the notice shall be approved by the relevant shareholders.</p> <p>In the event that <u>the audit and risk committee</u> does not issue a notice of extraordinary general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting. Shareholders who individually or jointly have been holding more than ten percent (10%) of shares of the Company (including preference shares with voting rights restored) for consecutive ninety (90) days may convene and preside over a meeting on their own.</p>	<p>In the event that <del>the Supervisory Committee</del> does not issue a notice of extraordinary general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting. Shareholders who individually or jointly have been holding more than ten percent of voting shares of the Company for consecutive ninety days may convene and preside over a meeting on their own.</p> <p><del>Shareholders who request the convening of a class meeting shall do so according to the following procedures:</del></p> <p><del>(1) two or more shareholders who jointly hold more than ten percent (including ten percent) of the voting shares at a proposed meeting may sign one or several copies of written request with the same format and particulars to be submitted to the Board of Directors for convening a class meeting, and state the agenda of the meeting. The Board of Directors shall, after receipt of the above written request, convene the class meeting as soon as possible. The number of shares held as referred to above shall be calculated on the basis of the date of making the written request by the shareholders.</del></p> <p><del>(2) in the event that the Board of Directors does not issue a notice to convene the meeting within thirty days of receiving the above written request, the shareholders who have made such request may convene their own meeting within four months after the Board of Directors' receipt of the request. The procedures for convening the meeting shall be as similar as possible to the Board of Directors' procedures for convening a shareholders' general meeting.</del></p> <p><del>In the event that the shareholders convene and hold their own meeting because the Board of Directors does not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company, and deducted from the amount of the Company owed to delinquent directors.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 55</b> In the event that <u>the audit and risk committee</u> or a shareholder decides to convene a general meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the local representative office of CSRC where the Company is located and the Shanghai Stock Exchange for the record.</p> <p><u>The audit and risk committee</u> or the convening shareholders shall submit relevant evidence to the local representative office of CSRC and the Shanghai Stock Exchange when giving a notice of general meeting and making an announcement on the resolutions made at such meeting. <u>The content of the notice of the general meeting shall be in compliance with the provisions of these Articles of Association and the place of the meeting shall be the domicile of the Company.</u></p> <p><u>Before making an announcement on a resolution made at the general meeting, the percentage of shares held by the convening shareholders (including preference shares with voting rights restored) may not be less than ten percent (10%).</u></p>	<p><b>Article 74</b> In the event that <del>the Supervisory Committee</del> or a shareholder decides to convene a <del>shareholders'</del> general meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the local representative office of CSRC and the stock exchange of the place where the Company is located for the record, <del>and shall issue the notice for convening an extraordinary general meeting, the contents of which shall comply with Article 84 of these Articles of Association and shall also meet the following requirements:</del></p> <p>(1) <del>new contents are not allowed to be added to the resolutions, otherwise the Supervisory Committee or the convening shareholders shall request for convening an extraordinary general meeting to the Board of Directors according to the above procedures once again;</del></p> <p>(2) <del>the venue of the meeting shall be the Company's domicile.</del></p> <p><del>Before making an announcement on a resolution made at the shareholders' general meeting, the percentage of voting shares held by the convening shareholders may not be less than ten percent.</del></p> <p><del>The Supervisory Committee</del> or the convening shareholders shall submit relevant evidence to the local representative office of CSRC and the stock exchange of the place where the Company is located when giving a notice of <del>shareholders'</del> general meeting and making an announcement on the resolutions made at such meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 56</b> The Board of Directors and the secretary of the Board of Directors shall cooperate with <u>the audit and risk committee</u> or the shareholders in convening a general meeting on their own. The Board of Directors <u>shall</u> provide the register of shareholders as at the record date.</p>	<p><b>Article 75</b> The Board of Directors and the secretary of the Board of Directors shall cooperate with <del>the Supervisory Committee</del> or the shareholders in convening a <del>shareholders'</del> general meeting on their own. The Board of Directors <del>shall</del> provide the register of shareholders as at the record date, <del>failing which the convenor may apply to the securities registration and clearing institution or agency for obtaining the register on the strength of the relevant notice or announcement on convening such shareholders' general meeting. The register obtained by the convenor may not be used for purposes other than convening the shareholders' general meeting.</del></p>
<p><b>Article 57</b> The Company shall bear the expenses necessary for a general meeting convened by <u>the audit and risk committee</u> or the shareholders on their own.</p>	<p><b>Article 76</b> The Company shall bear the expenses necessary for a <del>shareholders'</del> general meeting convened by <del>the Supervisory Committee</del> or the shareholders on their own.</p>



## Section 5 Proposals and Notices of General Meetings

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 58</b> The particulars of a proposal shall be part of the terms of reference of a general meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions hereof.</p>	<p><b>Article 77</b> The particulars of a proposal shall be part of the terms of reference of a <del>shareholders'</del> general meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions hereof.</p>
<p><b>Article 59</b> The Board of Directors, <u>the audit and risk committee</u> and shareholders individually or jointly holding more than one percent <u>(1%)</u> of shares of the Company (including preference shares with voting rights restored) shall have the right to submit proposals to the Company on holding a general meeting.</p> <p>Shareholders individually or jointly holding more than one percent <u>(1%)</u> of shares of the Company (including preference shares with voting rights restored) may bring forward provisional proposals and submit the same in writing to the convenor ten <u>(10)</u> days prior to the general meeting. The convenor shall issue a supplementary notice of general meeting within <u>two (2)</u> days of receiving the proposals to publish particulars of the provisional proposals, <u>and submit these provisional proposals to the general meeting for consideration. However, this does not apply to the provisional proposals that violate the laws, administrative regulations or the provisions of these Articles of Association, or that do not fall within the terms of reference of the general meeting.</u></p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of general meeting, or add new proposals after issuing an announcement on the notice of general meeting.</p> <p>No voting may take place and no resolutions may be made at the general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements hereof.</p>	<p><b>Article 78</b> The Board of Directors, <del>the Supervisory Committee</del> and shareholders individually or jointly holding more than <del>three percent of voting shares</del> of the Company shall have the right to submit proposals to the Company on holding a <del>shareholders'</del> general meeting.</p> <p>Shareholders individually or jointly holding more than <del>three percent of voting shares</del> of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the <del>shareholders'</del> general meeting. The convenor shall issue a supplementary notice of <del>shareholders'</del> general meeting within <del>two</del> days of receiving the proposals to publish particulars of the provisional proposals.</p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of <del>shareholders'</del> general meeting, or add new proposals after issuing an announcement on the notice of <del>shareholders'</del> general meeting.</p> <p>No voting may take place and no resolutions may be made at the <del>shareholders'</del> general meeting on proposals which are not set out in the notice of <del>shareholders'</del> general meeting or do not meet the requirements of <del>Article 77</del> hereof.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 60</b> <u>When the Company</u> holds an annual general meeting, <u>the convenor</u> shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting twenty <u>(20)</u> days prior to the meeting. <u>When the Company</u> holds an extraordinary general meeting, <u>the convenor</u> shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting fifteen <u>(15)</u> days prior to the meeting.</p>	<p><b>Article 79</b> To hold an annual general meeting, the Company shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting twenty clear business days prior to the meeting. To hold an extraordinary general meeting, the Company shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting <del>ten clear business days or fifteen days (whichever is longer)</del> prior to the meeting.</p> <p><del>The business day abovementioned shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</del></p> <p><del>The notice of shareholders' general meeting shall be given in any methods (including but not limited to mail, e-mail, fax, announcement and publication on the website of the Company and/or the stock exchange in the place of listing of the Company's shares, etc.) permitted under the regulatory rules in the place of listing of the Company's shares. In the event that the notice is sent by mail, it shall be sent to the addresses of the recipients recorded in the register of shareholders.</del></p>
N/A	<p><del><b>Article 80</b> Matters not stated in an announcement may not be decided at an extraordinary general meeting.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 61</b> A notice of general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>(1) it shall contain the time, place and duration of the meeting;</li> <li>(2) it shall contain matters and proposals to be considered at the meeting;</li> <li>(3) <u>it shall be given a statement in conspicuous language that all shareholders, including ordinary shareholders (including the holders of preference shares with voting rights restored) and shareholders holding special voting shares, are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote, and such proxy need not be a shareholder of the Company;</u></li> <li>(4) it shall contain the record date on which shareholders have the right to attend the general meeting;</li> <li>(5) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting;</li> <li>(6) <u>it shall contain voting time and voting procedure by internet or other means.</u></li> </ol>	<p><b>Article 81</b> A notice of <del>shareholders</del><sup>2</sup> general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> <li><del>(1) it shall be given in writing;</del></li> <li>(2) it shall <del>designate</del> the time, place and duration of the meeting;</li> <li>(3) it shall contain matters and proposals to be considered at the meeting;</li> <li><del>(4) it shall provide shareholders with required information and explanations to enable the shareholders to make sensible decisions on the matters discussed. This policy shall include (but not limited to) the provision of specific conditions and contracts (if any) for a contemplated transaction at the time when the Company proposes a merger, buyback of shares, reorganization of share capital or other reorganization, as well as the giving of serious explanations as a result of the causes and consequences thereof;</del></li> <li><del>(5) in the event any directors, supervisors, president or other senior management officers have a significant interest in the matters to be discussed, they shall disclose the nature and extent of such interest; in the event that the impact of the matters to be discussed on the directors, supervisors, president and other senior management officers as shareholders is different from that on the other shareholders of the same class, the notice shall explain the difference;</del></li> <li><del>(6) it shall contain the full text of any special resolution to be passed at the meeting;</del></li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(7) <del>it shall explain in clear text in respect of the class of shareholders who are entitled to attend the shareholders' general meetings, and shareholders who attend the meeting can appoint a proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company;</del></p> <p>(8) <del>it shall contain the time and place of serving a power of attorney of the voting proxy at the meeting;</del></p> <p>(9) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(10) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting.</p> <p><del>In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.</del></p> <p><del>In the event that a shareholders' general meeting is held through a network or otherwise, the notice of shareholders' general meeting shall explicitly state the voting time and voting procedures on the network or otherwise. Voting at the shareholders' general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders' general meeting, and not later than 9:30 am on the day of the on-site shareholders' general meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site shareholders' general meeting.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 62</b> In the event that the election of directors is to be discussed at general meetings, the notice of general meetings shall fully disclose details of candidates for the directors, and shall at least include the following particulars:</p> <ol style="list-style-type: none"> <li>(1) their educational background, work experience, part-time jobs and other personal details;</li> <li>(2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</li> <li>(3) the number of shares of the Company they hold;</li> <li>(4) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.</li> </ol> <p>In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.</p>	<p><b>Article 82</b> In the event that the election of directors and supervisors is to be discussed at <del>a shareholders'</del><sup>shareholders'</sup> general meetings, the notice of <del>shareholders'</del><sup>shareholders'</sup> general meetings shall fully disclose details of candidates for the directors <del>and supervisors</del>, and shall at least include the following particulars:</p> <ol style="list-style-type: none"> <li>(1) their educational background, work experience, part-time jobs and other personal details;</li> <li>(2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</li> <li>(3) the <del>disclosed</del> number of shares of the Company they hold;</li> <li>(4) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.</li> </ol> <p>In addition to adopting the cumulative voting system to elect directors <del>and supervisors</del>, a single proposal on each of the candidates for directors <del>and supervisors</del> shall be submitted.</p>
<p><b>Article 63</b> After a notice of general meeting is given, the general meeting shall not be postponed or canceled, and the proposals set out in the notice of general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two <u>(2)</u> working days prior to the scheduled meeting date. In the event that the listing rules in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.</p>	<p><b>Article 84</b> After a notice of <del>shareholders'</del><sup>shareholders'</sup> general meeting is given, the <del>shareholders'</del><sup>shareholders'</sup> general meeting shall not be postponed or canceled, and the proposals set out in the notice of <del>shareholders'</del><sup>shareholders'</sup> general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least <del>two</del> working days prior to the scheduled meeting date. <del>In the event that the meeting is postponed, the postponed date of the meeting shall also be expressly stated in the announcement.</del> In the event that the listing rules in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.</p>

## Section 6 Convening of General Meetings

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 64</b> The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders.</p>	<p><b>Article 85</b> The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a <del>shareholders</del><sup>2</sup> general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the <del>shareholders</del><sup>2</sup> general meeting, disturbance and violation of the legitimate rights and interests of shareholders.</p>
<p><b>Article 65</b> <u>All ordinary shareholders (including the holders of preference shares with voting rights restored), and shareholders holding special voting shares or their proxies recorded in the register on the record date shall have the right to attend general meetings and exercise the rights to vote in accordance with relevant laws, regulations and these Articles of Association.</u></p> <p>Shareholders may attend a general meeting in person, and also may appoint a proxy to attend and vote on their behalf.</p>	<p><b>Article 86</b> Shareholders who hold <del>the voting shares</del> or their proxies recorded in the register on the record date shall have the right to attend <del>shareholders</del><sup>2</sup> general meetings and exercise the rights to vote in accordance with relevant laws, regulations and these Articles of Association.</p> <p>Shareholders may attend a <del>shareholders</del><sup>2</sup> general meeting in person, and also may appoint a proxy to attend and vote on their behalf.</p>
<p><b>Article 66</b> In the event that an individual shareholder attends a general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself; in the event that a proxy attends the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.</p> <p>For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.</p>	<p><b>Article 87</b> In the event that an individual shareholder attends a <del>shareholders</del><sup>2</sup> general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself; <del>and the stock account card</del>; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.</p> <p>For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the <del>appointed</del> proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>In the event that the shareholder is a recognized clearing house (or its agent), the shareholders may authorize one person or more as it deems appropriate to act as his representative in any shareholders' general meeting or any class meeting and creditors' meeting; However, in the event that more than one person is authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) to exercise their rights, including the rights to speak and vote, as if the persons were the Company's individual shareholders.</p>	
<p>N/A</p>	<p><del><b>Article 88</b> Any shareholder who has the right to attend a shareholders' general meeting and vote thereat shall the right to appoint one or several persons (who need not be shareholders) as his proxy to attend and vote on his behalf. The proxy may exercise the following rights according to the appointment by the shareholder:</del></p> <p><del>(1) the right of the shareholder to speak at the shareholders' general meeting;</del></p> <p><del>(2) the proxy individually or jointly with others requires voting by ballot;</del></p> <p><del>(3) exercise his right to vote by show of hands or by ballot, but if the appointed proxy is more than one person, these proxies may only exercise their rights to vote by ballot.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 67</b> The power of attorney issued by a shareholder to appoint another party to attend a general meeting shall contain the following particular:</p> <p>(1) <u>The name of the principal, and the class and number of shares held by the Company;</u></p> <p>(2) The name of the proxy;</p> <p>(3) <u>Specific instructions of the shareholder, including instructions to vote in favour of, against or abstain from voting on each of the matters to be included in the agenda of the general meeting;</u></p> <p>(4) the date and validity of the power of attorney;</p> <p>(5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity.</p>	<p><b>Article 89</b> <del>A shareholder shall appoint a proxy in writing, signed by the principal or by the proxy appointed in writing; in the event that the principal is a legal entity, the written appointment shall be affixed with the seal of the legal entity or signed by the director or the duly appointed proxy of the principal.</del></p> <p>The power of attorney issued by a shareholder to appoint another party to attend a <del>shareholders'</del> general meeting shall contain the following particular:</p> <p>(1) the name of the proxy;</p> <p>(2) <del>whether the proxy has the right to vote;</del></p> <p>(3) <del>the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting;</del></p> <p>(4) the date and validity of the power of attorney;</p> <p>(5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity;</p> <p>(6) <del>the portion of shares of the principal represented by the proxy;</del></p> <p>(7) <del>in the event that several people are appointed as proxies, the power of attorney shall indicate the portions of shares represented by each proxy.</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 90</b>—Proxy forms shall be made available at least twenty-four hours prior to a meeting at which voting is appointed in such proxy forms or twenty-four hours prior to the designated voting time at the Company’s domicile or elsewhere specified in the notice of convening the meeting. In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company’s domicile or elsewhere specified in the notice of convening the meeting.</del></p> <p><del>In case the principal is a legal entity, its legal representative or board of directors, or other person authorized by the resolution of decision-making bodies shall be represented at the shareholders’ general meeting of the Company.</del></p> <p>In the event that the shareholder is a recognized clearing house (or its agent), the shareholders may authorize one person or more as it deems appropriate to act as his representative in any shareholders’ general meeting or any class meeting; However, in the event that more than one person is authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) to exercise their rights, as if the persons were the Company’s individual shareholders.</p>
N/A	<p><del><b>Article 91</b>—The format of any letter of authority given by the Board of Directors of the Company to shareholders using for appointing proxies shall allow shareholders to choose freely to instruct proxies to vote in favour of or against a matter, and give respective instructions in respect of resolutions made on each of the matters at a meeting. The letter of authority shall indicate that in case the shareholders do not give any instructions, the proxies may vote after their fashion.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<del><b>Article 92</b> In the event that a principal has died, lost the capacity for acts, withdrawn the appointment or withdrawn the authorization signed for the appointment, or the shares have been transferred prior to voting, as long as the Company has not received a written notice of such matters prior to a meeting, the votes cast by a proxy according to the letter of authority shall remain valid.</del>
<b>Article 68</b> <u>If the proxy voting authorization is authorized by the principal to be signed by another person, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the Company's residence or at other places specified in the notice convening the meeting.</u>	N/A
<b>Article 69</b> A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers, number of shares held or representing voting shares, the names of principals (or names of work units) and so on.	<b>Article 93</b> A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers <del>and home addresses of attendants,</del> number of shares held or representing voting shares, the names of principals (or names of work units) and so on.
<b>Article 70</b> The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the number of voting shares held by them. Meeting registration shall be terminated before the <u>convenor</u> of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held.	<b>Article 94</b> The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the <del>type and</del> number of voting shares held by them. Meeting registration shall be terminated before the <del>chairman</del> of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the <del>type and</del> total number of voting shares held.
<b>Article 71</b> <u>If the general meeting requests the attendance of directors and senior management, the directors and senior management shall attend the meeting and accept the enquiry of shareholders.</u>	<del><b>Article 95</b> During a shareholders' general meeting, all the directors and supervisors of the Company and secretary of the Board of Directors shall attend the meeting. Except for legitimate reasons, the president and other senior management officers shall sit in on the meeting.</del>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 72</b> A general meeting shall be chaired by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (in case the Company has two or more vice-chairmen, the vice-chairman jointly elected by more than half of the directors shall chair the meeting) shall chair the meeting. In the event that the vice-chairman is unable to or fails to perform his duties, a director of the Company jointly elected by more than half of the Directors shall chair the meeting.</p> <p>A general meeting convened by <u>the audit and risk committee</u> on its own shall be chaired by the <u>chairman of the audit and risk committee</u>. In the event that the <u>chairman of the audit and risk committee</u> is unable to or fails to perform his duties, a <u>member of the audit and risk committee</u> jointly elected by more than half of <u>members of the audit and risk committee</u> shall chair the meeting.</p> <p>A general meeting convened by shareholders on their own shall be chaired by the convenor <u>or by his</u> elected representative.</p> <p>During a general meeting, in the event that the <u>convenor</u> of the meeting violates the rules of procedure so that the general meeting cannot proceed, a person may be elected as the <u>convenor</u> of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting.</p>	<p><b>Article 96</b> A <del>shareholders</del><sup>2</sup> general meeting shall be convened and chaired by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (in case the Company has two or more vice-chairmen, the vice-chairman jointly elected by more than half of the directors shall chair the meeting) shall convene and chair the meeting. In the event that the vice-chairman is unable to or fails to perform his duties, a director of the Company jointly elected by more than half of the Directors shall <del>convene and</del> chair the meeting <del>on his behalf</del>. <del>In the event that the chairman of the meeting is not specified, the shareholders present at the meeting may elect one person as a chairman; if for any reason shareholders cannot elect a chairman, the shareholder (including proxy) present at the meeting with the largest number of the voting shares shall chair the meeting.</del></p> <p>A <del>shareholders</del><sup>2</sup> general meeting convened by the Supervisory Committee on its own shall be chaired by <del>the chairman of the Supervisory Committee</del>. In the event that the chairman is unable to or fails to perform his duties, <del>the vice-chairman of the Supervisory Committee shall chair the meeting</del>. <del>In the event that the vice-chairman is unable to or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall chair the meeting.</del></p> <p>A <del>shareholders</del><sup>2</sup> general meeting convened by shareholders on their own shall be chaired by a representative elected by the convenor.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	During a <del>shareholders'</del> general meeting, in the event that the <del>chairman</del> of the meeting violates the rules of procedure so that the <del>shareholders'</del> general meeting cannot proceed, a person may be elected as the <del>chairman</del> of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting. <del>If for any reason the shareholders cannot elect a chairman of the meeting, the shareholder (including proxy) with the largest number of the voting shares present at the meeting shall chair the meeting.</del>
<b>Article 73</b> The Company shall establish rules of procedure for a general meeting to govern in detail various particulars of the procedures for <u>summoning and convening</u> a general meeting and voting thereat, such as notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, meeting minutes and the signing thereof and the announcement thereon, as well as the principles of authorizing the Board of Directors by a general meeting, <u>and the content of such authorization shall be clear and specific.</u>	<b>Article 97</b> The Company shall establish rules of procedure for a <del>shareholders'</del> general meeting to govern in detail various particulars of the procedures for convening a <del>shareholders'</del> general meeting and voting thereat, such as notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, meeting minutes and the signing thereof and the announcement thereon, as well as the principles of authorizing the Board of Directors by a <del>shareholders'</del> general meeting. <del>The rules of procedures for a shareholders' general meeting shall form an annex hereto and be prepared by the Board of Directors and approved at a shareholders' general meeting.</del>
<b>Article 74</b> At an annual general meeting, the Board of Directors shall report to the general meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.	<b>Article 98</b> At an annual general meeting, the Board of Directors <del>and the Supervisory Committee</del> shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.
<b>Article 75</b> Directors and senior management officers shall explain and illustrate the questions and suggestions made by shareholders at a general meeting, except for national secrets or trade secrets of the Company that cannot be disclosed at a general meeting.	<b>Article 99</b> Directors, <del>supervisors</del> and senior management officers shall explain and illustrate the questions and suggestions made by shareholders at a <del>shareholders'</del> general meeting, except for national secrets or trade secrets of the Company that cannot be disclosed at a <del>shareholders'</del> general meeting.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 76</b> The <u>convenor</u> of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting.</p>	<p><b>Article 100</b> The <del>chairman</del> of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting.</p>
<p><b>Article 77</b> Minutes shall be prepared for a general meeting by the Secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the time, place, agenda and name of the convenor of the meeting;</li> <li>(2) the names of the <u>convenor</u> of the meeting and the directors and senior management officers sitting in on the meeting;</li> <li>(3) <u>the number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentages of total number of shares of the Company; the holders of domestic listed shares and the holders of domestically-listed foreign shares attending the general meeting;</u></li> <li>(4) the process of considering each proposal, main points of remarks and voting results of each resolution; voting results of the holders of domestic listed shares and holders of domestically-listed foreign shares, ordinary shareholders (including the holders of preference shares with voting rights restored) and class shareholders (if applicable) of each resolution;</li> </ol>	<p><b>Article 101</b> Minutes shall be prepared for a <del>shareholders'</del> general meeting by the Secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the time, place, agenda and name of the convenor of the meeting;</li> <li>(2) the names of the <del>chairman</del> of the meeting and the directors; <del>supervisors</del>, president and <del>other</del> senior management officers <del>attending or</del> sitting in on the meeting;</li> <li>(3) the total number of voting shares held by <del>holders of domestic listed shares (including proxies) and holders of overseas-listed foreign shares (including proxies)</del> attending the <del>shareholders'</del> general meetings and their <del>respective</del> percentages of total number of shares of the Company;</li> <li>(4) the process of considering each proposal, main points of remarks and voting results of each resolution <del>by the holders of domestic listed shares and holders of overseas-listed foreign shares;</del></li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
(5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;	(5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;
(6) the names of lawyers, counters and scrutineers of votes;	(6) the names of lawyers, counters and scrutineers of votes;
(7) other particulars that shall be recorded into the meeting minutes as prescribed hereunder.	(7) other particulars that shall be recorded into the meeting minutes as prescribed hereunder.
<p><b>Article 78</b> A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors, secretary of the Board of Directors, convenor or his representative and the <u>convenor</u> of the meeting who attended <u>or presented</u> the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten <u>(10)</u> years.</p>	<p><b>Article 102</b> A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors,<del>supervisors</del>, secretary of the Board of Directors, convenor or his representative and the <del>chairman</del> of the meeting who attended the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten years.</p>
<p><b>Article 79</b> A convenor shall ensure that a general meeting shall be held consecutively until a final resolution is formed. In the event that a general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.</p>	<p><b>Article 103</b> A convenor shall ensure that a <del>shareholders</del><sup>2</sup> general meeting shall be held consecutively until a final resolution is formed. In the event that a <del>shareholders</del><sup>2</sup> general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.</p>

## Section 7 Voting and Resolutions at General Meetings

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 80</b> Resolutions made at a general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution made at a general meeting shall be passed by <u>more than half</u> of voting rights held by the shareholders present at the meeting.</p> <p>A special resolution made at a general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders present at the meeting.</p> <p><u>The shareholders referred to in this article include shareholders who appoint proxies to attend the general meeting.</u></p> <p>In the event that a matter required to be voted by poll is the election of the <u>convenor</u> of a meeting or the suspension of a meeting, voting shall immediately take place by poll; other matters required to be voted by poll shall be decided by the <u>convenor of the meeting</u> when voting takes place, and the meeting may continue to discuss other matters. The voting results shall still be considered as resolutions passed at the meeting.</p>	<p><b>Article 104</b> Resolutions made at a <del>shareholders'</del> general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution made at a <del>shareholders'</del> general meeting shall be passed by <del>more than half</del> of voting rights held by the shareholders (<del>including proxies</del>) present at the meeting.</p> <p>A special resolution made at a <del>shareholders'</del> general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (<del>including proxies</del>) present at the meeting.</p> <p><del>Shareholders (including proxies) present at the meeting shall expressly indicate whether they vote in favour of, against or abstain from voting in respect of every matter that requires voting.</del></p> <p><b>Article 107</b> In the event that a matter required to be voted by poll is the election of the <del>chairman</del> of a meeting or the suspension of a meeting, voting shall immediately take place by poll; other matters required to be voted by poll shall be decided by the <del>chairman</del> when voting takes place, and the meeting may continue to discuss other matters. The voting results shall still be considered as resolutions passed at the meeting.</p>
<p>The <u>convenor</u> of a meeting shall decide on whether a resolution at a general meeting is passed according to the voting results, and his decision shall be final, and he shall announce the voting results at the meeting, which shall be recorded in the minutes.</p> <p>During voting by poll, shareholders (including proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter.</p>	<p><b>Article 108</b> During voting by poll, shareholders (including proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter.</p> <p><b>Article 111</b> The <del>chairman</del> of a meeting shall decide on whether a resolution at a <del>shareholders'</del> general meeting is passed according to the voting results. His decision shall be final, and he shall announce the voting results at the meeting, which shall be recorded in the minutes.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 81</b> The following matters shall be passed by ordinary resolution at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) the work report of the Board of Directors;</li> <li>(2) Board of Directors' proposed profit distribution plan and loss recovery plan;</li> <li>(3) the appointment and removal of members of the Board of Directors and their remuneration and payment methods;</li> <li>(4) matters other those that are required to be passed by special resolution under laws, administrative regulations or provisions hereof.</li> </ol>	<p><b>Article 109</b> The following matters shall be passed by ordinary resolution at a <del>shareholder's</del> general meeting:</p> <ol style="list-style-type: none"> <li>(1) the work report of the Board of Directors <del>and the Supervisory Committee;</del></li> <li>(2) Board of Directors' proposed profit distribution plan and loss recovery plan;</li> <li>(3) the appointment and removal of members of the Board of Directors <del>and the Supervisory Committee (other than supervisor from employees' representative)</del> and their remuneration and payment methods;</li> <li><del>(4) the Company's annual budget and final accounts report, balance sheet, income statement and other financial statements;</del></li> <li>(5) matters other those that are required to be passed by special resolution under laws, administrative regulations or provisions hereof.</li> </ol>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 82</b> The following matters shall be passed by special resolution at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) the Company's increase or decrease of registered capital;</li> <li>(2) the division, spin-off, merger, dissolution and liquidation of the Company;</li> <li>(3) amendments to these Articles of Association;</li> <li>(4) the Company's purchase or sale of major assets or guaranteed amounts <u>provided to others</u> within one year in excess of thirty percent (30%) of the latest audited total assets of the Company;</li> <li>(5) equity incentive plans;</li> <li>(6) <u>except in the case of the Company in crisis or other special circumstances, the Company enters into a contract with a person other than directors or senior management officers that place the management of the Company's entire or important business in that person's charge;</u></li> <li>(7) other matters which are required to be passed by special resolution under laws, administrative regulations or these Articles of Association, which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a general meeting, and which are required to be passed by special resolution.</li> </ol>	<p><b>Article 110</b> The following matters shall be passed by special resolution at a <del>shareholder's</del> general meeting:</p> <ol style="list-style-type: none"> <li>(1) the Company's increase or decrease of registered capital <del>and issuance of any class of shares, warrants and other similar securities;</del></li> <li>(2) <del>the Company's issuance of corporate bonds;</del></li> <li>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</li> <li>(4) amendments to these Articles of Association;</li> <li>(5) Company's purchase or sale of major assets or guaranteed amounts within one year in excess of thirty percent of the latest audited total assets of the Company;</li> <li>(6) equity incentive plans;</li> <li>(7) other matters which are required to be passed by special resolution under laws, administrative regulations or these Articles of Association, which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a <del>shareholders'</del> general meeting, and which are required to be passed by special resolution.</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 83</b> <u>Shareholders shall exercise their voting rights represented by the number of voting shares. Each share shall have one voting right, except for class shareholders.</u></p> <p><u>Where material issues affecting the interests of small and medium investors are being considered in the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed.</u></p> <p><u>The shares of the Company held by the Company shall not have voting rights, and these shares shall not be included in the total number of voting shares at a general meeting.</u></p> <p><u>In the event that a shareholder's purchase of the Company's of voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the portion of such shares in excess of the prescribed percentage shall not be allowed to exercise voting rights for a period of thirty-six (36) months after the purchase, and such portion of the shares shall not be counted in the total number of voting shares present at the general meeting.</u></p> <p><u>The Board of Directors of the Company, independent directors, shareholders holding one percent (1%) or more of the voting shares, or investor protection organizations established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders from shareholders. The solicitation of voting rights from shareholders shall fully disclose specific voting intentions and other information to the solicited person. Solicitation of voting rights from shareholders by way of compensation or disguised compensation is prohibited. In addition to the statutory conditions, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 84</b> Interested shareholders shall not take part in voting when connected transactions are being considered at a general meeting. The number of shares with voting rights represented by them shall not be included in the total number of valid votes; The announcement on the resolutions made at a general meeting shall fully disclose details of voting by non-interested shareholders.</p>	<p><b>Article 112</b> Interested shareholders shall not take part in voting when connected transactions are being considered at a <del>shareholders'</del> general meeting. The number of shares with voting rights represented by them shall not be included in the total number of valid votes; The announcement on the resolutions made at a <del>shareholders'</del> general meeting shall fully disclose details of voting by non-interested shareholders.</p>
<p><b>Article 85</b> A list of candidates for directors shall be submitted as a proposal to a general meeting for voting.</p> <p>In the event that the general meeting elects more than two directors, the cumulative voting system shall be implemented.</p>	<p><b>Article 114</b> A list of candidates for directors <del>and supervisors</del> shall be submitted as a proposal to a <del>shareholders'</del> general meeting for voting.</p> <p><del>For voting on the election of directors and supervisors at a shareholders' general meeting, the cumulative voting system may be implemented in accordance with the provisions hereof or the resolution at the shareholders' general meeting.</del></p> <p><del>For the purpose of the preceding paragraph, the term "cumulative voting system" shall mean that when directors or supervisors are elected at a shareholders' general meeting, each of the voting rights equivalent to the number of directors or supervisors to be elected may be used in a pool. The Board of Directors shall announce to shareholders the biographical notes and general information on the candidates for directors and supervisors.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 86</b> The methods and procedures for nominating a director shall be:</p> <p>(1) shareholders who hold or jointly hold more than three percent (<u>3%</u>) of the Company's total outstanding voting shares may, by written proposals, propose to a general meeting non-employees' representatives as candidates for directors, but the number of nominations shall be in compliance with the Articles of Association, and shall not be more than the number of persons to be elected. The proposal shall be served to the Company fourteen (<u>14</u>) days prior to the general meeting;</p> <p>(2) the Board of Directors may submit a proposed list of candidates for directors within the number of persons prescribed hereunder according to the number of persons to be elected, and submit the list to the Board of Directors for review. The Board of Directors shall conduct a review and pass a resolution to determine the candidates for directors, and shall submit a written proposal to the general meeting;</p>	<p><b>Article 115</b> The methods and procedures for nominating a director <del>and a supervisor</del> shall be:</p> <p>(1) shareholders who hold or jointly hold more than three percent of the Company's total outstanding voting shares may, by written proposals, propose to a <del>shareholders'</del><sup>2</sup> general meeting non-employees' representatives as candidates for directors<del>and supervisors</del>, but the number of nominations shall be in compliance with the Articles of Association, and shall not be more than the number of persons to be elected. The proposal shall be served to the Company fourteen days prior to the <del>shareholders'</del><sup>2</sup> general meeting;</p> <p>(2) the Board of Directors <del>and the Supervisory Committee</del> may submit a proposed list of candidates for directors<del>and supervisors</del> within the number of persons prescribed hereunder according to the number of persons to be elected, and submit the list to the Board of Directors <del>and the Supervisory Committee</del> for review. The Board of Directors <del>and the Supervisory Committee</del> shall conduct a review and pass a resolution to determine the candidates for directors<del>and supervisors</del>, and shall submit a written proposal to the <del>shareholders'</del><sup>2</sup> general meeting;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(3) Nomination of independent directors shall be in compliance with the separate special policy established by the Company for independent directors;</p> <p>(4) The period given by the Company to nominators and for nominees to submit the aforesaid notice and documents (such period shall commence from the date after the date of giving the notice of general meeting) shall not be less than seven <u>(7)</u> days;</p> <p>(5) each of the candidates for directors shall be voted one by one at the general meeting, except for cases where the cumulative voting system applies;</p> <p>(6) any provisional additional election of directors shall be proposed by the Board of Directors and recommended to the general meeting for election or replacement.</p>	<p>(3) Nomination of independent directors shall be in compliance with <del>Article 148 hereof and</del> a separate special policy established by the Company for independent directors;</p> <p>(4) <del>the intention to nominate candidates for directors and supervisors, the written notice indicating the nominees' willingness to accept the nominations, and the relevant written materials about details of the nominees shall be sent to the Company not less than seven days prior to the date of a shareholders' general meeting. The Board of Directors and the Supervisory Committee shall provide shareholders with the biographical notes and general information on the candidates for directors and supervisors.</del></p> <p>(5) The period given by the Company to nominators and for nominees to submit the aforesaid notice and documents (such period shall commence from the date after the date of giving the notice of <del>shareholders'</del> general meeting) shall not be less than seven days;</p> <p>(6) each of the candidates for directors <del>and supervisors</del> shall be voted one by one at the <del>shareholder's</del> general meeting, except for cases where the cumulative voting system applies;</p> <p>(<del>7</del>) any provisional additional election of directors <del>and supervisors</del> shall be proposed by the Board of Directors <del>and the Supervisory Committee</del> and recommended to the <del>shareholders'</del> general meeting for election or replacement.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 87</b> Except the cumulative voting system, all proposals shall be voted one by one at a general meeting. In the event that there are different proposals on the same matter, they shall be voted in chronological order of proposing such proposals. Except for special reasons such as force majeure that result in suspending a general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a general meeting.</p>	<p><b>Article 116</b> Except the cumulative voting system, all proposals shall be voted one by one at a <del>shareholders'</del> general meeting. In the event that there are different proposals on the same matter, they shall be voted in chronological order of proposing such proposals. Except for special reasons such as force majeure that result in suspending a <del>shareholders'</del> general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a <del>shareholders'</del> general meeting.</p>
<p><b>Article 88</b> When a proposal is being considered at a general meeting, no modifications <u>will</u> be made to the proposal, <u>and if it is changed</u>, it shall be deemed as a new proposal and shall not be voted at the general meeting.</p>	<p><b>Article 117</b> When a proposal is being considered at a <del>shareholders'</del> general meeting, no modifications may be made to the proposal, otherwise <del>the modifications</del> shall be deemed as a new proposal and shall not be voted at the <del>shareholders'</del> general meeting.</p>
<p><b>Article 89</b> The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first <u>(1)</u> vote shall prevail.</p>	<p><b>Article 118</b> The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first vote shall prevail.</p>
<p><b>Article 90</b> <u>Voting at a general meeting shall take place by open ballot.</u></p>	<p>N/A</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 91</b> Before voting takes place on a proposal at a general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has a <u>connected relationship</u> in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p>	<p><b>Article 119</b> Before voting takes place on a proposal at a <del>shareholders'</del> general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has <del>an interest</del> in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a <del>shareholders'</del> general meeting, lawyers and representatives of shareholders <del>and supervisors</del> shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p>
<p><b>Article 92</b> An on-site general meeting shall not end earlier than the one held on the network or in another method. The <u>convenor</u> of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.</p> <p>Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, shareholders, network services providers and other related parties involved at the on-site general meeting, on the network and in another voting method shall be under a confidentiality obligation for the details of the voting.</p>	<p><b>Article 120</b> An on-site <del>shareholders'</del> general meeting shall not end earlier than the one held on the network or in another method. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.</p> <p>Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, major shareholders, network services providers and other related parties involved at the on-site <del>shareholders'</del> general meeting, on the network and in another voting method shall be under a confidentiality obligation for the details of the voting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 93</b> Shareholders present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hongkong stock connect, declare to report according to the intentions of actual holders.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as “abstained”.</p>	<p><b>Article 121</b> Shareholders present at a <del>shareholders’</del> general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hongkong stock connect, declare to report according to the intentions of actual holders.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as “abstained”.</p>
<p><b>Article 94</b> In the event that the <u>convenor</u> of a meeting has any doubt about the results of a resolution submitted to voting, he may arrange the counting of the votes cast; in the event that the <u>convenor</u> of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the <u>convenor</u>, they shall have the right to request vote counting immediately after the voting results are announced. The <u>convenor</u> shall immediately arrange the counting of votes.</p>	<p><b>Article 122</b> In the event that the chairman of a meeting has any doubt about the results of a resolution submitted to voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.</p>
N/A	<p><del><b>Article 123</b> In the event that votes are counted at a shareholders’ general meeting, the counting results shall be recorded in the minutes. The minutes together with the signature book containing the attending shareholders and the powers of attorney of the attending proxies shall be kept in the Company’s domicile.</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 95</b> Resolutions made at a general meeting shall be announced promptly. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed.</p> <p><u>The Company shall contain respective statistical figures on the holders of domestic and foreign shares, ordinary shareholders (including the holders of preference shares with voting rights restored) and class shareholders present at the meeting as well as their voting, and an announcement thereon shall be made.</u></p>	<p><b>Article 124</b> Resolutions made at a <del>shareholders'</del> general meeting shall be announced promptly in accordance with the listing rules of the place of listing of the Company's shares. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed. The announcement shall contain respective statistical figures on the holders of domestic; foreign shares; <del>and preference shareholders with voting rights</del> present at the meeting as well as their voting, and an announcement thereon shall be made.</p>
<p><b>Article 96</b> In the event that a proposal is not passed, or a resolution passed at a previous general meeting is modified at this general meeting, a special note shall be made in the announcement on the resolutions made at the general meeting.</p>	<p><b>Article 125</b> In the event that a proposal is not passed, or a resolution passed at a previous <del>shareholders'</del> general meeting is modified at this <del>shareholders'</del> general meeting, a special note shall be made in the announcement on the resolutions made at the <del>shareholders'</del> general meeting.</p>
<p><b>Article 97</b> In the event that a proposal on the election of directors is passed at a general meeting, the new directors shall assume office <u>at the later of (1) the date on which the general meeting resolves to adopt such proposal, or (2) the time when such proposal specifies when the directors shall assume office.</u></p>	<p><b>Article 126</b> In the event that a proposal on the election of directors <del>and supervisors</del> is passed at a <del>shareholders'</del> general meeting, the new directors <del>and supervisors</del> shall assume office <del>at the time of passing the relevant election proposal at the shareholders' general meeting.</del></p>
<p><b>Article 98</b> In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a general meeting, the Company shall implement a specific scheme thereon within two <u>(2)</u> months after the end of the general meeting.</p>	<p><b>Article 127</b> In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a <del>shareholders'</del> general meeting, the Company shall implement a specific scheme thereon within two months after the end of the <del>shareholders'</del> general meeting.</p>

## Chapter 5 the Party Committee

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 99</b> <u>According to the Party Constitution, Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial) and other requirements, and with the approval of the superior Party organizations,</u> the Company shall set up the CPC Party Committee of China Communications Construction Company Limited. Meanwhile, <u>in accordance with relevant requirements,</u> the Company shall set up a discipline inspection committee of the Party.</p>	<p><b>Article 229</b> The Company shall set up the CPC Party Committee of China Communications Construction Company Limited (hereinafter referred to as the “Party Committee”). The Party Committee shall consist of one secretary and certain other members. The Chairman of the Board and the secretary to the Party Committee shall be held by the same individual <del>in principle</del> and the Company shall <del>appoint</del> a deputy secretary who shall be mainly responsible for Party construction. Eligible Party members may join the Board, Supervisory Committee and management through statutory procedures. Eligible Party members in the Board, Supervisory Committee and management may join the Party Committee in accordance with relevant requirements and procedures. <del>Based on the working needs, the Party Committee of the Company shall set up a standing party committee (hereinafter referred to as the “Standing Party Committee”) in accordance with relevant rules.</del> Meanwhile, the Company shall set up a discipline committee according to relevant requirements, <del>which shall consist of one secretary and certain other members.</del></p>
N/A	<p><del><b>Article 230</b>—The Company shall ensure the drawing of plans on Party building, establish Party organization and working bodies, equip responsible members for Party organization and relevant personnel for Party-related affairs and commence Party construction works amid the reform of the Company so as to achieve the interconnection of mechanisms, policies, systems and works.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 100</b> <u>The Party Committee of the Company shall be elected by the Party member representative assembly, with each term generally lasting five (5) years. Upon the expiration of the term, a re-election shall be conducted as scheduled. The term of the discipline inspection committee of the Party shall be the same as that of the Party Committee.</u></p>	N/A
<p><b>Article 101</b> <u>The Party Committee of the Company generally consists of five (5) to eleven (11) members. There should be one (1) party secretary, and two (2) or one (1) deputy party secretary(ies).</u></p>	N/A
<p><b>Article 102</b> The Party Committee of the Company shall play the leadership role, providing direction, managing the overall situation, ensuring implementation, and discussing and making decisions on major business matters in accordance with the regulations. The major responsibilities are:</p> <ol style="list-style-type: none"> <li>(1) to enhance the building of politics of the Party, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</li> <li>(2) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;</li> </ol>	<p><b>Article 231</b> The Party Committee of the Company shall play the leadership role, providing direction, managing the overall situation, ensuring implementation, and discussing and making decisions on major business matters in accordance with the regulations. The major responsibilities of the Party Committee are:</p> <ol style="list-style-type: none"> <li>(1) to enhance the building of politics of the Party, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</li> <li>(2) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(3) to investigate and discuss the Company's significant operational and management matters and support the general meeting, the Board of Directors and the Executive Committee to exercise their rights and perform their duties in accordance with the laws;</p> <p>(4) to strengthen its leadership and gate keeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre team and talents team of the Company;</p> <p>(5) to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support the discipline inspection commission of the Company to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote Party self-governance exercised fully and with rigor into the grassroots level;</p> <p>(6) to strengthen the building of grassroot Party organizations and the Party member service, unit and lead officials and employees to devote themselves into the reform and development of the Company;</p>	<p>(3) to investigate and discuss the significant operational and management matters and support the general meeting, the Board of Directors, <del>the Supervisory Committee</del> and the Executive Committee to exercise their rights and perform their duties in accordance with the laws;</p> <p>(4) to strengthen its leadership and gate keeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre team and talents team of the Company;</p> <p>(5) to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support the discipline inspection commission of the Company to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote Party self-governance exercised fully and with rigor into the grassroots level;</p> <p>(6) to strengthen the building of grassroot Party organizations and the Party member service, unit and lead officials and employees to devote themselves into the reform and development of the Company;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(7) to lead the ideological and political work, the spirit and civilization construction, and the united front work of the Company and lead mass organizations such as the labour union, the Communist Youth League and women's organization.</p> <p>(8) <u>to conduct inspection as needed, establish inspection body, and, in principle, carry out inspection and supervision over the subordinate Party organizations in accordance with the Party's organizational hierarchy and the authority over cadre management;</u></p> <p>(9) <u>to discuss and decide on other important matters within the scope of responsibilities of the Party Committee.</u></p>	<p>(7) to lead the ideological and political work, the spirit and civilization construction, and the united front work of the Company and lead mass organizations such as the labour union, the Communist Youth League and women's organization.</p>
<p><b>Article 103</b> <u>The list of major business and management matters shall be formulated in accordance with relevant regulations. Major business and management matters shall be studied and discussed by the Party Committee before the Board makes a decision in accordance with its functions and powers and specified procedures.</u></p>	<p><b>Article 232</b> <del>The Party Committee shall formulate the relevant working rules and rules of procedures to have detailed requirements on the working rules for the Party Committee as well as the contents and decision-making procedures for the Standing Party Committee of the Company in order to ensure the work quality and efficiency of the Party Committee and Standing Party Committee of the Company; improve and complete the system and mechanism for the Party Committee's participating in the decision making process on major issues and give full play to the leadership role of the Party Committee of the Company.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 104</b> <u>The Company will adhere to and improve a “bidirectional access, cross appointment” leadership mechanism.</u> Eligible Party members may join the Board and management through statutory procedures. Eligible Party members in the Board and management may join the Party Committee in accordance with relevant requirements and procedures.</p> <p>The secretary to the Party Committee and the Chairman of the Board shall be held by the same individual, <u>and the president of the Party is generally the deputy secretary of the Party Committee.</u> The Party Committee shall appoint a deputy secretary who shall be mainly responsible for Party construction, <u>who generally joins the Board and does not hold any position in the management.</u></p>	N/A

## Chapter 6 Directors and the Board

## Section 1 General Provisions in Relation to Directors

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 105</b> A director of a Company is a natural person and in any of the following circumstances shall be disqualified for serving as a director of the Company:</p> <p>(1) civil incompetence or limited civil competence;</p> <p>(2) For penalty on a crime of corruption, bribery, encroachment of property, embezzlement or disrupting socialist economic order, or no more than five (5) years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime, <u>or no more than two (2) years have lapsed since termination of the probationary period in the case of probation;</u></p> <p>(3) no more than three (3) years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or president and was personally liable for the bankruptcy;</p>	<p><b>Article 211</b> A person in any of the following circumstances shall be disqualified for serving as a director, <del>supervisor, president or other senior management members</del> of the Company:</p> <p>(1) civil incompetence or limited civil competence;</p> <p>(2) no more than five (5) years have lapsed since termination of the execution period for penalty on a crime of corruption, bribery, encroachment of property, embezzlement or disrupting socialist economic order, <del>or no more than five (5) years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime;</del></p> <p>(3) no more than three (3) years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or president and was personally liable for the bankruptcy;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(4) no more than three (3) years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable;</p> <p>(5) a person who is listed as a dishonest judgment debtor subject to enforcement by the People's Court for being liable for a relatively large amount of personal debt overdue but unpaid;</p> <p>(6) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;</p> <p>(7) <u>persons who have been publicly determined by a stock exchange to be unfit to serve as directors, senior management personnel of a listed company and the period of such determination has not elapsed;</u></p> <p>(8) other circumstances specified by the laws, administrative regulations and rules of regulatory authorities or required by the applicable securities regulators and stock exchange(s).</p> <p>For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office <u>and cease his performance of duties.</u></p>	<p>(4) no more than three (3) years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable;</p> <p>(5) a relatively large amount of personal debt is overdue but remains unpaid;</p> <p>(6) <del>the person is under investigation by the judicial authorities after a claim has been brought for breaking criminal law, pending conclusion of the case;</del></p> <p>(7) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;</p> <p>(8) <del>no more than five (5) years have lapsed since the person was found guilty of violating relevant securities regulations and involved in fraud or dishonesty as adjudged by relevant regulatory authorities;</del></p> <p>(9) <del>the person is not a natural person;</del></p> <p>(10) other circumstances specified by the laws, administrative regulations and rules of regulatory authorities or required by the applicable securities regulators and stock exchange(s).</p> <p>For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 106</b> Directors shall be elected or changed by the general meeting, and may be dismissed by the general meeting before their terms are expired. The term of office of directors is three (3) years, renewable upon re-election at its expiry.</p> <p>The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the Board. In the event that the term of a director falls upon expiry whereas the new member of the Board is not re-elected in time, the existing director shall continue to perform his duties in accordance with laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p>Directors may hold a concurrent post as senior management member of the Company, provided that the total number of directors who are serving concurrently as senior management members <u>and the directors held by employee representatives</u> shall not exceed half (1/2) of the total number of the Company's directors.</p> <p><u>There shall be one (1) employee representative of the Company among the members of the Board. The employee representative director shall be elected by the employees of the Company through the employee representative meeting or other democratic procedures.</u></p>	<p><b>Article 137</b> Directors shall be elected or changed by the general meeting, and may be dismissed by the general meeting before their terms are expired. The term of office of directors is three (3) years, renewable upon re-election at its expiry.</p> <p><del>Written notice of the intention to nominate director candidates and their consent to accept the nomination shall be lodged with the Company no later than seven (7) days before the holding of the general meeting.</del></p> <p><del>The general meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations.</del></p> <p>The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the Board. In the event that the term of a director falls upon expiry whereas the new member of the Board is not re-elected in time, the existing director shall continue to perform his duties in accordance with laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p>Directors may hold a concurrent post as <del>President or other</del> senior management member of the Company, provided that the total number of directors who are serving concurrently as <del>President or other</del> senior management members shall not exceed half of the total number of the Company's directors.</p> <p><del>Directors are not required to hold any shares in the Company.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 107</b> The directors shall comply with laws, administrative regulations and these Articles of Association, and shall bear the following fiduciary obligations towards the Company, and shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their position to seek improper benefits.</p> <p>The directors shall bear the following fiduciary obligations towards the Company:</p> <ol style="list-style-type: none"> <li>(1) not to expropriate the Company's property or misappropriate the Company's funds;</li> <li>(2) not to open accounts in his own name or other individuals' names for the deposit of the Company's funds;</li> <li>(3) not to exploit his position to bribe or accept other illegal income;</li> <li>(4) not to directly or indirectly enter into any contract or perform any transaction with the Company without reporting to the Board or the general meeting and obtaining approval through a resolution of the Board or the general meeting in accordance with the provisions of these Articles of Association;</li> </ol>	<p><del><b>Article 215</b></del> In performing their duties, directors, supervisors, president and senior management members of the Company shall follow the principle of good faith and shall not put themselves in a situation where their own interests may conflict with their obligations. This principle shall include (but not be limited to) fulfilment of the following obligations:</p> <ol style="list-style-type: none"> <li><del>(1) to act honestly in the best interests of the Company;</del></li> <li><del>(2) to exercise powers within the terms of reference without ultra vires;</del></li> <li><del>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; unless and to the extent permitted by laws, administrative regulations or with the consent of informed shareholders at a general meeting, not to delegate the exercise of his discretion;</del></li> <li><del>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</del></li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(5) not to exploit his position to seek for himself or others any business opportunities that would otherwise belong to the Company, except when reported to the Board or the general meeting and approved by a resolution of the general meeting, or when the Company is unable to utilize such business opportunities according to the provisions of laws, administrative regulations, or these Articles of Association;</p> <p>(6) not to operate on his own or for others any business that is of the same kind as the Company's business without reporting to the Board or the general meeting and obtaining approval through a resolution of the general meeting;</p> <p>(7) not to accept commissions from transactions between others and the Company for their own benefit;</p> <p>(8) not to disclose the secrets of the Company without consent;</p> <p>(9) not to use his relationship to prejudice the Company's interests;</p> <p>(10) to fulfill other fiduciary obligations stipulated by laws, administrative regulations, rules of regulatory authorities and the Articles of Association.</p>	<p><del>(5) unless otherwise stipulated in the Articles of Association or otherwise consented by informed shareholders at a general meeting, not to enter into any contract, transaction or arrangement with the Company;</del></p> <p><del>(6) without the consent of informed shareholders at a general meeting, not to use the Company's property for his own benefits;</del></p> <p><del>(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property by any means, including but not limited to opportunities advantageous to the Company;</del></p> <p><del>(8) without the consent of informed shareholders at a general meeting, not to accept commissions in connection with any of the Company's transactions;</del></p> <p><del>(9) to abide by the Articles of Association, perform his official duties faithfully and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private benefits;</del></p> <p><del>(10) without the consent of informed shareholders at a general meeting, not to exploit his position to seek for himself or others any business opportunities that would otherwise belong to the Company, or to operate on his own or for others any business that is of the same kind as the Company's business;</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>Gains obtained by the directors in violation of this Article shall be counted in the interest of the Company and any loss incurred to the Company shall be compensated.</p> <p>When close relatives of directors or members of the senior management, enterprises directly or indirectly controlled by directors, members of the senior management or their close relatives, and other related parties having other affiliations with directors or members of the senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of paragraph 2 of this Article shall apply.</p>	<p><del>(11) not to misappropriate the Company's funds, and not to open accounts in his own name or other names for the deposit of the Company's assets or funds;</del></p> <p><del>(12) not to lend the Company's funds to others or provide a guarantee to a shareholder of the Company or other individuals with the Company's assets in violation of the Articles of Association or without consent of the general meetings or the Board;</del></p> <p><del>(13) not to use his relationship to prejudice the Company's interests;</del></p> <p><del>(14) unless otherwise permitted by informed shareholders at a general meeting, not to disclose the information acquired by him in confidentiality during his tenure; not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other competent government authorities is permitted in any of the following circumstances:</del></p> <p><del>(i) when so prescribed by the laws;</del></p> <p><del>(ii) when public interests so warrants;</del></p> <p><del>(iii) when so required for the own interests of the director, supervisor, president or other senior management member.</del></p> <p>Gains obtained by the aforesaid persons in violation of this Article shall be counted in the interest of the Company and any loss incurred to the Company shall be compensated.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 108</b> Directors <u>shall comply with laws, administrative regulations and these Articles of Association, fulfill the obligations with due diligence and perform duties with reasonable care that managers should ordinarily exercise in the best interests of the Company.</u></p> <p>Directors shall fulfill the following obligations with due diligence:</p> <ol style="list-style-type: none"> <li>(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</li> <li>(2) to treat all shareholders impartially;</li> <li>(3) to keep informed of the business operations and management of the Company;</li> <li>(4) to sign written confirmation for the Company's regular reports and to ensure the information disclosed by the Company is true, accurate and complete;</li> <li>(5) to honestly provide the <u>audit and risk committee</u> with relevant information, and not to interfere <u>the audit and risk committee</u> with the in performing their duties and powers;</li> <li>(6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, rules of regulatory authorities and the Articles of Association.</li> </ol>	<p><b>Article 214</b> <del>In exercising rights or fulfilling obligations, directors, supervisors, president and senior management members of the Company have the duty to act with due discretion, diligence and skills as a reasonable discreet person should do in similar circumstances, and shall fulfill the following obligations with due diligence:</del></p> <ol style="list-style-type: none"> <li>(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</li> <li>(2) to treat all shareholders impartially;</li> <li>(3) to keep informed of the business operations and management of the Company;</li> <li>(4) to ensure the information disclosed by the Company is true, accurate and complete within the scope of their duties;</li> <li>(5) to honestly provide the <del>supervisory committee</del> with relevant information, and not to interfere with the <del>supervisory committee or supervisors</del> in performing their duties and powers;</li> <li>(6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, rules of regulatory authorities and the Articles of Association.</li> </ol>
<p><b>Article 109</b> A director who cannot attend the meetings of the Board in person twice (2) consecutively nor appointed any other directors to attend on his behalf is deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.</p>	<p><b>Article 138</b> A director who cannot attend the meetings of the Board in person twice consecutively nor appointed any other directors to attend on his behalf is deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 110</b> Directors may resign before expiry of their terms of office. The directors to resign shall submit a written resignation report to <u>the Company</u>, <u>and the resignation shall take effect on the date the Company receives the resignation report</u>. In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office.</p>	<p><b>Article 139</b> Directors may request to resign before expiry of their terms of office. The directors to resign shall submit to <del>the Board</del> a written report in relation to their resignation. <del>The Board</del> shall disclose the relevant information within two (2) days.</p> <p>In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p><del>Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.</del></p>
<p><b>Article 111</b> <u>The Company has established a management system for director resignations, clearly specifying the safeguards for the recovery of liability and compensation for unfulfilled public commitments and other outstanding matters.</u> Upon a director's resignation becoming effective or at the expiry of his office, the director shall complete all handover procedures to the Board, and his fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective within <u>a period of two (2) years after his resignation</u>. <u>The obligations of a director arising from the performance of his duties during his term of office shall not be relieved or terminated by his resignation.</u></p>	<p><b>Article 140</b> Upon a director's resignation becoming effective or at the expiry of his office, the director shall complete all handover procedures to the Board, and his fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective <del>within a reasonable period stipulated under the Articles of Association.</del></p>
<p><b>Article 112</b> <u>The general meeting may remove a director by a resolution, which shall come into effect from the date on which such resolution is made.</u></p> <p><u>Where a director is removed from office prior to expiration of his term of office without reasonable cause, the director may demand compensation from the Company.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 113<sup>Note</sup></b> No directors shall act, in their personal capacity, on behalf of the Company or the Board if not provided in the Articles of Association or appropriately authorised by the Board. A director shall, when acting in his personal capacity, state his standing and identity in advance whenever a third party may reasonably believe that the said director is acting on behalf of the Company or the Board.</p>	<p><b>Article 141</b> No directors shall act, in their personal capacity, on behalf of the Company or the Board if not provided in the Articles of Association or appropriately authorised by the Board. A director shall, when acting in his personal capacity, state his standing and identity in advance whenever a third party may reasonably believe that the said director is acting on behalf of the Company or the Board.</p>
<p><b>Article 114</b> <u>If a director performs the duties of the Company and causes damage to others, the Company shall be liable for compensation; if the director acts with intent or gross negligence, he shall also bear the liability for compensation.</u></p> <p>A director who violates any laws, administrative regulations, rules of regulatory authorities or the Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.</p>	<p><b>Article 142</b> A director who violates any laws, administrative regulations, rules of regulatory authorities or the Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.</p>

## Section 2 the Board

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 115</b> A board of directors of the Company shall be established. The Board shall consist of seven <u>(7)</u> to nine <u>(9)</u> members, including one (1) Chairman and no more than <u>two</u> (2) Vice Chairmen. Chairman and Vice Chairman shall be elected and removed by a simple majority of votes of all directors. The term of office of Chairman and Vice Chairman is three (3) years and renewable upon re-election.</p>	<p><b>Article 153</b> A board of directors of the Company shall be established <del>to report to the Shareholders' general meeting.</del></p> <p><b>Article 154</b> The Board shall consist of seven (7) to nine (9) members, including one Chairman and <del>one to two</del> Vice Chairmen.</p> <p>Chairman and Vice Chairman shall be elected and removed by a simple majority of votes of all directors. The term of office of Chairman and Vice Chairman is three (3) years and renewable upon re-election.</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 116</b> The Board of Directors shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene general meetings and report to the meetings;</li> <li>(2) to implement the resolutions passed at general meetings;</li> <li>(3) to formulate the Company's development strategies and plans;</li> <li>(4) <u>to determine the Company's business plans, investment plans, investment and financing schemes, and investment projects above certain amounts;</u></li> <li>(5) <u>to determine the Company's annual financial budget plan and final accounts plan;</u></li> <li>(6) to formulate the Company's profit distribution plan and loss recovery plan;</li> <li>(7) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;</li> <li>(8) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;</li> </ol>	<p><b>Article 155</b> The Board shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene general meetings and report to the meetings;</li> <li>(2) to implement the resolutions passed at general meetings;</li> <li>(3) to determine the Company's business plans and investment and financing schemes;</li> <li>(4) <del>to prepare</del> the Company's annual financial budget and final accounts;</li> <li>(5) to formulate the Company's profit distribution plan and loss recovery plan;</li> <li>(6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;</li> <li>(7) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;</li> <li>(8) to determine matters relating to the Company's <del>external investment, asset acquisition and disposal, asset mortgage/pledge, external guarantee,</del> asset management mandate; <del>connected transaction</del> and external donation within the authorisation of the general meeting;</li> </ol>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(9) <u>to determine issuance of shares not exceeding twenty percent (20%) of the shares in issue within one (1) year in accordance with the authorization of the general meeting, but the funding with non-monetary assets as consideration shall be resolved by the general meeting;</u></p> <p>(10) <u>to determine buyback of the Company's shares under the following circumstances:</u></p> <ol style="list-style-type: none"> <li>1. <u>shares are used for employee stock ownership plan or equity incentive;</u></li> <li>2. <u>shares are used for conversion of corporate bonds issued by the Company that are convertible into stocks;</u></li> <li>3. <u>it is necessary for the Company to maintain its value and shareholders' interests.</u></li> </ol> <p><u>In the event that the laws, regulations, and relevant rules of the securities competent authorities and stock exchanges in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.</u></p> <p>(11) <u>to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction, external donation and financial assistance; the matters, if subject to resolutions made at the general meeting under the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the general meeting for approval;</u></p>	<p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to determine the plans for conversion, division, reorganisation or dissolution of the Company's subsidiaries;</p> <p>(11) to determine the income distribution plans for the Company's employees;</p> <p>(12) to determine the establishment and cancellation of the Company's branches;</p> <p>(13) to appoint or dismiss the Company's President, the secretary of the Board <del>and the chairmen of the special committees of the Board</del>; and pursuant to the president's nominations, to appoint or dismiss senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(12) <u>to determine the financial assistance provided by the Company for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed ten percent (10%) of the total issued share capital;</u></p> <p>(13) <u>to determine the issuance of corporate bonds within the authorisation of the general meeting;</u></p> <p>(14) to determine the establishment of the Company's internal management structure;</p> <p>(15) to determine the establishment and cancellation of the Company's branches and subsidiaries, and the plans for conversion, division, reorganisation or dissolution of the Company's subsidiaries;</p> <p>(16) to determine the major income distribution plans for the Company's employees, <u>and formulate equity incentive plan and employee stock ownership plan;</u></p> <p>(17) <u>to determine</u> the appointment or dismissal of the Company's president, the secretary of the Board, <u>and decide on their remuneration, rewards and penalties;</u> pursuant to the president's nominations, to determine the appointment or dismissal of senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties; and decide on the head of the internal audit institution;</p>	<p>(14) to formulate the Company's basic management system;</p> <p>(15) to determine and to monitor the implementation of the Company's risk management system, including risk assessments, financial control, internal audit and legal risk control;</p> <p>(16) to formulate the proposed amendments to the Articles of Association;</p> <p>(17) to deal with information disclosures of the Company;</p> <p>(18) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;</p> <p>(19) to receive work report submitted by the president and to review his performance;</p> <p>(20) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association and conferred by the <del>shareholders</del> at general meetings.</p> <p>The Board's resolutions on the matters in the preceding paragraph, <del>save for items (6), (7) and (16) which shall require the consent of two-thirds or more of the directors,</del> shall be passed by a simple majority of all directors unless otherwise expressly specified in the listing rules of the jurisdiction where the shares are listed or the Articles of Association.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(18) to formulate the Company's basic management system;</p> <p>(19) to determine and to monitor the implementation of the Company's risk management system, including risk assessments, financial control, internal audit and legal risk control;</p> <p>(20) to formulate the proposed amendments to the Articles of Association;</p> <p>(21) to deal with information disclosures of the Company;</p> <p>(22) to formulate the Company's major accounting policies and accounting estimate change plans;</p> <p>(23) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;</p> <p>(24) to receive the work report submitted by the president and to review his performance;</p> <p>(25) <u>to formulate the work report of the Board;</u></p> <p>(26) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association and conferred by the general meetings.</p> <p><u>The share issuance in item (9) and the financial assistance in item (12) in the first paragraph of this Article shall be considered by the Board and passed by two-thirds (2/3) or more of all directors.</u></p> <p><u>The buyback of shares in item (10) in the first paragraph of this Article shall be considered by the Board and passed by a simple majority of all directors, and two-thirds (2/3) or more of directors shall be present at the Board meeting.</u></p>	<p>Under necessary, reasonable and legitimate circumstances, <del>the Board may authorise the president and the management of the Company to determine</del> the specific issues which are relevant to the matters being resolved but are unable or unnecessary to be determined immediately at a board meeting.</p> <p><del>In case of a subject matter falling within the scope of ordinary resolution, an authorization by the Board to the president and the management shall be passed by a simple majority of all directors; or in case of a significant matter, by two-thirds or more of all members of the Board. The content of authorisation shall be clear and specific.</del></p> <p><del>Resolutions made by the Board in relation to connected transactions shall not come into effect until signed by independent directors.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>The external guarantee in item (11), and the financial assistance in the first paragraph of this Article shall be considered by the Board and passed by a simple majority of all directors, and shall also be approved by two-thirds (2/3) or more of directors present at the Board meeting.</u></p> <p><u>Where the Board's decisions on the share issuance or share repurchase result in change in the Company's registered capital or the number of issued shares, amendments to the relevant provisions of the Articles of Association regarding such matters shall not require further approval by the general meeting.</u></p> <p>The Board's resolutions on the <u>remaining</u> matters in the <u>first paragraph of this Article</u> paragraph shall be passed by a simple majority of all directors unless otherwise expressly specified in the listing rules of the jurisdiction where the shares are listed or the Articles of Association.</p> <p>Under necessary, reasonable and legitimate circumstances, <u>the Board may, subject to the approval of a simple majority of all directors, authorise the chairman and the president to exercise certain duties and powers to determine the specific issues which are relevant to the matters being resolved but are unable or unnecessary to be determined immediately at a Board meeting. The Board shall be the responsible party for regulating the management of the delegation and shall not be exempted from the responsibilities stipulated in the laws, administrative regulations, state-owned assets regulatory rules and normative documents by virtue of the delegation.</u></p>	
<p><b>Article 117</b> The Board shall explain to the general meeting any non-standard audit opinions issued by the certified public accountants on the Company's financial statements.</p>	<p><b>Article 164</b> The Board shall explain to the general meeting any non-standard audit opinions issued by the certified public accountants on the Company's financial statements.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 118</b> The Board shall formulate the rules of procedures for the Board to ensure its implementation of the resolutions passed at the general meeting to enhance efficiency and to ensure scientific decision making.</p>	<p><b>Article 156</b> The Board shall formulate the rules of procedures for the Board to ensure its implementation of the resolutions passed at the general meeting to enhance efficiency and to ensure scientific decision making. <del>Such rules of procedures, as one of the appendices to the Articles of Association defining the convening and voting procedure of board meetings, shall be formulated by the Board and subject to approval by the general meeting.</del></p>
<p><b>Article 119</b> In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction and external donation, the Board shall establish strict examination and decision making procedures; and organise relevant experts and professionals to make assessments on major investment projects.</p> <p>Prior to making decisions on material issues of the Company, the Board of Directors shall first hear the opinions of the Party Committee. When the Board appoints senior management members of the Company, the Party Committee shall consider and provide opinions on the candidates nominated by the Board of Directors or the president, or recommend nominees to the Board of Directors or the president.</p>	<p><b>Article 165</b> In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage or pledge, external guarantee, asset management mandate, connected transaction and external donation, the Board shall establish strict examination and decision making procedures; and organise relevant experts and professionals to make assessments on major investment projects.</p> <p>Prior to making decisions on material issues of the Company, the Board of Directors shall first hear the opinions of the Party Committee. When the Board appoints senior management members of the Company, the Party Committee shall consider and provide opinions on the candidates nominated by the Board of Directors or the president, or recommend nominees to the Board of Directors or the president.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p><del><b>Article 163</b>—The Board shall not, without prior approval of shareholders in a shareholders’ general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds thirty-three percent of the value of the Company’s fixed assets as stated in the latest balance sheet approved by the general meeting.</del></p> <p><del>A “disposal of fixed assets” as referred to in this Article includes the transferral of interest in certain assets but excludes the usage of fixed assets for provision of guarantee.</del></p> <p><del>The effectiveness of transaction of the Company’s disposal of fixed assets will not be affected by a breach of the first paragraph of this Article.</del></p> <p><del>The aforesaid matters, if subject to consideration at the general meeting under relevant laws and regulations or the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the general meeting for approval.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 120</b> The Chairman of the Board shall <u>carry out the affairs of the Company and</u> perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over board meetings;</li> <li>(2) to <u>procure and</u> check the <u>execution</u> of resolutions of board meetings;</li> <li>(3) to sign securities certificates issued by the Company;</li> <li>(4) to define the systems necessary for the operations of the Board, and to coordinate its operation;</li> <li>(5) to sign important documents of the Board and, on behalf of the Company, the legally binding important documents;</li> <li>(6) <u>to nominate a candidate for the secretary of the Board;</u></li> <li>(7) to exercise special disposition power on corporate events in accordance with the laws and the Company's interests in case of force majeure or an emergency that precludes the convening of a board meeting on a timely basis, and provide post-event reports to the Board;</li> </ol>	<p><b>Article 166</b> The Chairman of the Board shall perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over board meetings;</li> <li>(2) to check the <del>implementation</del> of resolutions of board meetings;</li> <li>(3) to sign securities certificates issued by the Company;</li> <li>(4) to define the systems necessary for the operations of the Board, and to coordinate its operation;</li> <li>(5) to sign important documents of the Board and, on behalf of the Company, the legally binding important documents;</li> <li>(6) to exercise special disposition power on corporate events in accordance with the laws and the Company's interests in case of force majeure or an emergency that precludes the convening of a board meeting on a timely basis, and provide post-event reports to the Board;</li> <li>(7) to exercise certain duties and powers of the Board as authorised by the Board during the intermission of board meetings;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(8) to exercise certain duties and powers of the Board as authorised by the Board during the intermission of board meetings;</p> <p>(9) other duties and powers under the laws and regulations and the Articles of Association.</p>	<p>(8) other duties and powers under the laws and regulations and the Articles of Association;</p> <p><del>(9) other duties and powers as authorised by the Board.</del></p> <p><del>In the event that the Chairman is unable to exercise his duties and powers, the Chairman may designate a Vice Chairman to exercise on his behalf.</del></p>
<p><b>Article 121</b> The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, such duties shall be performed by the Vice Chairman (or by the Vice Chairman to be elected by <u>more than</u> half of all directors in the event that there are two <u>(2)</u> Vice Chairmen); If the Vice Chairman is unable or fails to perform his duties, one <u>(1)</u> director shall be elected jointly by <u>more than</u> half of all directors to perform such duties.</p>	<p><b>Article 167</b> The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, such duties shall be performed by the Vice Chairman (or by the Vice Chairman to be elected by half <del>or more</del> of all directors in the event that there are two or more Vice Chairmen); If the Vice Chairman is unable or fails to perform his duties, a director shall be elected jointly by half <del>or more</del> of all directors to perform such duties.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 122</b> Board meetings include regular meetings and extraordinary meetings. The Board shall at least hold <u>two (2)</u> regular meeting in the first half and in the second half of each year respectively. Board meetings shall be convened by the Chairman. Notice of the meeting shall be served on all directors <u>fourteen (14)</u> days before the date of the meeting.</p>	<p><b>Article 168</b> Board meetings include regular meetings and extraordinary meetings. The Board shall at least hold one regular meeting <del>in the first half and in the second half</del> of each year respectively. Board meetings shall be convened by the Chairman. Notice of the meeting shall be served on all directors and supervisors ten (10) days before the date of the meeting.</p> <p>The Chairman of the Board shall convene an extraordinary board meeting within ten (10) days if:</p> <ol style="list-style-type: none"> <li>(1) it is proposed by shareholders holding more than one-tenth of the Company's voting shares;</li> <li>(2) it is proposed by more than one-third of the Directors;</li> <li>(3) <del>it is proposed by the Supervisory Committee;</del></li> <li>(4) the Chairman of the Board deems it necessary;</li> <li>(5) it is proposed by <del>more than half</del> of independent directors;</li> <li>(6) it is proposed by the president;</li> <li>(7) other circumstance specified in laws, administrative regulations and these Articles of Association arises.</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 123</b> The Chairman of the Board shall convene and preside over an extraordinary board meeting within ten <u>(10)</u> days after receiving the proposal if:</p> <ol style="list-style-type: none"> <li>(1) it is proposed by shareholders holding more than one-tenth <u>(1/10)</u> of the Company's voting shares;</li> <li>(2) <u>it is proposed by</u> more than one-third <u>(1/3)</u> of the Directors <u>or audit and risk committee</u>;</li> <li>(3) the Chairman of the Board deems it necessary;</li> <li>(4) it is proposed by <u>more than half of</u> independent directors;</li> <li>(5) it is proposed by the president;</li> <li>(6) other circumstance specified in laws, administrative regulations and these Articles of Association arises.</li> </ol>	<p>N/A</p>
<p><b>Article 124</b> The Board Office shall send the written notice of meeting bearing its seal to all directors, president and the secretary of the Board within <u>fourteen (14)</u> days or five (5) days respectively before a regular or extraordinary board meeting.</p> <p>Where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting.</p>	<p><b>Article 169</b> The Board Office shall send the written notice of meeting bearing its seal to all directors <del>and supervisors</del>, president and the secretary of the Board <del>by hand, fax, email or other modes</del> within ten (10) days or five (5) days respectively before a regular or extraordinary board meeting. <del>Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</del></p> <p>Where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 125</b> A written notice of board meeting shall at least include:</p> <ol style="list-style-type: none"> <li>(1) time, venue <u>and duration</u> of the meeting;</li> <li>(2) the form of the meeting;</li> <li>(3) matters to be considered (proposals to the meeting);</li> <li>(4) convener and chair of the meeting, the proponent of the extraordinary meeting and his written proposal;</li> <li>(5) meeting materials needed for voting of directors;</li> <li>(6) requirement for directors to attend the meeting in person or by proxy;</li> <li>(7) date on which the notice is sent, contact person and means of contact.</li> </ol> <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the extraordinary board meeting due to emergency.</p>	<p><b>Article 170</b> A written notice of board meeting shall at least include:</p> <ol style="list-style-type: none"> <li>(1) time and venue of the meeting;</li> <li>(2) the form of the meeting;</li> <li>(3) matters to be considered (proposals to the meeting);</li> <li>(4) convener and chair of the meeting, the proponent of the extraordinary meeting and his written proposal;</li> <li>(5) meeting materials needed for voting of directors;</li> <li>(6) requirement for directors to attend the meeting in person or by proxy;</li> <li>(7) date on which the notice is sent, contact person and means of contact.</li> </ol> <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the extraordinary board meeting due to emergency.</p>
<p><b>Article 126</b> A board meeting shall be attended by a simple majority of all directors. If the quorum of the meeting cannot be met as a result of any director's refusal to attend or absence without reasons, the Chairman and the secretary of the Board shall report to the regulatory authorities in time.</p> <p>The President and the secretary of the Board, if not serving as directors concurrently, shall attend board meetings. <u>The head of the disciplinary committee may attend board meetings. The convenor of a meeting may, if considered necessary, notify other relevant persons to attend the board meeting.</u></p>	<p><b>Article 171</b> A board meeting shall be attended by a simple majority of all directors. If the quorum of the meeting cannot be met as a result of any director's refusal to attend or absence without reasons, the Chairman and the secretary of the Board shall report to the regulatory authorities in time.</p> <p><del>Supervisors may attend board meetings.</del> The President and the secretary of the Board, if not serving as directors concurrently, shall attend board meetings. The chair of meeting may, if considered necessary, notify other relevant persons to attend the board meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 127</b> <u>If a director has a connected relationship with an enterprise or individual involved in a matter of the resolutions of the Board Meeting, such director shall promptly submit a written report to the Board. Such related director may not exercise his right to vote regarding such resolution, nor may he exercise the voting right of another director as such director's proxy thereon. Such a Board meeting may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require adoption by more than half of the directors without a connected relationship. If the Board meeting is attended by less than three (3) directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.</u></p>	N/A
<p><b>Article 128</b> <u>Convening and voting of a meeting of the Board shall be conducted either on site or by teleconference, video conference or other means of electronic communication. An extraordinary board meeting may be held and voted by way of circulation of written resolutions, which shall be signed by the attending directors, so long as the directors are able to fully express their opinions.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 129</b> In principle, directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other director to attend the meeting on his behalf. The power of attorney shall set out <u>the name of the proxy, the matters represented, scope of authorization and validity period</u>, and shall be signed or sealed by <u>the principal</u>. The appointed director who attends <u>the meeting shall exercise rights of directors within the scope of authorisation</u>. A director failing to attend board meetings either in person or by proxy is deemed <u>as</u> having waived his right to vote at the meeting.</p>	<p><b>Article 172</b> In principle, directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other director to attend the meeting on his behalf. The power of attorney shall set out:</p> <ul style="list-style-type: none"> <li>(1) <del>names of the principal and the proxy;</del></li> <li>(2) <del>brief opinions of the principal on each proposal;</del></li> <li>(3) <del>scope and term of validity of the authorisation and the principal's directions for voting intent on respective proposals;</del></li> <li>(4) <del>signature of the principal, date, etc.</del></li> </ul> <p>The director who appoints other director to sign a written confirmation on regular report on his behalf shall specify such authorisation in the power of attorney.</p> <p>The proxy director shall present the power of attorney in written to the chair of meeting and explain proxy attendance in the attendance book, and shall exercise rights of directors within the scope of authorisation. A director failing to attend a board meeting either in person or by proxy <u>shall be</u> deemed <u>as</u> having waived his right to vote at the meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 173</b> — After adequate discussion of each proposal, the chair of meeting shall timely request the attending directors to vote.</del></p> <p><del>Each director attending the meeting has a ballot of voting right in the forms such as open ballot and written.</del></p> <p><del>The voting intent of a director may be “for”, “against” or “abstain”, from which each attending director shall choose one. The chair of meeting shall require those who fail to choose or simultaneously choose two or more intents to re-choose, otherwise such directors shall be deemed as having abstained from voting; anyone who has left the meeting midway without coming back and failed to choose shall be deemed as having abstained from voting.</del></p>
N/A	<p><del><b>Article 174</b> — Except as specified in Article 175 herein, a resolution on a proposal considered and passed at a board meeting shall be voted for by more than half of all directors, each entitled to one ballot. If the approval of more directors is required in reaching the resolutions of the board meeting by laws, administrative regulations and the Articles of Association, such requirements shall apply.</del></p> <p><del>A resolution made by the Board on any guarantee within its scope of authority in accordance with the Articles of Association shall be subject to the approval of a simple majority of all directors and two-thirds or more of the directors present at the meeting.</del></p> <p><del>If different resolutions conflict with each other in content and meanings, the resolution formed later shall prevail.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 175</b> — In any of the following circumstances, a director shall abstain from voting on relevant proposals and shall not vote on half of other directors:</p> <p>(1) — where the director shall abstain from voting as required by the listing rules of the stock exchange(s) on which the Company's shares are listed;</p> <p>(2) — where the director himself considers he should abstain from voting;</p> <p>(3) — other circumstances that the director is connected with the enterprises that are involved in proposals of the meetings and shall therefore abstain from voting as required by the Articles of Association.</p> <p>Where any director abstains from voting, the relevant board meeting may be held with attendance of a simple majority of non-connected directors, and the resolutions made shall be passed by a simple majority of non-connected directors. If the number of non-connected directors present at the meeting is less than three (3), the relevant proposals shall not be voted on and shall be submitted to the general meeting for consideration.</p>
N/A	<p><b>Article 176</b> — Where one-fourth or more of the attending directors or two or more independent directors consider any proposal not clear or specific, or that judgement cannot be made due to other reasons including inadequate meeting materials, such directors may jointly request that the board meeting or the discussion of certain matters at the meeting to be postponed, and the Board shall accept such request.</p> <p>The directors who propose for postponing the voting shall put forward specific requirements for reconsideration of the subject proposal.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 130</b> The decisions on the matters considered at board meetings shall be recorded as minutes, which shall be signed by the attending directors and the secretary of the Board.</p> <p><u>The minutes of the board meetings shall be kept as archives of the Company for a period of not less than ten (10) years.</u></p>	<p><b>Article 177</b> The decisions on the matters considered at board meetings shall be recorded as minutes, which shall be signed by the attending directors, the secretary of the Board <del>and persons recording the minutes</del>. Directors shall be liable for the resolutions of the Board. <del>Where a resolution of the Board violates the laws, administrative regulations or the Articles of Association and results in serious losses to the Company, the directors involved in such resolution shall be liable for indemnification to the Company, provided that the director who has expressly objected to the resolution put forward for voting which is proven and recorded in the minutes of the meeting can be exempted from such liabilities.</del></p>
<p><b>Article 131</b> The board meeting minutes shall include the followings:</p> <ol style="list-style-type: none"> <li>(1) numbering and session, date, venue, <u>the name of the convener and the chair</u> of the meeting;</li> <li>(2) the names of the attending directors and the names of directors (proxies) attending the board meeting upon appointment by others;</li> <li>(3) meeting agenda;</li> <li>(4) the gist of speech of directors;</li> <li>(5) voting method and result in respect of each resolution (the voting result shall provide the number of votes of “for”, “against” or “abstain” respectively);</li> </ol>	<p><b>Article 178</b> The meeting minutes shall include the following:</p> <ol style="list-style-type: none"> <li>(1) numbering and session, time, venue <del>and form</del> of the meeting;</li> <li>(2) <del>despatching of the notice of meeting;</del></li> <li>(3) <del>convener and chair of the meeting;</del></li> <li>(4) <del>information of the directors attending in person or by proxy;</del></li> <li>(5) <del>the proposals considered at the meeting; the gist of speech, key opinions on relevant matters and voting intents for the proposals of each director;</del></li> <li>(6) <del>voting method and result in respect of each proposal (provide the number of votes of “for”, “against” and “abstain” respectively);</del></li> <li>(7) <del>other matters to be recorded in the opinion of the attending directors.</del></li> </ol>



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<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 179</b> Archives of board meetings, including notices of meeting, meeting materials, attendance book, power of attorney for attendance by proxy, voice recording of meeting, ballots, meeting minutes signed by the attending directors for confirmation, meeting summaries, resolution records, announcement of resolutions, etc., shall be kept by the secretary of the Board.</del></p> <p>Archives of board meetings shall be kept for at least ten (10) years.</p>

## Section 3 Independent Directors

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 132</b> An independent director shall conscientiously perform their duties and play a role in decision-making, exercising supervisory checks and balances and providing professional advice as a member of the Board pursuant to laws and administrative regulations, the provisions of the CSRC, the stock exchange(s) and the Articles of Association, thus safeguarding the overall interests of the Company and protecting the lawful interests of minority shareholders.</p> <p>Independent director of the Company refers to a director who holds no position other than as a director of the Company, has no connection with the Company and its substantial shareholders (defined as shareholders severally or jointly holding five percent (5%) or more interests in total number of shares in the Company with voting rights) which might hamper his independent and objective judgment, and complies with the requirements on independence as stipulated in the rules of the stock exchange(s) on which the Company's shares are listed.</p>	<p><del><b>Article 143</b> The Company shall have independent directors. In performing their duties, independent directors shall pay close attention to legitimate rights and interests of minority shareholders.</del></p> <p><del>Unless otherwise specified in this section, independent directors are subject to provisions regarding the qualifications and obligations of directors as set out in Chapter 14 hereof and the relevant provisions of the regulations of the jurisdiction where the shares of the Company are listed.</del></p> <p><b>Article 144</b> Independent director of the Company refers to a director who holds no position other than as a director of the Company, has no connection with the Company and its substantial shareholders (defined as shareholders severally or jointly holding five percent or more interests in total number of shares in the Company with voting rights) which might hamper his independent and objective judgment, and complies with the requirements on independence as stipulated in the rules of the stock exchange(s) on which the Company's shares are listed.</p>
<p>At least one-third (<u>1/3</u>) of the members of the Board shall be independent directors, including at least one accounting professional. The Company shall make up for the number of independent directors as required herein to fill a vacancy due to any independent director failing to meet the requirements on independence or otherwise being found unsuitable for performing the duties as an independent director.</p> <p>The term of office of independent directors is the same as other directors of the Company, renewable upon re-election at its expiry, provided that the renewed term shall not exceed six (6) years.</p>	<p><b>Article 147</b> At least one-third of the members of the Board shall be independent directors, including at least one accounting professional. The Company shall make up for the number of independent directors as required herein to fill a vacancy due to any independent director failing to meet the requirements on independence or otherwise being found unsuitable for performing the duties as an independent director.</p> <p><b>Article 149</b> The term of office of independent directors is the same as other directors of the Company, renewable upon re-election at its expiry, provided that the renewed term shall not exceed six (6) years.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 133</b> Independent directors must maintain independence. The following persons shall not serve as independent directors:</p> <p>(1) any person employed by the Company or its subsidiaries and his immediate family members and major social connections (the former refer to spouses, parents and children, and the latter refer to siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouses, etc.);</p> <p>(2) any natural person shareholders who directly or indirectly hold one percent (1%) or more of the Company's issued shares or are among the top ten (10) shareholders of the Company and their immediate family members;</p> <p>(3) any person employed by a corporate shareholder which directly or indirectly holds five percent (5%) or more of the Company's issued shares or employed by a corporate shareholder which is among the top five corporate shareholders of the Company and his immediate family members;</p> <p>(4) any person employed by the controlling shareholders, ultimate beneficial owner of the Company and its subsidiaries <u>and his immediate family members</u>;</p>	<p><b>Article 146</b> The following persons shall not serve as independent directors:</p> <p>(1) any person employed by the Company or its subsidiaries and his immediate family members and major social connections (the former refer to spouses, parents and children, and the latter refer to siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouses, etc.);</p> <p>(2) any natural person shareholders who directly or indirectly hold one percent or more of the Company's voting shares or are among the top ten shareholders of the Company and their immediate family members;</p> <p>(3) any person employed by a corporate shareholder which directly or indirectly holds five percent or more of the Company's voting shares or employed by a corporate shareholder which is among the top five corporate shareholders of the Company and his immediate family members;</p> <p>(4) any person employed by the ultimate beneficial owner <del>of the listed company</del> and its subsidiaries;</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(5) any persons providing financial, legal or, consulting <u>or sponsorship</u> services to the Company and its controlling shareholders, <u>ultimate beneficial owner</u> or their respective subsidiaries, including <u>but not limited to</u> all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners, <u>directors, senior management</u> and principal officers in charge;</p> <p>(6) any person which have significant business relations with the Company and its controlling shareholders, ultimate beneficial owner or their respective subsidiaries, or any person serving in the said companies and their controlling shareholders or ultimate beneficial owner;</p> <p>(7) any person who fell into to the aforesaid clauses (1) to (6) within the preceding twelve (12) months;</p> <p>(8) <u>any other person who do not have independence as prescribed by laws, administrative regulations, the provisions of the CSRC, securities trading business rules, regulations of the jurisdiction where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>The subsidiaries of the controlling shareholders or ultimate beneficial owner of the Company as mentioned in the aforesaid clauses (4) to (6) shall not include an enterprise controlled by the same state-owned assets management authority as the Company and not affiliated with the Company according to the relevant provisions.</u></p> <p><u>Independent directors shall conduct an annual self-examination of their independence and submit the self-examination result to the Board. The Board shall assess the independence of incumbent independent directors each year and issue special opinions thereon, which shall be disclosed together with the annual report.</u></p>	<p>(5) any persons providing financial, legal or consulting services to the Company and its controlling shareholders or their respective subsidiaries, including all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners and principal officers in charge;</p> <p>(6) any person <del>serving as director, supervisor or senior management member in the companies</del> which have significant business relations with the Company and its controlling shareholders or his respective subsidiaries, or any person <del>serving as director, supervisor or senior management members</del> in the controlling shareholders of the said companies;</p> <p>(7) any person who fell into to the aforesaid categories (1) to (6) within the preceding year;</p> <p><del>(8) any other person excluded from the position of independent director by the Articles of Association;</del></p> <p><del>(9) any other person determined by the CSRC or the stock exchange(s) as inappropriate candidates to independent directors.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 134</b> An independent director shall have the qualifications that matches the duties he performs and meet the following requirements:</p> <ol style="list-style-type: none"> <li>(1) being qualified for holding the position of independent director in a listed company in accordance with the laws, administrative regulations and other relevant requirements;</li> <li>(2) <u>complying with the independence requirements stipulated in the Articles of Association</u>, performing duties independently and not being affected by any of substantial shareholders and ultimate beneficial owner of the Company or any other entity or individual that is materially interested in the Company;</li> <li>(3) having basic knowledge on operation of listed companies and familiar with the relevant laws, administrative regulations and rules;</li> <li>(4) having at least five <u>(5)</u> years of work experience in legal, accounting or economic areas or other experience indispensable for performing the duties as an independent director;</li> <li>(5) <u>having a good personal morality without any material dishonesty and other negative records;</u></li> <li>(6) ensuring sufficient time and energy to effectively perform the duties as an independent director;</li> <li>(7) having obtained the qualification certificate for independent directorship as required by the applicable regulations of the jurisdiction where the shares are listed;</li> <li>(8) other conditions provided in <u>laws, administrative regulations, the provisions of the CSRC, business rules of the stock exchange(s), regulations of the jurisdiction where the shares of the Company are listed</u> and the Articles of Association.</li> </ol>	<p><b>Article 145</b> An independent director shall have the qualifications that matches the duties he performs and meet the following basic requirements:</p> <ol style="list-style-type: none"> <li>(1) being qualified for holding the position of independent director in a listed company in accordance with the laws, administrative regulations and other relevant requirements;</li> <li>(2) performing duties independently and not being affected by any of substantial shareholders and ultimate beneficial owner of the Company or any other entity or individual that is materially interested in the Company;</li> <li>(3) having basic knowledge on operation of listed companies and familiar with the relevant laws, administrative regulations and rules;</li> <li>(4) having at least five (5) years of work experience in legal or economic areas or other experience indispensable for performing the duties as an independent director;</li> <li>(5) ensuring sufficient time and energy to effectively perform the duties as an independent director;</li> <li>(6) having obtained the qualification certificate for independent directorship as required by the applicable regulations of the jurisdiction where the shares are listed;</li> <li>(7) <del>other conditions on qualifications of independent directors provided in the regulations of the jurisdiction where the shares are listed</del> or the Articles of Association.</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 148</b> — Independent directors of the Company shall be elected in accordance with the following procedures:</p> <p>(1) — The Board, the supervisory committee or shareholder(s) severally or jointly holding one percent or more of the Company's voting shares shall have the right to nominate candidates for independent directors to be elected at a general meeting.</p> <p>(2) — The nominator shall have adequate knowledge of the profession, education, professional title and detailed work experience as well as status of all part-time jobs of the nominee, and shall comment on the qualification and independence of the nominee as an independent director. The nominee shall make a public statement disclaiming any relationship between him and the Company that would affect an independent and objective judgment.</p> <p>(3) — Before convening the general meeting for the election of independent directors, the Board shall make announcement regarding the above matters as required.</p> <p>(4) — Before convening the general meeting for the election of independent directors, the Company shall submit the relevant information of all the nominees to the CSRC and its local office for the Company's domicile and the stock exchange(s) on which the Company's shares are listed. Dissenting opinions of the Board with regard to the nominees, if any, shall also be submitted in written.</p> <p>Nominees of independent directors objected by the CSRC may be candidates for directors (but not independent directors) of the Company.</p> <p>At the general meeting for the election of independent directors, the Board shall make clear whether the nominees of independent directors are objected to by the CSRC.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 135</b> <u>Independent directors, as members of the Board, shall bear fiduciary and diligent duties to the Company and all shareholders, and prudently perform the following duties:</u></p> <p>(1) <u>to participate in the decision-making of the Board and express explicit opinions on matters discussed;</u></p> <p>(2) <u>to supervise the potential major conflicts of interest between the Company and its controlling shareholders, ultimate beneficial owner, directors and senior management, and protect the lawful interests of minority shareholders;</u></p> <p>(3) <u>to provide professional and objective advice on the Company's business development, and promote the improvement of the decision-making level of the Board;</u></p> <p>(4) <u>other duties stipulated by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 136</b> Independent directors shall exercise the following special duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to engage an intermediary institution for auditing, consultation or verification on specific matters of the Company;</li> <li>(2) to propose to the Board for the convening of extraordinary general meeting;</li> <li>(3) to propose the convening of Board meetings;</li> <li>(4) to publicly solicit <u>shareholders' rights</u> from shareholders <u>in accordance with the law</u>;</li> <li>(5) to express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;</li> <li>(6) to propose to the Board for the appointment or dismissal of accounting firms;</li> <li>(7) <u>other duties and powers stipulated by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.</u></li> </ol> <p>In the event that independent directors exercise any of the duties and powers <u>listed in the aforesaid clauses (1) to (3)</u>, the exercise of such duties and powers shall be subject to the approval of a simple majority of all the independent directors.</p>	<p><b>Article 150</b> Independent directors shall have the following special duties and powers in addition to those vested to directors of the Company:</p> <ol style="list-style-type: none"> <li><del>(1) any major connected transaction as defined in the listing rules of the jurisdiction where the shares are listed shall be approved by independent directors before being submitted to the Board for discussion;</del></li> <li><del>(2) before making a judgement, independent directors may engage an intermediary to issue the independent financial adviser's report as the basis for their judgment;</del></li> <li>(3) to propose to the Board for the appointment or dismissal of accounting firms;</li> <li>(4) to propose to the Board for the convening of extraordinary general meeting;</li> <li>(5) to propose the convening of board meetings;</li> <li><del>(6) to independently engage external auditing firms and consultancy firms;</del></li> <li><del>(7) to openly solicit and collecting proxies before the convening of a general meeting.</del></li> </ol> <p><del>The expenses incurred for engagement of intermediaries by independent directors and other expenses for performing their duties and powers shall be borne by the Company.</del></p>
<p><u>The Company shall disclose in a timely manner if independent directors exercises the duties and powers listed in the aforesaid category (1).</u> In the event that any of the aforesaid duties and powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.</p>	<p><b>Article 151</b> To exercise the <u>aforesaid</u> duties and powers of independent directors, the consents of <del>more than half of</del> all independent directors shall be secured. <del>In the event that any of the aforesaid proposals are not adopted or</del> any of the aforesaid duties and powers cannot be exercised properly, the Company shall disclose the details thereof.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 137</b> The following matters shall be submitted to the Board for consideration after being approved by a simple majority of all the independent directors of the Company:</p> <p>(1) <u>related party transactions that should be disclosed;</u></p> <p>(2) <u>the plans for changes in or waivers of commitments by the Company and related parties;</u></p> <p>(3) <u>decisions made and measures taken by the Board of the acquired listed company in relation to the acquisition;</u></p> <p>(4) <u>other matters as prescribed by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.</u></p>	<p><del><b>Article 152</b> In addition to exercising the aforesaid duties, independent directors shall also express their independent opinions to the Board or the general meeting on the following matters:</del></p> <p><del>(1) nomination, appointment and removal of directors;</del></p> <p><del>(2) appointment or removal of senior management members;</del></p> <p><del>(3) remuneration of the Company's directors and senior management members;</del></p> <p><del>(4) the existing or new loans or other current accounts repayable to the Company by its shareholders, ultimate beneficial owner and their affiliates with a total amount in excess of RMB three million or five percent of the Company's latest audited net asset value, and whether or not the Company has taken effective measures to recover the amounts due;</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(5) <del>any matters that, in the opinion of independent directors, may impair the rights and interests of the minority shareholders;</del></p> <p>(6) <del>impact of the issuance of preference shares on all kinds of shareholders' equity;</del></p> <p>(7) <del>other matters required by the relevant laws and regulations or the Articles of Association.</del></p> <p><del>Independent directors shall express one of the following opinions in respect of the aforesaid matters: consent opinion; qualified opinion and the reasons thereof; objection opinion and the reasons thereof; unable to express an opinion and the reasons thereof.</del></p> <p><del>In the case that the relevant matters are discloseable, the Company shall make an announcement of the opinions of independent directors. Should no consensus be reached by independent directors, the Board shall disclose the opinion of each independent director respectively.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>Article 138 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related parties transactions to be reviewed by the Board shall be approved in advance by a special meeting of the independent directors.</u></p> <p><u>The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in clauses (1) to (3) under the first paragraph of Article 136 and in Article 137 hereof shall be considered by a special meeting of the independent directors.</u></p> <p><u>The special meetings of the independent directors may consider and discuss other matters of the Company when necessary.</u></p> <p><u>The special meetings of the independent directors shall be convened and chaired by one (1) independent director nominated by a simple majority of the independent directors; in the event that the convener does not perform his/her duties or he/she is unable to perform his/her duties, two (2) and more independent directors can convene a meeting on their own and nominate one (1) representative to chair the meeting.</u></p> <p><u>The special meetings of the independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.</u></p> <p><u>The Company shall facilitate and support the convention of the special meetings of the independent directors.</u></p>	N/A

## Section 4 Special Committees under the Board

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 139</b> <u>The Board of the Company shall set up special committees including the audit and risk committee, the strategy and investment and ESG committee, the remuneration and review committee and the nomination committee. The special committees shall perform their duties as granted by the Articles of Association and the Board, and their proposals shall be submitted to the Board for consideration and approval. The Board is responsible for formulating the working procedures of the special committees.</u></p> <p><u>Independent directors shall be the majority in the audit and risk committee, remuneration and review committee and nomination committee and shall act as chairman of those committees' meetings.</u></p>	<p><del><b>Article 158</b> The Board shall set up special committees to assist the Board fulfil the duties as authorised by the Board. The special committees under the Board include strategy and investment committee, audit and internal control committee, remuneration and review committee, nomination committee, etc. The special committees shall be accountable to the Board and consist of directors. In the remuneration and review committee, independent directors shall be the majority and shall act as Chairman. The nomination committee shall be chaired by the chairman of the Board or an independent non-executive director, and independent non-executive directors shall be the majority or the diversity policy of the Board shall be specified. The policy or summary shall be disclosed in corporate governance report. In the audit and internal control committee, independent directors shall be the majority and shall act as Chairman, who must have relevant professional experience in accounting or financial management, and all members of the audit and internal control committee shall have special knowledge and business experience capable of fulfilling duties of the audit and internal control committee. Where necessary, the Board may also set up other committees and adjust the existing committees. The Board shall formulate rules of procedures for respective special committees.</del></p>
<p><b>Article 140</b> <u>The audit and risk committee shall exercise the duties and powers of the supervisory committee as stipulated in the Company Law. The audit and risk committee shall consist at least three (3) directors who hold no senior management positions in the Company, and employee directors may become members of the audit and risk committee. The chairman of the committee meeting shall be an accounting professional among independent directors.</u></p>	<p>N/A</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 141</b> <u>The audit and risk committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board for consideration after the approval by a majority of all members of the audit and risk committee:</u></p> <p>(1) <u>disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p>(2) <u>appointment or dismissal of the accounting firm that undertake the Company's auditing business;</u></p> <p>(3) <u>appointment or dismissal of the Company's chief financial officer;</u></p> <p>(4) <u>changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;</u></p> <p>(5) <u>other matters as provided by laws, administrative regulations, the provisions of the CSRC, regulations of the jurisdiction where the shares of the Company are listed and the Articles of Association.</u></p>	<p><del><b>Article 160</b> The main duties of the audit and internal control committee under the Board are:</del></p> <p><del>(1) to supervise and assess the work of external auditors;</del></p> <p><del>(2) to instruct the work of internal auditors;</del></p> <p><del>(3) to review and comment on the financial report of the Company;</del></p> <p><del>(4) to assess the effectiveness of the Company's internal control system, to examine and monitor the effectiveness of the Company's financial reporting system, internal control system and risk management framework;</del></p> <p><del>(5) to serve as an intermediate between the management, internal auditors and relevant departments and external auditors;</del></p> <p><del>(6) to conform with the due duties and responsibilities as prescribed under the Corporate Governance Code formulated by The Stock Exchange of Hong Kong Limited;</del></p> <p><del>(7) other affairs as authorised by the Board and other issues involved in related laws and regulations.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 142</b> <u>The audit and risk committee shall hold at least one (1) meeting every quarter, and may hold an extraordinary meeting when two (2) or more members propose, or when the chairman deems it necessary. The quorum of the meeting of the audit and risk committee shall be more than two-thirds (2/3) of the members are present.</u></p> <p><u>Decisions made by the audit and risk committee shall be approved by more than half of the members of the audit and risk committee.</u></p> <p><u>When voting on the resolution of the audit and risk committee, each member shall have a ballot of voting right.</u></p> <p><u>The audit and risk committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit and risk committee attending the meeting shall sign on the meeting minutes.</u></p> <p><u>The Board is responsible for formulating the working procedures of the audit and risk committee.</u></p>	N/A

<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 143</b> The strategy and investment and ESG committee <u>is responsible for studying corporate development strategies, plans and investment decision-making, and make recommendations to the Board on the following matters:</u></p> <ol style="list-style-type: none"> <li>(1) to make recommendations on corporate development strategies and mid-to-long term development plans;</li> <li>(2) to make recommendations on the proposal for increases or reductions of the Company’s registered capital, issuance of corporate bonds, merger, division and dissolution and;</li> <li>(3) to make recommendations on the development initiatives of new markets and businesses;</li> <li>(4) to make recommendations on the Company’s material business restructuring, external acquisition, merger and disposal of assets, material organisational restructuring and adjustment proposals <u>that are subject to the approval of the Board;</u></li> <li>(5) <u>to review the Company’s annual operation plans and investment plans and make recommendations on the Company’s material plans on investments, financing that are subject to the approval of the Board;</u></li> <li>(6) <u>to formulate and review the Company’s ESG strategies and practices and make recommendations on the Company’s annual ESG report;</u></li> <li>(7) <u>other matters as provided by laws, administrative regulations, the provisions of the CSRC, regulations of the jurisdiction where the shares of the Company are listed and the Articles of Association.</u></li> </ol>	<p><b>Article 159</b> <del>The main duties of the strategy and investment committee under the Board are:</del></p> <ol style="list-style-type: none"> <li>(1) <del>to study</del> corporate development strategies and mid-to long-term development plans, make recommendations, <del>conduct assessment and monitor the implementation thereof;</del></li> <li>(2) <del>to study</del> the proposal for increases or reductions of the Company’s registered capital, issuance of corporate bonds, merger, division and dissolution and make recommendations;</li> <li>(3) <del>to study</del> material business restructuring, external acquisition, merger and disposal of assets of the Company and make recommendations;</li> <li>(4) <del>to study</del> the development initiatives of new markets and businesses and make recommendations;</li> <li>(5) <del>to study the Company’s annual investment plans and make recommendations, to study the Company’s plans on investments, financing and capital operations that are subject to the approval of the Board and make recommendations;</del></li> <li>(6) <del>to study the Company’s material organisational restructuring and adjustment proposals and make recommendations;</del></li> <li>(7) <del>to instruct and oversee the implementation of relevant resolutions of the Board;</del></li> <li>(8) <del>other duties and powers as authorised by the Board.</del></li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 144</b> <u>The nomination committee shall be responsible for drawing up selection criteria and procedures of directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications, and making recommendations to the Board on the following matters:</u></p> <p>(1) <u>nomination, appointment or dismissal of directors;</u></p> <p>(2) <u>appointment or removal of senior management members;</u></p> <p>(3) <u>other matters as provided by laws, administrative regulations, the provisions of the CSRC, regulations of the jurisdiction where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>The Board shall record and disclose in its resolutions the opinion of the nomination committee and the specific reasons for not adopting or fully adopting the recommendations of the nomination committee.</u></p>	<p><b>Article 162</b> <del>The main duties of the nomination committee under the Board are:</del></p> <p>(1) <del>to set up a policy concerning diversity of the members of the Board and disclose its policy or summary on the Corporate Governance Report;</del></p> <p>(2) <del>to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</del></p> <p>(3) <del>to study the selection criteria, procedures and methods for the Company's directors, the president and the secretary of the Board, and make recommendations to the Board;</del></p> <p>(4) <del>to review the candidates to directors, the president and the secretary of the Board and make recommendations;</del></p> <p>(5) <del>to assess the independence of independent directors;</del></p> <p>(6) <del>to make recommendations to the Board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors in particular the Chairman and the Chief Executive Officer;</del></p> <p>(7) <del>to assess the candidate to the secretary of the Board nominated by the Chairman and candidates to vice presidents, chief financial officer and other executives nominated by the president, and submit an assessment report to the Board;</del></p> <p>(8) <del>to identify candidates for the recruiting posts from domestic and overseas talent markets and internal resources;</del></p> <p>(9) <del>other duties and powers as authorised by the Board.</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 145</b> <u>The remuneration and assessment committee under the Board is responsible for formulating the assessment criteria for directors and senior management members, conducting assessments, formulating and reviewing the remuneration policies and plans for directors and senior management members. The committee shall make recommendations to the Board on the following matters:</u></p> <p>(1) <u>the remuneration of directors and senior management members;</u></p> <p>(2) <u>the formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;</u></p> <p>(3) <u>the arrangement of stock ownership plans for directors and senior management members in the event of a proposed spin-off of a subsidiary;</u></p> <p>(4) <u>other matters as provided by laws, administrative regulations, the provisions of the CSRC, regulations of the jurisdiction where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>The Board shall record and disclose in its resolutions the opinion of the remuneration and assessment committee and the specific reasons for not adopting or fully adopting the recommendations of the remuneration and assessment committee.</u></p>	<p><b>Article 161</b> <del>The main duties of the remuneration and review committee under the Board are:</del></p> <p>(1) <del>to define the performance assessment criteria for directors, supervisors and senior management members, conduct such assessments and make recommendations;</del></p> <p>(2) <del>to define and review the remuneration policies and packages for directors, supervisors and senior management members;</del></p> <p>(3) <del>other duties and powers as authorised by the Board.</del></p>

## Chapter 7 Senior Management Members

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 146</b> The Company shall have one <u>(1)</u> president, several vice presidents and one <u>(1)</u> chief financial officer who shall be appointed or removed by the Board.</p> <p>Vice presidents and chief financial officer shall assist the president's work and report to the president.</p> <p>A director may serve as the president or a vice president concurrently.</p>	<p><b>Article 183</b> The Company shall have one (1) president and several vice presidents who shall be appointed or removed by the Board. <del>The term of office of the president and vice presidents is three (3) years, renewable upon re-election.</del></p> <p>Vice presidents and chief financial officer shall assist the president's work and report to the president. A director may serve as the president or a vice president concurrently.</p>
<p><b>Article 147</b> <u>Articles hereof in relation to the circumstances in which a person shall not act as a director shall apply to the senior management members.</u></p> <p><u>Articles hereof in relation to the fiduciary duties and diligent duties of directors shall apply to the senior management members.</u></p>	N/A
<p><b>Article 148</b> Persons assuming offices other than director in the controlling shareholder or in the ultimate beneficial owner of the Company shall not serve as senior management members of the Company.</p> <p><u>Senior management members of the Company only receive salaries from the Company and the controlling shareholder shall not pay salaries thereto on behalf of the Company.</u></p>	<p><b>Article 184</b> Persons assuming offices other than director <del>or supervisor</del> in the controlling shareholder or in the ultimate beneficial owner of the Company shall not serve as senior management members of the Company.</p>
<p><b>Article 149</b> <u>The term of office of president is three (3) years, renewable upon re-election. The term of office of other senior management members is three (3) years, renewable upon re-election.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 150</b> The president shall be accountable to the Board and perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management, to organize the implementation of the resolutions of the Board, and to report to the Board;</li> <li>(2) to organise the implementation of the Company's annual business plans and investment <u>and financing</u> schemes;</li> <li>(3) to draft plans for the establishment of the Company's internal management structure;</li> <li>(4) to draft the Company's basic management system;</li> <li>(5) to formulate specific rules and regulations of the Company;</li> <li>(6) to propose to the Board for appointment or removal of <u>senior management members such as</u> the Company's vice presidents and chief financial officer;</li> <li>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;</li> <li>(8) to prepare the Company's annual financial budget and final accounts, and make recommendations to the Board;</li> <li>(9) to draft plans for the establishment of the Company's branches;</li> <li>(10) to draft the plans for conversion, division, reorganisation or dissolution of the Company's subsidiaries;</li> </ol>	<p><b>Article 185</b> The president shall be accountable to the Board and perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management, to organize the implementation of the resolutions of the Board, and to report to the Board;</li> <li>(2) to organise the implementation of the Company's annual business plans and investment schemes;</li> <li>(3) to prepare the Company's annual financial budget and final accounts, and make recommendations to the Board;</li> <li>(4) to draft the plans for conversion, division, reorganisation or dissolution of the Company's <del>wholly-owned</del> subsidiaries;</li> <li>(5) to formulate the salary level and distribution plan for employees, <del>and determine the employment and dismissal of employees</del> of the Company;</li> <li>(6) to draft plans for the establishment of the Company's internal management structure;</li> <li>(7) to draft plans for the establishment of the Company's branches;</li> <li>(8) to draft the Company's basic management system;</li> <li>(9) to formulate specific rules and regulations of the Company;</li> <li>(10) to propose to the Board for appointment or removal of the Company's vice presidents and chief financial officer;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(11) to formulate the salary level and distribution plan for employees of the Company;</p> <p>(12) other duties and powers conferred by the Articles of Association and the Board.</p> <p><u>The president shall hear the opinions of the Party Committee of the Company in advance for study and decision on material issues in relation to the production, operation and management of the Company.</u></p>	<p>(11) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;</p> <p>(12) <del>to propose to convene an extraordinary board meeting;</del></p> <p>(13) other duties and powers conferred by the Articles of Association and the Board.</p> <p><b>Article 191</b> <del>The president of the Company is in charge of the daily management of the Company and</del> shall hear the opinions of the Party Committee of the Company in advance for study and decision on material issues in relation to the production, operation and management of the Company.</p>
N/A	<del><b>Article 186</b> The president shall be in attendance at board meetings, where the president, if not being a director, shall have no right to vote.</del>
<b>Article 151</b> <sup>Note</sup> The president shall formulate the work rules, subject to the approval by the Board before implementation.	<b>Article 187</b> The president shall formulate the work rules, subject to the approval by the Board before implementation.
<p><b>Article 152</b> The work rules for the <u>president</u> shall include the following:</p> <p>(1) conditions, procedures and participants of the president's meetings;</p> <p>(2) specific duties and the assignment of responsibility for the president and other senior management members;</p> <p>(3) usage of capital and assets, authorities to enter into major contracts, and the systems for reporting to the Board;</p> <p>(4) other matters deemed as necessary by the Board.</p>	<p><b>Article 188</b> The work rules for the president shall include the following:</p> <p>(1) conditions, procedures and participants of the president's meetings;</p> <p>(2) specific duties and the assignment of responsibility for the president and other senior management members;</p> <p>(3) usage of capital and assets, authorities to enter into major contracts, and the systems for reporting to the Board <del>and the supervisory committee;</del></p> <p>(4) other matters deemed as necessary by the Board.</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 153</b> The president may request to resign before expiry of his terms of office. The procedures and formalities of such resignation shall be governed by the employment contract between the president and the Company.</p>	<p><b>Article 189</b> The president may request to resign before expiry of his terms of office. The procedures and formalities of such resignation shall be governed by the employment contract between the president and the Company.</p>
<p><b>Article 154</b> The Company shall have one <u>(1)</u> secretary of the Board, <u>who shall be responsible for the preparation and documentation of general meetings and Board meetings of the Company, as well as the information management of the Company's shareholders, information disclosure matters and other matters.</u></p> <p><u>The secretary to the Board shall abide by the relevant provisions of laws, administrative regulations, department rules and the Articles of Association.</u></p> <p>A director or other senior management member may also serve as the secretary of the Board. An accountant of the accounting firm appointed by the Company shall not act as the secretary of the Board.</p> <p>Where a director concurrently acts as the secretary of the Board, and in the event an action shall be <u>done</u> by a director and the secretary of the Board separately, the person who holds the offices of director and the secretary of the Board shall not <u>act</u> in dual capacity.</p>	<p><b>Article 180</b> The Company shall have a secretary of the Board, <del>who shall be a senior management member.</del></p> <p><b>Article 182</b> A director or other senior management member may also serve as the secretary of the Board. An accountant of the accounting firm appointed by the Company shall not act as the secretary of the Board.</p> <p>Where a director concurrently acts as the secretary of the Board, and in the event an action shall be <del>done</del> by a director and the secretary of the Board separately, the person who holds the offices of director and the secretary of the Board shall not <del>act</del> in dual capacity.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 155</b> <u>The tasks and duties of the secretary of the Board shall be as follows:</u></p> <p>Its tasks mainly including:</p> <ol style="list-style-type: none"> <li>(1) to ensure that the Company has complete organisational documents and records, to assist directors to deal with daily work of the Board, to continuously provide directors with, remind them of, and ensure that they are informed of, laws, regulations, policies and requirements of both domestic and overseas regulatory authorities concerning the Company's operations, and to assist directors and the president to follow domestic and overseas laws and regulations, the Articles of Association and any other relevant regulations in performing their duties and powers;</li> <li>(2) to be responsible for the organisation and preparation of documents for board meetings and general meetings, to take meeting minutes, to ensure that the decision-making at meeting is in conformity with statutory procedures, and to keep informed of the progress of implementation of resolutions of the Board;</li> <li>(3) to be responsible for the organisation and coordination of information disclosure to enhance the transparency of the Company;</li> </ol>	<p><b>Article 181</b> <del>The secretary of the Board shall be a natural person who has the necessary professional knowledge and experience and shall be appointed by the Board,</del> with tasks mainly including:</p> <ol style="list-style-type: none"> <li>(1) to ensure that the Company has complete organisational documents and records, to assist directors to deal with daily work of the Board, to continuously provide directors with, remind them of, and ensure that they are informed of, laws, regulations, policies and requirements of both domestic and overseas regulatory authorities concerning the Company's operations, and to assist directors and the president to follow domestic and overseas laws and regulations, the Articles of Association and any other relevant regulations in performing their duties and powers;</li> <li>(2) to be responsible for the organisation and preparation of documents for board meetings and general meetings, to take meeting minutes, to ensure that the decision-making at meeting is in conformity with statutory procedures, and to keep informed of the progress of implementation of resolutions of the Board;</li> <li>(3) to be responsible for the organisation and coordination of information disclosure to enhance the transparency of the Company;</li> </ol>

<b>Articles of the Articles of Association (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Articles of Association (Amended in 2023)</b>
<p>(4) to well handle the Company's relationship with intermediaries, regulatory authorities and the press as well as public relations.</p> <p>The major duties of the secretary of the Board are:</p> <p>(1) to organise and prepare for board meetings and general meetings, prepare meeting materials, arrange for meeting affairs, take minutes of meeting and ensure their accuracy, keep meeting documents and minutes, and proactively monitor the progress of implementation of relevant resolutions; to report any important issues during the implementation to the Board and make recommendations;</p> <p>(2) to ensure significant matters decided by the Board to be carried out strictly in accordance with the procedures stipulated; at request of the Board, to participate in and arrange consultation and analysis of the matters to be resolved by the Board and propose relevant opinions and recommendations; to handle the day-to-day affairs of the Board and its committees as entrusted;</p> <p>(3) to act as the liaison officer of the Company with securities regulatory authorities; to be responsible for organising, preparation and timely submission of the documents required by regulatory authorities as well as accepting and organising the implementation of the assignments from regulatory authorities;</p>	<p>(4) to well handle the Company's relationship with intermediaries, regulatory authorities and the press as well as public relations.</p> <p>The major duties of the secretary of the Board are:</p> <p>(1) to organise and prepare for board meetings and general meetings, prepare meeting materials, arrange for meeting affairs, take minutes of meeting and ensure their accuracy, keep meeting documents and minutes, and proactively monitor the progress of implementation of relevant resolutions; to report any important issues during the implementation to the Board and make recommendations;</p> <p>(2) to ensure significant matters decided by the Board to be carried out strictly in accordance with the procedures stipulated; at request of the Board, to participate in and arrange consultation and analysis of the matters to be resolved by the Board and propose relevant opinions and recommendations; to handle the day-to-day affairs of the Board and its committees as entrusted;</p> <p>(3) to act as the liaison officer of the Company with securities regulatory authorities; to be responsible for organising, preparation and timely submission of the documents required by regulatory authorities as well as accepting and organising the implementation of the assignments from regulatory authorities;</p>

<b>Articles of the Articles of Association (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Articles of Association (Amended in 2023)</b>
(4) to coordinate and organise the Company's information disclosure, establish and improve the information disclosure system, participate in all meetings involving information disclosure of the Company, and keep informed of the Company's major operation decisions and related information in a timely manner;	(4) to coordinate and organise the Company's information disclosure, establish and improve the information disclosure system, participate in all meetings involving information disclosure of the Company, and keep informed of the Company's major operation decisions and related information in a timely manner;
(5) to keep confidential the Company's price-sensitive information and establish effective confidentiality systems and measures; to take necessary remedial measures such as explanation and clarification in a timely manner in case of any divulgence of the Company's price-sensitive information due to any reason, and notify the regulatory authorities in overseas jurisdictions where the shares of the Company are listed and the CSRC;	(5) to keep confidential the Company's price-sensitive information and establish effective confidentiality systems and measures; to take necessary remedial measures such as explanation and clarification in a timely manner in case of any divulgence of the Company's price-sensitive information due to any reason, and notify the regulatory authorities in overseas jurisdictions where the shares of the Company are listed and the CSRC;
(6) to coordinate reception of visitors, maintain relationship with the media, coordinate replies to enquiries from the public, and take care of the reports to the CSRC;	(6) to coordinate reception of visitors, maintain relationship with the media, coordinate replies to enquiries from the public, and take care of the reports to the CSRC;
(7) to ensure that the Company's register of members is properly maintained, and that the persons entitled to access to the relevant records and documents are furnished with such records and documents timely;	(7) to ensure that the Company's register of members is properly maintained, and that the persons entitled to access to the relevant records and documents are furnished with such records and documents timely;



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(8) to assist directors and the president performing their duties and powers in full compliance with the domestic and foreign laws, regulations, the Articles of Association and other relevant provisions; upon knowing the Company passing or likely to pass a resolution in violation of relevant provisions, to be obliged to give timely reminder and have the right to faithfully report the fact to the CSRC and other regulatory authorities;</p> <p>(9) to coordinate the provision of necessary information to other supervising bodies of the Company, and assist in the investigations on whether the Company's chief financial officer, directors and the president have acted in good faith in performing their duties;</p> <p>(10) to perform other duties and powers as conferred by the Board and as required by the laws of the jurisdictions where the Company's shares are listed.</p>	<p>(8) to assist directors and the president performing their duties and powers in full compliance with the domestic and foreign laws, regulations, the Articles of Association and other relevant provisions; upon knowing the Company passing or likely to pass a resolution in violation of relevant provisions, to be obliged to give timely reminder and have the right to faithfully report the fact to the CSRC and other regulatory authorities;</p> <p>(9) to coordinate the provision of necessary information to the supervisory committee of the Company and other supervising bodies, and assist in the investigations on whether the Company's chief financial officer, directors and the president have acted in good faith in performing their duties;</p> <p>(10) to perform other duties and powers as conferred by the Board and as required by the laws of the jurisdictions where the Company's shares are listed.</p>
<p><b>Article 156</b> <u>If the senior management causes damage to others in the course of performing his/her duties for the Company, the Company shall be liable for damages; if the senior management acts with willful misconduct or gross negligence, he/she shall also be personally liable for damages.</u></p> <p>If the senior management violates the laws, <u>administrative regulations, department rules</u> or breaches the Articles of Association in the course of performing duties, which causes losses to the Company, the senior management shall be liable for damages.</p>	<p><b>Article 190</b> <del>The senior management of the Company shall, in performing duties and powers, act in good faith and with due diligence in accordance with the laws, administrative regulations and the Articles of Association.</del></p> <p>If the senior management <del>of the Company</del> violates the laws or breaches the Articles of Association in the course of performing duties, which causes losses to the Company, the senior management shall be liable for damages.</p>

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<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 157</b> <u>The senior management of the Company shall perform his/her duties faithfully and protect the best interests of the Company and all shareholders.</u></p> <p><u>Any senior management of the Company who fails to faithfully perform his/her duties or violate his/her fiduciary duties and as a result, causes damage to the interests of the Company and the public shareholders shall be liable for compensation in accordance with the laws.</u></p>	N/A

# APPENDIX II                      DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

## Chapter 8   Financial Accounting System and Distribution of Profits

### Section 1   Financial Accounting System

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 158<sup>Note</sup></b> The Company formulates its financial accounting system in accordance with the laws, administrative regulations and requirements of the relevant authorities of the PRC.	<b>Article 233</b> The Company formulates its financial accounting system in accordance with the laws, administrative regulations and requirements of the relevant authorities of the PRC.
<p><b>Article 159</b> The Company shall deliver <u>and disclose</u> its annual reports to the <u>branch organizations of the</u> China Securities Regulatory Commission (“CSRC”) and the stock exchange within four <u>(4)</u> months from the conclusion of each accounting year. It shall deliver <u>and disclose</u> its interim reports to the branch organizations of the CSRC and the stock exchange within two <u>(2)</u> months from conclusion of the <u>first half</u> of each accounting year.</p> <p><u>The aforementioned annual reports and interim reports shall be compiled in accordance with the requirements of relevant laws, administrative regulations, CSRC and stock exchange.</u></p>	<p><b>Article 235</b> The Company shall deliver its annual financial accounting reports to the China Securities Regulatory Commission (“CSRC”) and the stock exchange within four months from the conclusion of each accounting year. It shall deliver its interim financial accounting reports to the branch organizations of the CSRC and the stock exchange within two months from conclusion of the <del>first six months</del> of each accounting year. <del>And its shall deliver its quarterly financial accounting reports to the branch organizations of the CSRC and stock exchange within one month from the end of the first three months and first nine months of each accounting year respectively.</del></p> <p><del>The Company shall follow other regulations as required by the listing rules of the listing locations.</del></p>
<b>Article 160</b> Save for the statutory books of account, the Company will not maintain other books of account. <u>Funds</u> of the Company shall not be maintained by any account opened in the name of an individual.	<b>Article 237</b> Save for the statutory books of account, the Company will not maintain other books of account. <del>Assets</del> of the Company shall not be maintained by any account opened in the name of an individual.

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 161</b> The Company shall allocate ten percent (10%) of its profits to the statutory reserve of the Company when distributing its after-tax profits for the year, provided that no further appropriation is required if the accumulated statutory reserve exceeds fifty percent (50%) of the registered capital of the Company.</p> <p>If the statutory reserve of the Company is insufficient to make up for the losses brought forward from the previous year, profits for the current year shall be applied to make up for such losses before making allocations to the statutory reserve in accordance with the aforementioned requirement.</p> <p>Upon allocation of the after-tax profits to the statutory reserve, the Company may allocate a part of the after-tax profits to the discretionary reserve as approved by a resolution passed at the general meeting.</p> <p>Upon making up for the losses incurred and allocating to the statutory reserve, the balance of after-tax profits should be distributed to the Shareholders in proportion to their shareholding.</p>	<p><b>Article 241</b> The Company shall allocate ten percent of its profits to the statutory reserve of the Company when distributing its after-tax profits for the year, provided that no further appropriation is required if the accumulated statutory reserve exceeds fifty percent of the registered capital of the Company.</p> <p>If the statutory reserve of the Company is insufficient to make up for the losses brought forward from the previous year, profits for the current year shall be applied to make up for such losses before making allocations to the statutory reserve in accordance with the aforementioned requirement.</p> <p>Upon allocation of the after-tax profits to the statutory reserve, the Company may allocate a part of the after-tax profits to the discretionary reserve as approved by a resolution passed at the general meeting.</p> <p>Upon making up for the losses incurred and allocating to the statutory reserve, the balance of after-tax profits <del>shall be paid for the preference shares dividends at first and the remaining</del> should be distributed to the ordinary Shareholders in proportion to their shareholding; <del>save for distribution which is not made in proportion to shareholding as specified in these articles of association.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>If the <u>Company Law</u> is violated at the general meeting where the Company distributes profits to the Shareholders, the Shareholders shall return to the Company the profits distributed as a result of violation of the regulations; <u>where any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.</u></p> <p>The shares of the Company owned by the Company shall not form part of the profits distribution.</p> <p><u>Dividends shall be distributed on the basis of the after-tax distributable profit, which shall be the smaller one of the following two figures:</u></p> <p>(1) <u>the aggregate amount of after-tax distributable profit in the financial report audited by an accounting firm in accordance with the PRC accounting standards;</u></p> <p>(2) <u>the aggregate amount of after-tax distributable profit in the financial report based on the audited financial report prepared in accordance with the PRC accounting standards and adjusted in accordance with international accounting standards or accounting standards of the place where the main overseas public offering occurs.</u></p>	<p>If <del>the aforementioned regulations</del> are violated at the general meeting where the Company distributes profits to the Shareholders <del>prior to making up for losses and allocating to the statutory reserve</del>, the Shareholders shall return to the Company the profits distributed as a result of violation of the regulations:-</p> <p>The shares of the Company owned by the Company shall not form part of the profits distribution.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 162</b> The Company will implement a sustainable and stable profit distribution policy so as to place emphasis on the reasonable investment return to the investors while securing the sustainable development of the Company.</p> <p>(1) <u>Form of profit distribution: the Company shall distribute dividends in the form of cash, stocks, or a combination of cash and stocks.</u></p> <p>(2) <u>Conditions for cash dividends: except prescribed otherwise by the Articles of Association, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year.</u> The profit distributed to the <u>ordinary Shareholders</u> in cash by the Company for each year shall not be less than ten percent <u>(10%)</u> of the distributable profit available <u>for ordinary Shareholders</u> realized in such year.</p> <p><u>If the abovementioned conditions for cash dividends are met, the Company in principle shall distribute cash dividends once a year, and the Company's Board of Directors can propose the Company a plan to enhance the predictability of profit distribution based on the Company's profitability and capital demand.</u></p>	<p><b>Article 242</b> The Company will implement a sustainable and stable profit distribution policy so as to place emphasis on the reasonable investment return to the investors while securing the sustainable development of the Company.</p> <p><b>Article 244</b> The profit distributed to the <del>Ordinary</del> Shareholders in cash by the Company for each year shall not be less than ten percent of the distributable profit available <del>for the Ordinary Shareholders</del> realized in such year. <del>The Board of the Company shall make plan regarding the profit distribution in cash. If the Board fails to make such plan regarding profit distribution in cash, the reasons shall be disclosed in the regular report and the independent directors shall express their independent opinion on so.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(3) <u>Adjust the profit distribution policy, including adjust the cash dividend policy: in accordance with its production and operation situation, investment planning and long-term development requirements, in the event of actual necessity for the Company to adjust the profit distribution policy or/and the cash dividend policy, the Board shall make detailed demonstration and explain the reasons, and the independent directors may seek advice from minority shareholders. Any resolution on adjusting the profit distribution policy (especially those regarding the cash dividend policy) as prescribed by the Articles of Association for consideration at the general meeting shall be adopted by more than two-thirds (2/3) of the voting rights held by the shareholders present at the general meeting.</u></p> <p>(4) <u>When the Company encounters the following situations, it may choose not to make profit distribution:</u></p> <ol style="list-style-type: none"> <li>1. <u>the asset-liability ratio of the Company exceeds 80%;</u></li> <li>2. <u>the net operating cash flows of the Company is negative or cannot satisfy the needs for the normal operation and sustainable development of the Company/the turnover days of accounts receivable exceed 200 days and the turnover days of inventories exceed 220 days;</u></li> </ol>	<p><del>Article 243</del>—The Company may distribute dividends by either or both of the following means:</p> <p>(1)—cash;</p> <p>(2)—shares.</p> <p><del>The Company actively promotes the way to distribute dividends with cash bonus. If the Company has the condition for cash dividends, priority should be given to distribute profits by way of cash dividends.</del></p> <p><del>The Company may distribute interim cash bonus. If the accumulated cash distribution for the past three years was less than 30% of the yearly average distributable profits realized in the past three years, the Company shall not issue shares and convertible bonds (including convertible bonds with warrants).</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>3. <u>the Company has major investment plans or significant cash expenditures (excluding fund-raising projects). Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment and asset acquisition within the following 12 months reaches or exceeds 30% of the audited net assets in the most recent period;</u></p> <p>4. <u>the closing balance of accumulated undistributed profit or the distributable profit for current period of the Company is negative;</u></p> <p>5. <u>the audit report for the most recent year is issued with qualified opinion or with an unqualified opinion in connection with paragraphs regarding material uncertainties on the ability of the Company to continue as a going concern;</u></p> <p>6. <u>other circumstances prescribed by laws and regulations.</u></p>	<p><b>Article 246</b> In accordance with its production and operation situation, investment planning and long-term development requirements, in the event of actual necessity for the Company to adjust or change the profit distribution policy <del>and the shareholders' bonus return planning</del>, it shall be on the basis of protecting the shareholders' interests and the adequate opinions from the shareholders (especially shareholders from the general public), the independent directors and the Supervisory Committee. In the event that the Board of Directors proposes the adjustment or change of the profit distribution policy (especially the cash bonus policy), the Board of Directors shall make detailed demonstration and explain the reasons, and the independent directors <del>and relevant intermediaries (if any)</del> shall express their explicit opinions for the profit distribution policy especially whether the proposal for the adjustment or change of the cash bonus policy jeopardizes the lawful interests of minority shareholders. The profit distribution policy (especially the cash bonus policy) for consideration at the shareholders' general meeting shall be adopted by more than 2/3 of the voting rights held by the shareholders present at the shareholders' general meeting.</p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(5) <u>Payment of dividend:</u> Cash dividends and other payments made by the Company to the holders of domestic shares shall be made in RMB. Cash dividends and other payments made by the Company to the holders of overseas listed foreign shares are denominated and declared in RMB and paid in foreign currency, the exchange rate should refer to the exchange rate of middle trading price of RMB announced by the People's Bank of China to the relevant foreign currency on the same date as the dividends and other payments are declared.</p> <p>In accordance with the tax laws in the PRC, when distributing dividends to the Shareholders, the Company shall withhold and remit taxes payable for such dividend income of the Shareholders according to the amount distributed.</p>	<p><b>Article 251</b> Cash dividends and other payments made by the Company to the holders of domestic shares shall be made in RMB. Cash dividends and other payments made by the Company to the holders of overseas listed foreign shares are denominated and declared in RMB and paid in foreign currency. <del>The amount of foreign currency required to settle cash dividends and other payments to the holders of overseas listed foreign shares by the Company are handled in accordance with the requirements of the State Administration of Foreign Exchange.</del></p> <p><b>Article 252</b> <del>Unless otherwise required by the relevant laws and administrative regulations, for the purpose of using foreign currency to settle cash dividends and other payments,</del> the exchange rate should refer to the exchange rate of middle trading price of RMB announced by the People's Bank of China to the relevant foreign currency on the same date as the dividends and other payments are declared.</p> <p><b>Article 253</b> In accordance with the tax laws in the PRC, when distributing dividends to the Shareholders, the Company shall withhold and remit taxes payable for such dividend income of the Shareholders according to the amount distributed.</p>
<p><b>Article 163</b> Upon a resolution on the profit distribution proposal is passed at the general meeting, <u>or after the Directors of the Company have formulated a specific plan in accordance with the conditions and upper limit of the next year's proposed dividend distribution as considered and approved by the annual general meeting,</u> the distribution of dividends (or shares) <u>shall be completed</u> within two months after the general meeting.</p>	<p><b>Article 250</b> Upon a resolution on the profit distribution proposal is passed at the general meeting, <del>the Directors of the Company shall complete</del> the distribution of dividends (or shares) within two months after the general meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 164</b> The common reserve of the Company is used to make up for the losses of the Company, expand the business operation of the Company or increase the <u>registered</u> capital of the Company.</p> <p><u>To make up for the losses of the Company, the discretionary reserve and the statutory reserve shall be used first; if still insufficient, the capital reserve may be used in accordance with regulations.</u></p> <p>Upon transfer from the statutory reserve to <u>the increase of registered</u> capital, the remainder of such reserve shall not be less than twenty-five percent <u>(25%)</u> of the registered capital of the company before such transfer takes effect.</p>	<p><b>Article 247</b> The common reserve of the Company is used to make up for the losses of the Company, expand the business operation of the Company or increase the capital of the Company. <del>However, capital reserve shall not be applied to make up for the losses of the Company.</del></p> <p>Upon transfer from the statutory reserve to capital, the remainder of such reserve shall not be less than twenty-five percent of the registered capital of the company before such transfer takes effect.</p>
N/A	<p><del><b>Article 248</b>—Any amount paid up for the shares by Shareholders in advance of calls will be entitled to interests, but such shares are not entitled to dividends announced thereafter.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 249</b>—The Company shall appoint a collection agent for the holders of overseas listed foreign shares. The collection agent shall collect on behalf of the relevant Shareholders dividends distributed and other payables in relation to the overseas listed foreign shares, and hold such payment on behalf of the Shareholders pending payment to them.</p> <p>The collection agent appointed by the Company shall abide by the laws of the listing locations or the relevant regulations as required by the stock exchange.</p> <p>The collection agent appointed by the Company for the holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trustee company registered in accordance with the “Trustee Ordinance” of Hong Kong.</p> <p>In accordance with the relevant laws and regulations of the PRC, the Company may exercise its power to forfeit any unclaimed dividends, provided that such power may only be exercised after the expiry of the effective period set for the relevant dividends declared.</p> <p>The Company may terminate the distribution of dividend coupons to a certain owner of overseas listed foreign shares by mail, provided that such power may only be exercised when the dividend remain unclaimed for two consecutive times. However, the Company may also exercise such power if the dividend coupons failed to deliver to the recipient and is returned at the first attempt.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>The Company may sell shares in ways as the Board thinks fit if the holders of overseas listed foreign shares are untraceable, provided that:</p> <p>(1) <del>dividends have been declared in relation to the relevant shares for at least three times within a period of twelve years, and the dividends were unclaimed within that period;</del></p> <p>(2) <del>upon the expiry of the twelve-year period, the Company has published an announcement on one or more newspapers of the listing locations expressing its intention to sell the shares and notified the stock exchange on which such shares are listed.</del></p>
N/A	<p><del>If the Company does need adjust its profits distribution plan based on its production and operation conditions, investment plan and long-term development needs, the revised profit distribution plan may not breach the relevant provisions set out by the CSRC and the stock exchange(s) where the shares of the Company are listed, and such revised profits distribution plan shall be approved at the general meeting.</del></p>

## Section 2 Internal Audit

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 165</b> The Company maintains an internal audit system, <u>which specifies the leadership system, responsibilities and authorities, staffing, funding security, use of audit results, and accountability in relation to internal audit work.</u></p> <p><u>The internal audit institution should be independent and staffed by professional audit personnel performing supervision and inspection on the business activities, risk management, internal control, financial information and other matters of the Company.</u></p>	<p><b>Article 254</b> The Company maintains an internal audit system, with professional audit personnel performing <del>internal audit on the financial income and expenses and economic activities</del> of the Company.</p>
<p><b>Article 166</b> <u>The internal audit institution of the Company supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.</u></p>	N/A
<p><b>Article 167</b> <u>The internal audit institution is accountable to the Board, and the head of audit shall be accountable and report to the Board.</u></p> <p><u>The internal audit institution shall be subject to the supervision and guidance of the audit and risk committee in the course of its supervising and inspecting the Company's business activities, risk management, internal control and financial information. The internal audit institution shall immediately report directly to the audit and risk committee upon discovering any relevant major issues or leads.</u></p>	<p><b>Article 255</b> The internal audit system and the responsibilities of the audit personnel shall be implemented upon the approval of the Board. The head of audit shall be accountable and report to the Board.</p>
<p><b>Article 168</b> <u>The Company shall specifically organize and implement the internal control evaluation work, and issue the annual internal control evaluation reports based on evaluation reports and relevant materials deliberated by the audit and risk committee.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 169</b> <u>When the audit and risk committee communicates with external audit firms such as accounting firms and national audit agency, the internal audit body shall actively cooperate and provide necessary support and collaboration.</u>	N/A
<b>Article 170</b> <u>The audit and risk committee is involved in the appraisal of the head of internal audit.</u>	N/A

## Section 3 Engagement of Accounting Firms

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 171</b> The Company shall engage an independent accounting firm which is qualified under the relevant regulations of the PRC <u>to conduct accounting statement audit, net asset verification and other related consulting services.</u> <u>The engagement period is one (1) year, and can be renewed. The engagement shall be effective from the date of approval by the general meeting of the Company until the approval on the engagement of new accounting firm by the next general meeting.</u></p> <p>Notwithstanding the terms and conditions of the contract between the accounting firm and the Company, the engagement of the accounting firm may be terminated prior to the expiry of its term at a general meeting by an ordinary resolution. If the relevant accounting firm has the right to make claims against the Company on account of the termination, such right will not be prejudiced in this regard.</p>	<p><b>Article 256</b> The Company shall engage an independent accounting firm which is qualified under the relevant regulations of the PRC <del>to audit the Company's annual financial reports and review the Company's other financial reports.</del></p> <p><b>Article 257</b> <del>The engagement of the accounting firm shall be effective from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting.</del></p> <p><b>Article 261</b> Notwithstanding the terms and conditions of the contract between the accounting firm and the Company, the engagement of the accounting firm may be terminated prior to the expiry of its term at a <del>shareholders'</del> general meeting by an ordinary resolution. If the relevant accounting firm has the right to make claims against the Company on account of the termination, such right will not be prejudiced in this regard.</p>
<p><b>Article 172</b> The engagement <u>and dismissal</u> of an accounting firm by the Company shall be <u>submitted to the Board for deliberation and</u> determined at a general meeting <u>after being approved by more than half of all members of the audit and risk committee,</u> and the Board shall not engage an accounting firm before any resolution adopted at a general meeting.</p>	<p><b>Article 258</b> The engagement of an accounting firm by the Company shall be determined at a <del>shareholders'</del> general meeting, and the Board shall not engage an accounting firm before any resolution adopted at a <del>shareholders'</del> general meeting.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 259</b> The accounting firm engaged by the Company shall have the following rights:</del></p> <p><del>(1) To inspect the Company's books of account, records or vouchers at any time, and to request the Company's directors, president or other senior management to provide relevant information and explanations;</del></p> <p><del>(2) To request the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations deemed necessary by the accounting firm in performing its functions;</del></p> <p><del>(3) To participate in shareholder's general meetings, obtain any meeting notices or other information about meetings which any shareholders are entitled to, and speak at any shareholders' general meetings on matters relating to its capacity as the accounting firm of the Company.</del></p>
<p><b>Article 173</b><sup>Note</sup> The Company shall ensure the provision of true and complete accounting evidence, books of account, financial and accounting reports and other accounting data to the accounting firm engaged by it, and no refusal, withholding and false information are allowed.</p>	<p><b>Article 260</b> The Company shall ensure the provision of true and complete accounting evidence, books of account, financial and accounting reports and other accounting data to the accounting firm engaged by it, and no refusal, withholding and false information are allowed.</p>
<p><b>Article 174</b> Remuneration of the accounting firm or the manner in which such firm is remunerated shall be decided upon by the general meeting.</p>	<p><b>Article 262</b> Remuneration of the accounting firm or the manner in which such firm is remunerated shall be decided upon by the <del>shareholders'</del> general meeting.</p>

Note: No amendment is made.



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><del><b>Article 263</b>—The Company’s engagement or termination or non-renewal of the engagement of the accounting firm shall be decided upon by the shareholders’ general meeting, and shall be filed with the securities authority of the State Council for the record.</del></p> <p><del>Where the shareholder’s general meeting proposes to adopt a resolution on the engagement of a new accounting firm to fill a vacancy in the office of accounting firm or the termination of engagement of an accounting firm prior to the expiry of its term, the following requirements shall be met:</del></p> <p><del>(1) Before the issue of the notice of shareholders’ general meeting, the proposal for the engagement or the cessation of engagement shall be given to the accounting firm proposed to be engaged or to be dismissed, or to the accounting firm which is ceasing to act in the financial year concerned.</del></p> <p><del>The meaning of cessation of engagement shall include the termination of engagement, resignation and retirement.</del></p> <p><del>(2) Where the accounting firm which is ceasing to act makes a written statement and requests the Company to inform shareholders of the same, the Company shall take the following measures unless the such statement is delivered out of time:</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>The statement made by the accounting firm which is ceasing to act shall be specified in the notice given for the purpose of making a resolution;</p> <p><del>A copy of such statement shall be annexed to the notice and given to shareholders in a manner stipulated in the Articles of Association.</del></p> <p><del>(3) If the Company fails to deliver the statement of the accounting firm in question as specified in Item (2) hereof, the said accounting firm may request to have such statement read out at the shareholders' general meeting, and may make further complaints.</del></p> <p><del>(4) The outgoing accounting firm shall be entitled to attend the following meetings:</del></p> <p><del>The shareholders' general meeting at which its term of office becomes expired;</del></p> <p><del>The shareholders' general meeting to be held for the purpose of filling the vacancy caused by the termination of its engagement;</del></p> <p><del>The shareholders' general meeting to be held due to its resignation.</del></p> <p><del>The accounting firm which is ceasing to act shall be entitled to receive all notices of the aforesaid meetings or other information relating to such meetings, and speak at the aforesaid meetings about matters relating to its capacity as a former accounting firm of the Company.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 175</b> If the Company intends to terminate or cease to renew the engagement of an accounting firm, a <u>prior</u> notice of ten (10) days shall be given to the accounting firm. The accounting firm <u>shall be allowed to make a statement when the general meeting votes on dismissing the accounting firm.</u></p> <p>Where the accounting firm tenders resignation, it shall explain to the general meeting whether there are any improper practices of the Company.</p>	<p><b>Article 264</b> If the Company intends to terminate or cease to renew the engagement of an accounting firm, a prior notice thereof shall be given to the accounting firm. The accounting firm shall <del>be entitled to</del> make a statement <del>to the shareholders' general meeting.</del> Where the accounting firm tenders resignation, it shall explain to the <del>shareholders'</del> general meeting whether there are any improper practices of the Company.</p> <p><del>(1) The accounting firm may resign by placing a written notification of resignation at the legal address of the Company. The notification shall come into effect on the date when it is placed at the legal address of the Company or such a later date as stated in the notification. The notification shall include following statements:</del></p> <p><del>A declaration that its resignation does not involve any matters that should be explained to the Company's shareholders or creditors; or</del></p> <p><del>Any statement of any matters that should be explained.</del></p> <p><del>Such notifications shall come into effect on the date when they are placed at the legal address of the Company or such a later date as stated in the said notifications.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>(2) <del>Within fourteen days upon receipt of the written notification referred to in Item (1) of this Article, the Company shall deliver a photocopy of such notification to the competent authority. If the notification contains such statements as mentioned in Item (1)(ii) of this Article, duplicates of such statements shall be made available at the Company for shareholders' inspection. The Company shall also send the aforesaid duplicates by postage prepaid mail to each holder of overseas listed foreign shares, at the addresses recorded in the register of members.</del></p> <p>(3) <del>If the resignation notification from the accounting firm contains the statements as mentioned in Item (1)(ii) of this Article, the accounting firm may request the Board of Directors to call an extraordinary general meeting to listen to its explanation regarding the resignation.</del></p>

## Chapter 9 Notices and Announcements

## Section 1 Notices

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 176</b> Notices of the Company may be issued by the following methods:</p> <ol style="list-style-type: none"> <li>(1) by hand;</li> <li>(2) by post;</li> <li>(3) by announcement;</li> <li>(4) <u>by telephone;</u></li> <li>(5) <u>by designated electronic communication system of the Company;</u></li> <li>(6) by any other means approved by the relevant regulatory authorities of the place of Listing or required by these Articles of Association.</li> </ol> <p><u>The designated electronic communication system of the Company includes but is not limited to email, electronic office management system, and other instant communication tools approved by the Board.</u></p>	<p><b>Article 265</b> Notices of the Company may be issued by the following methods:</p> <ol style="list-style-type: none"> <li>(1) by hand;</li> <li>(2) by post;</li> <li>(3) <del>by facsimile or email;</del></li> <li>(4) <del>subject to the laws, administrative regulations and the listing rules of the place of listing, by publishing on the websites designated by the Company and the regulatory authorities of the place of listing;</del></li> <li>(5) by announcement;</li> <li>(6) <del>by other means agreed by the Company and the recipients in advance or approved by the recipients upon receipt of the notices;</del></li> <li>(7) by any other means approved by the relevant regulatory authorities of the place of listing or required by these Articles.</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>Unless the context otherwise requires, “announcement(s)” referred to herein shall mean, as far as announcements to holders of domestic shares or announcements to be published in the PRC under the relevant provisions and the Articles of Association are concerned, such announcements published on the PRC newspapers designated under the PRC laws and regulations or by the securities regulatory authorities of the State Council; or, as far as announcements to shareholders of foreign shares or announcements to be published in Hong Kong as required by the relevant provisions and the Articles of Association are concerned, such announcements which must be published on the designated Hong Kong newspapers in accordance with the relevant requirements of the listing rules.</p> <p>Regarding the requirements for the manners of provision and/or distribution of the Corporate Communication to holders of overseas listed foreign shares under the Hong Kong Listing Rules, the Company may, subject to the laws, regulations and relevant listing rules of the place of listing of the Company’s shares, also issue and/or distribute the Corporate Communication to the holders of overseas listed foreign shares by electronic means or publication on the website of the Company in lieu of distributing the relevant information to the holders of overseas listed foreign shares by hand or by postage prepaid mail.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
	<p>If the Corporate Communication is made or provided on the Company's website to holders of overseas listed foreign shares, such Corporate Communications shall be deemed to be made and served at the later of:</p> <ol style="list-style-type: none"> <li>1. the date on which a notice that the Corporate Communication has already been published on the Company's website is given to holders of overseas listed foreign shares pursuant to the Hong Kong Listing Rules;</li> <li>2. the date on which the Corporate Communication is first published on the Company's website (in the event that Corporate Communication is published on the website subsequent to the issuance of the said notice).</li> </ol> <p>Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.</p>
<b>Article 177</b> Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.	N/A
<b>Article 178</b> <u>The notice of general meetings of the Company shall be sent by announcements.</u>	<b>Article 266</b> <del>Unless otherwise stipulated herein, the manners by which notices are given as stipulated in the preceding article shall be applicable to notices of the Company regarding the convening of shareholders' general meetings and meetings of the Board of Directors and Board of Supervisors.</del>
<b>Article 179</b> <u>The notice of board meetings of the Company shall be sent by designated electronic communication system of the Company and/or by telephone.</u>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 180</b> For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be the <u>third (3rd) working day</u> from the mail is delivered to the post office; and for notices delivered by way of announcements, the date of delivery shall be the date of first <u>(1st)</u> publication.</p>	<p><b>Article 267</b> For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be the <del>forty-eighth hour</del> from the mail is delivered to the post office; <del>for notices delivered by fax or email or published on the Company's website, the date of delivery shall be the date on which they are published;</del> and for notices delivered by way of announcements, the date of delivery shall be the date of first publication. <del>The relevant announcements shall be published on newspapers which comply with the relevant requirements.</del></p>
<p><b>Article 181</b> <u>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting and the resolution adopted thereat.</u></p>	<p>N/A</p>



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<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>	
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**Section 2   Announcements**

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 182</b> <u>The Company must publish its announcements on designated websites, media, and newspapers in accordance with relevant regulatory requirements of the place where it listed.</u>	N/A

**Chapter 10   Merger, Division, Capital Increase, Capital Reduction,  
Dissolution and Liquidation**

**Section 1   Mergers, Divisions Capital Increase, and Capital Reduction**

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 183</b> The Company’s merger may take place in the form of merger by absorption or new merger.  <u>The absorption by one company of one or more other companies shall be merger by absorption, in which case the absorbed company or companies shall be dissolved. The merger of two or more companies and establishment of a new company shall be merger by new establishment, in which case the parties to the merger shall be dissolved.</u>	<b>Article 271</b> The Company’s merger may take place in the form of merger by absorption or new merger.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 270</b> In relation to mergers or divisions of the Company, a proposal shall be put forward by the Board of the Company. After the same has been passed according to the procedures provided in these Articles of Association, the relevant approval procedures shall be completed in accordance with laws. Shareholders voting against the proposal for the merger or division of the Company shall be entitled to demand the Company or the shareholders consenting to the proposal for the merger or division of the Company to purchase their shares at a fair price. The resolution on the merger or division of the Company shall be treated as a special document, which shall be available for shareholders' inspection.</p> <p>The aforesaid document shall also be delivered by any means permitted by the stock exchange(s) on which shares of the Company are listed (including, but not limited to, by post, email, facsimile, announcement or by publication on the Company's website and/or the website(s) of the stock exchange(s) on which the shares of the Company are listed) to the holders of H Shares. If delivered by post, the addresses of recipients shall be the registered addresses recorded in the register of members.</p>
<p><b>Article 184</b> <u>Where the price paid by the Company for combination is no more than ten percent (10%) of the Company's net assets, the combination may be made without resolutions of the general meeting, except as otherwise set forth herein.</u></p> <p><u>When the Company merges with a company in which it holds more than ninety percent (90%) of the shares, the merged company is not required to pass a resolution at the general meetings, but it shall notify its other shareholders. Other shareholders shall have the right to request the Company to purchase their equity interests or shares at a reasonable price.</u></p> <p><u>Where the Company makes business combination without general meeting resolutions according to the two preceding provisions, the Board resolutions shall be required.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 185</b> As far as mergers are concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within ten <u>(10)</u> days, and make an announcement on the merger on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed <u>or the National Enterprise Credit Information Publicity System</u> within thirty <u>(30)</u> days, from the date of passage of the resolution on the merger. Creditors may, within thirty <u>(30)</u> days upon receipt of the notification, (or for creditors who have not received such notification, within forty-five <u>(45)</u> days after the date of announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p>	<p><b>Article 272</b> As far as mergers are concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within ten days, and make an announcement on the merger on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed within thirty days, from the date of passage of the resolution on the merger. Creditors may, within thirty days upon receipt of the notification, (or for creditors who have not received such notification, within forty-five days after the date of announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.</p>
<p><b>Article 186<sup>Note</sup></b> Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.</p>	<p><b>Article 273</b> Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.</p>
<p><b>Article 187</b> As far as divisions are concerned, property of the Company shall be split up accordingly.</p> <p>Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten <u>(10)</u> days, and make an announcement on the division on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed <u>or the National Enterprise Credit Information Publicity System</u> within thirty <u>(30)</u> days, from the date of passage of the resolution on the division.</p>	<p><b>Article 274</b> As far as divisions are concerned, property of the Company shall be split up accordingly.</p> <p>Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed within thirty days, from the date of passage of the resolution on the division.</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 188<sup>Note</sup></b> The indebtedness of the Company prior to the division shall be jointly borne by the demerged companies unless otherwise agreed between the Company and its creditors under a written agreement in relation to the settlement of debts prior to the division.</p>	<p><b>Article 275</b> The indebtedness of the Company prior to the division shall be jointly borne by the demerged companies unless otherwise agreed between the Company and its creditors under a written agreement in relation to the settlement of debts prior to the division.</p>
<p><b>Article 189</b> <u>The Company shall prepare a balance sheet and a property list for the reduction of its registered capital.</u></p> <p><u>The Company shall notify the creditors within ten (10) days from the date of making a resolution on the reduction of registered capital by general meeting, and make an announcement within thirty (30) days on the newspapers approved by the stock exchange of the place of listing of the Company or the National Enterprise Credit Information Publicity System. The creditors shall have the right to require the Company to pay off debts or provide a guarantee accordingly within thirty (30) days from the date of receiving the notice or within forty-five (45) days from the date of making the announcement in case they have not received such notice.</u></p> <p><u>When the Company reduces its registered capital, it shall reduce the amount of capital contributions or shares in proportion to the shareholders' shareholdings, unless otherwise stipulated in the laws or the Articles of Association.</u></p>	<p>N/A</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 190</b> <u>If the Company still has losses after making up for them in accordance with the provisions of paragraph 2 of Article 164 of the Articles of Association, it may reduce its registered capital to make up for such losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.</u></p> <p><u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of the previous Article shall not apply. However, the Company shall announce the reduction on the newspapers approved by the stock exchange of the place of listing of the Company or the National Enterprise Credit Information Publicity System within thirty (30) days from the date on which the general meeting passes are solution to reduce the registered capital.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory common reserve fund and the discretionary common reserve funds reaches fifty percent (50%) of the Company's registered capital.</u></p>	N/A
<p><b>Article 191</b> <u>If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be restored to their original status; in case of losses caused to the Company, shareholders and responsible directors and senior management officers shall be liable for compensation.</u></p>	N/A

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 192</b> <u>When the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights, unless otherwise stipulated in the requirements of the Articles of Association or granted by a resolution of the general meeting.</u></p>	N/A
<p><b>Article 193</b> In the case that merger or division of the Company results in any changes in registered particulars, modifications of registration shall be completed with the company registration authority according to law; in the case of dissolution, the deregistration shall be made according to law; in the case of the establishment of a new company, the registration of incorporation shall be made according to law.</p> <p><u>In the case that the Company increase or reduce its registered capital, modifications of registration shall be completed with the company registration authority according to law.</u></p>	<p><b>Article 276</b> In the case that merger or division of the Company results in any changes in registered particulars, modifications of registration shall be completed with the company registration authority according to law; in the case of dissolution, the deregistration shall be made according to law; in the case of the establishment of a new company, the registration of incorporation shall be made according to law.</p>

## Section 2 Dissolution and Liquidation

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 194</b> The Company will be dissolved if:</p> <ol style="list-style-type: none"> <li>(1) a resolution on dissolution has been passed at a general meeting;</li> <li>(2) The Company has to be dissolved as a result of its merger or division;</li> <li>(3) Bankruptcy is declared according to law because of any failure to settle any mature debts;</li> <li>(4) The business license has been cancelled or the Company has been ordered to close down its operations, or it has been wound up;</li> <li>(5) A shareholder who holds more than ten percent (10%) of the voting rights may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardize the shareholders' interests and that such difficulties cannot be resolved by any other means.</li> </ol> <p><u>If the Company encounters the cause of dissolution as stipulated in the preceding paragraph, it shall announce the reasons of dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.</u></p>	<p><b>Article 277</b> The Company will be dissolved if:</p> <ol style="list-style-type: none"> <li>(1) a resolution on dissolution has been passed at a <del>shareholders'</del> general meeting;</li> <li>(2) The Company has to be dissolved as a result of its merger or division;</li> <li>(3) Bankruptcy is declared according to law because of any failure to settle any mature debts;</li> <li>(4) The business license has been cancelled or the Company has been ordered to close down its operations, or it has been wound up;</li> <li>(5) A shareholder who holds more than ten percent of the voting rights of <del>all shareholders</del> may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardize the shareholders' interests and that such difficulties cannot be resolved by any other means.</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 195</b> <u>Where the situation set forth in Item (1) or (2) of Article 194 of these Articles of Association occurs, the Company may continue to exist by amending these Articles of Association or through a general meeting resolution if properties have not yet been distributed to shareholders.</u></p> <p><u>Amendments to these Articles of Association or the general meeting resolution in accordance with preceding paragraph shall be passed by a vote representing two-thirds (2/3) or more of the voting rights of the shareholders present at the general meeting.</u></p>	N/A
<p><b>Article 196</b> If the Company is dissolved pursuant to Items (1), (2), (4) and (5) of Article 194 hereof, <u>the Company shall go into liquidation, and the directors shall be the liquidation obligors, and a liquidation team shall be formed to start the liquidation within fifteen (15) days from the date on which the causes for dissolution arise.</u></p> <p>The liquidation team shall be composed of the personnel designated by directors or at a shareholders' general meeting.</p> <p><u>If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u></p>	<p><b>Article 278</b> If the Company is dissolved pursuant to Items (1), (3), (4) and (5) of <del>Article 277</del> hereof, a liquidation team shall be formed to start the liquidation within fifteen days from the date on which the causes for dissolution arise.</p> <p>The liquidation team shall be composed of the personnel designated by directors or at a shareholders' general meeting. <del>If no liquidation team is formed for the purpose of liquidation within the time limit, a creditor may lodge an application to the people's court for designating the relevant persons to form the liquidation team in respect of the liquidation.</del></p>



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>If the Board of Directors decides to liquidate the Company (except for liquidation owing to the Company's declaration of bankruptcy), the Board of Directors shall state in the notice of the general meeting to be convened for this purpose that the Board of Directors has made an overall investigation into the situation of the Company and it considers that the Company may fully discharge its liabilities within twelve <u>(12)</u> months from the commencement of the liquidation.</p> <p>After a resolution on the liquidation has been passed at the general meeting, the functions and powers of the Board of Directors of the Company shall be terminated forthwith.</p> <p>The liquidation team shall follow the instructions from the general meeting, report to the general meeting liquidation at least once <u>(1)</u> a year on the income and expenditure of the liquidation team as well as the Company's business and progress in the, and make the final report to the general meeting upon completion of the liquidation.</p>	<p><b>Article 279</b> If the Board of Directors decides to liquidate the Company (except for liquidation owing to the Company's declaration of bankruptcy), the Board of Directors shall state in the notice of the <del>shareholders'</del> general meeting to be convened for this purpose that the Board of Directors has made an overall investigation into the situation of the Company and it considers that the Company may fully discharge its liabilities within twelve months from the commencement of the liquidation.</p> <p>After a resolution on the liquidation has been passed at the <del>shareholders'</del> general meeting, the functions and powers of the Board of Directors of the Company shall be terminated forthwith.</p> <p>The liquidation team shall follow the instructions from the <del>shareholders'</del> general meeting, report to the <del>shareholders'</del> general meeting liquidation at least once a year on the income and expenditure of the liquidation team as well as the Company's business and progress in the, and make the final report to the <del>shareholders'</del> general meeting upon completion of the liquidation.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 197</b> The liquidation team shall exercise the following functions and powers during the course of liquidation:</p> <ol style="list-style-type: none"> <li>(1) To sort out the Company's property and prepare the balance sheet and a list of property;</li> <li>(2) To make notices and announcements to creditors;</li> <li>(3) To dispose of and liquidate the outstanding business of the Company;</li> <li>(4) To pay the outstanding taxes and taxes incurred during the course of liquidation;</li> <li>(5) To settle all creditors' rights and indebtedness;</li> <li>(6) To <u>allocate</u> the Company's residual assets after the settlement of its liabilities;</li> <li>(7) To attend any civil proceedings on behalf of the Company.</li> </ol>	<p><b>Article 280</b> The liquidation team shall exercise the following functions and powers during the course of liquidation:</p> <ol style="list-style-type: none"> <li>(1) To sort out the Company's property and prepare the balance sheet and a list of property;</li> <li>(2) To make notices and announcements to creditors;</li> <li>(3) To dispose of and liquidate the outstanding business of the Company;</li> <li>(4) To pay the outstanding taxes and taxes incurred during the course of liquidation;</li> <li>(5) To settle all creditors' rights and indebtedness;</li> <li>(6) To <del>dispose of</del> the Company's residual assets after the settlement of its liabilities;</li> <li>(7) To attend any civil proceedings on behalf of the Company.</li> </ol>
<p><b>Article 198</b> The liquidation team shall notify creditors within ten <u>(10)</u> days, and make announcements on the newspapers prescribed by the stock exchange where the Company is listed <u>or the National Enterprise Credit Information Publicity System</u> within sixty <u>(60)</u> days, from the date of formation. Creditors shall report its claims to the liquidation team within thirty <u>(30)</u> days after the date of receipt of the notice, or within forty-five <u>(45)</u> days after the date of the announcement if no notice is received.</p> <p>In reporting a claim, a creditor shall explain the relevant particulars of its claim and provide supporting materials. The liquidation team shall register the claim.</p> <p>During the period of reporting claims, the liquidation team shall make no settlement with creditors.</p>	<p><b>Article 281</b> The liquidation team shall notify creditors within ten days, and make announcements on the newspapers prescribed by the stock exchange where the Company is listed within sixty days, from the date of formation. Creditors shall report its claims to the liquidation team within thirty days after the date of receipt of the notice, or within forty-five days after the date of the announcement if no notice is received.</p> <p>In reporting a claim, a creditor shall explain the relevant particulars of its claim and provide supporting materials. The liquidation team shall register the claim.</p> <p>During the period of reporting claims, the liquidation team shall make no settlement with creditors.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 199</b> After the Company's property has been sorted out and the balance sheet and a list of property have been prepared, the liquidation team shall formulate a proposal for liquidation and report the same to the general meeting or the people's court for confirmation.</p> <p>The residual property after the respective settlement of the liquidation expenses, staff wages, social insurance expenses and statutory compensation, the payment of taxes in arrears and the discharge of the Company's liabilities shall be distributed to shareholders <u>in proportion to their shareholding</u>.</p> <p>During the period of liquidation, the Company shall subsist, but <u>dose not</u> carry on any operating activities that are not related to the liquidation.</p> <p>The property of the Company shall not be distributed among the shareholders before the completion of the settlements as provided for in the preceding article.</p>	<p><b>Article 282</b> After the Company's property has been sorted out and the balance sheet and a list of property have been prepared, the liquidation team shall formulate a proposal for liquidation and report the same to the <del>shareholders'</del> general meeting or the people's court for confirmation.</p> <p>The residual property after the respective settlement of the liquidation expenses, staff wages, social insurance expenses and statutory compensation, the payment of taxes in arrears and the discharge of the Company's liabilities shall be distributed to shareholders in accordance with <del>Article 303 of the Articles of Association</del>.</p> <p>During the period of liquidation, the Company shall subsist, but <del>cannot</del> carry on any operating activities that are not related to the liquidation. The property of the Company shall not be distributed among the shareholders before the completion of the settlements as provided for in the preceding article.</p>
<p><b>Article 200</b> The liquidation team shall apply to the people's court for the bankruptcy <u>liquidation</u> according to law if they find that the Company's property is insufficient to settle its indebtedness after the Company's property has been sorted out and the balance sheet and a list of property have been prepared.</p> <p><u>After</u> the people's court <u>accepts the application for bankruptcy</u>, the liquidation team shall transfer the liquidation affairs to <u>the bankruptcy administrator designated by</u> the people's court.</p>	<p><b>Article 283</b> The liquidation team shall apply to the people's court <del>for the declaration of bankruptcy</del> according to law if they find that the Company's property is insufficient to settle its indebtedness after the Company's property has been sorted out and the balance sheet and a list of property have been prepared. <del>If the Company declares its bankruptcy pursuant to a ruling of</del> the people's court, the liquidation team shall transfer the liquidation affairs to the people's court.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 201</b> After the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to a general meeting or the people's court for confirmation and then filed the same with the company registration authority for the purpose of applying for the deregistration of the Company.</p>	<p><b>Article 284</b> After the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report <del>and a statement of income and expenditure incurred during the liquidation and the financial books</del> and submit the same to a <del>shareholders'</del> general meeting or the people's court for confirmation <del>after they have been audited by a PRC-certified public accountant</del> and then filed the same with the company registration authority <del>within thirty days after the date of confirmation of the shareholders' general meeting or the people's court</del> for the purpose of applying for the deregistration of the Company. <del>An announcement of the termination of the Company shall be made.</del></p>
<p><b>Article 202</b> The members of the liquidation team shall fulfill the liquidation duties and have the duty of faith and diligence.</p> <p><u>Where a member of the liquidation committee causes loss to the Company by reason of gross negligence in performing liquidation duties, he/she shall be liable for damages; and shall be responsible for compensation should he, deliberately or due to major negligence, bring losses to the Company or to a creditor.</u></p>	<p><b>Article 285</b> The members of the liquidation team <del>shall be acted diligently and perform their obligations of liquidation according to law.</del></p> <p><del>No member of the liquidation team shall accept any bribes or any other illegal income by making use of his functions and powers; neither could he seize any property of the Company.</del></p> <p><del>A member of the liquidation team shall be responsible for compensation should he, deliberately or due to major negligence, bring losses to the Company or to a creditor.</del></p>
<p><b>Article 203</b> <u>In the event that the Company is legally declared insolvent, insolvent liquidation shall be carried out pursuant to the relevant regulations on enterprise insolvency.</u></p>	<p>N/A</p>

## Chapter 11 Amendments to Articles of Association

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 204</b> The Company shall amend the Articles of Association under any of the following circumstances:</p> <p>(1) Following amendments to the Company Law or the relevant laws or administrative regulations, any provisions of the Articles of Association contravene the amended laws or administrative regulations;</p> <p>(2) Any changes in the Company are inconsistent with the provisions of the Articles of Association;</p> <p>(3) Amendments to the Articles of Association are resolved at a general meeting.</p>	<p><b>Article 286</b> The Company shall amend the Articles of Association under any of the following circumstances:</p> <p>(1) Following amendments to the Company Law or the relevant laws or administrative regulations, any provisions of the Articles of Association contravene the amended laws or administrative regulations;</p> <p>(2) Any changes in the Company are inconsistent with the provisions of the Articles of Association;</p> <p>(3) Amendments to the Articles of Association are resolved at a <del>shareholders</del><sup>2</sup> general meeting.</p>
<p><b>Article 205</b> Any amendments to the Articles of Association passed by a resolution at a general meeting shall be filed with the competent authorities for approval if it is so required; and if an amendment is relevant to any registration items of the Company, modifications of the registration shall be completed according to law.</p>	<p><b>Article 287</b> Any amendments to the Articles of Association passed by a resolution at a <del>shareholders</del><sup>2</sup> general meeting shall be filed with the competent authorities for approval if it is so required; and if an amendment is relevant to any registration items of the Company, modifications of the registration shall be completed according to law.</p>
<p><b>Article 206</b> Amendments to the Articles of Association shall be made by the Board of Directors in accordance with a resolution tabled at a general meeting on amendments to the Articles of Association and opinions of the relevant competent authorities on review and approval.</p>	<p><b>Article 288</b> Amendments to the Articles of Association shall be made by the Board of Directors in accordance with a resolution tabled at a <del>shareholders</del><sup>2</sup> general meeting on amendments to the Articles of Association and opinions of the relevant competent authorities on review and approval.</p>
<p><b>Article 207<sup>Note</sup></b> Information on the amendments to the Articles of Association shall be disclosed as required by the laws and regulations and shall be announced in accordance with the rules.</p>	<p><b>Article 289</b> Information on the amendments to the Articles of Association shall be disclosed as required by the laws and regulations and shall be announced in accordance with the rules.</p>

Note: No amendment is made.

## Chapter 12 Special Requirements for Class Shareholders

## Section 1 General Requirements for Class Shareholders

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 208<sup>Note</sup></b> Shareholders holding shares that are a different class of shares shall be class shareholders holding that class of shares. Class shareholders shall enjoy rights and undertake obligations in accordance with laws, administrative regulations and the provisions hereof.</p>	<p><b>Article 129</b> Shareholders holding shares that are a different class of shares shall be class shareholders holding that class of shares.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with laws, administrative regulations and the provisions hereof.</p>
<p><b>Article 209</b> In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a general meeting, and at shareholders' meetings respectively convened by affected class shareholders.</p> <p>In the event that any changes in the domestic and foreign laws, administrative regulations and the listing rules of the place of listing as well as any decisions made by domestic and foreign regulators according to law result in any alteration or abolition of the rights of class shareholders, approval of a general meeting or class meeting shall not be required.</p>	<p><b>Article 130</b> In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a <del>shareholders'</del><sup>2</sup> general meeting, and at shareholders' meetings respectively convened by affected class shareholders <del>in accordance with Article 132 to Article 136.</del></p> <p>In the event that any changes in the domestic and foreign laws, administrative regulations and the listing rules of the place of listing as well as any decisions made by domestic and foreign regulators according to law result in any alteration or abolition of the rights of class shareholders, approval of a <del>shareholders'</del><sup>2</sup> general meeting or class meeting shall not be required.</p> <p><del>For the purpose of Article 18, the transfer by the Company's holders of domestic shares of the shares held thereby to overseas investors for listing overseas shall not be deemed as the Company's intention to alter or abolish the rights of class shareholders.</del></p>

Note: No amendment is made.

<b>Articles of the Articles of Association (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Articles of Association (Amended in 2023)</b>
<p><b>Article 210<sup>Note</sup></b> The following scenarios shall be deemed as alteration or abolition of the rights of a class shareholder:</p> <ol style="list-style-type: none"> <li>(1) increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class entitled to equal or more voting rights, distribution rights and other privileges as the shares of that class;</li> <li>(2) change all or part of the shares of that class to the shares of another class, or change all or part of the shares of another class to the shares of that class or grant the conversion rights thereto;</li> <li>(3) cancel or reduce the rights owned by the shares of that class to acquire the accrued dividends or cumulative dividends;</li> <li>(4) reduce or cancel the rights owned by the shares of that class to the priority to obtain dividends or the distribution of property during the liquidation of the Company;</li> </ol>	<p><b>Article 131</b> The following scenarios shall be deemed as alteration or abolition of the rights of a class shareholder:</p> <ol style="list-style-type: none"> <li>(1) increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class entitled to equal or more voting rights, distribution rights and other privileges as the shares of that class;</li> <li>(2) change all or part of the shares of that class to the shares of another class, or change all or part of the shares of another class to the shares of that class or grant the conversion rights thereto;</li> <li>(3) cancel or reduce the rights owned by the shares of that class to acquire the accrued dividends or cumulative dividends;</li> <li>(4) reduce or cancel the rights owned by the shares of that class to the priority to obtain dividends or the distribution of property during the liquidation of the Company;</li> </ol>

Note: No amendment is made.

<b>Articles of the Articles of Association (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Articles of Association (Amended in 2023)</b>
(5) increase, cancel or reduce the share conversion rights, options, voting rights, transfer rights, priority placement rights and the rights to obtain securities of the Company owned by the shares of that class;	(5) increase, cancel or reduce the share conversion rights, options, voting rights, transfer rights, priority placement rights and the rights to obtain securities of the Company owned by the shares of that class;
(6) cancel or reduce the rights owned by the shares of that class to receive payables from the Company in a particular currency;	(6) cancel or reduce the rights owned by the shares of that class to receive payables from the Company in a particular currency;
(7) establish a new class entitled to equal or more voting rights, distribution rights or other privileges as the shares of that class;	(7) establish a new class entitled to equal or more voting rights, distribution rights or other privileges as the shares of that class;
(8) impose restrictions on or increase such restrictions on the transfer or ownership of the shares of that class;	(8) impose restrictions on or increase such restrictions on the transfer or ownership of the shares of that class;
(9) issue share options or share conversion rights in respect of the shares of that or another class;	(9) issue share options or share conversion rights in respect of the shares of that or another class;
(10) increase the rights and privileges of the shares of other classes;	(10) increase the rights and privileges of the shares of other classes;
(11) a corporate restructuring programme constitutes the unproportionate distribution of responsibilities undertaken by the shareholders of different classes in the restructuring;	(11) a corporate restructuring programme constitutes the unproportionate distribution of responsibilities undertaken by the shareholders of different classes in the restructuring;
(12) modify or repeal the clauses hereof.	(12) modify or repeal the clauses hereof.



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 132</b> — Affected class shareholders, regardless of formerly having at shareholders’ general meetings or not, shall have voting rights relation to matters in (2) to (8) and (11) to (12) of Article 131. Shareholders shall not have any voting rights at class meetings.</p> <p>For the purpose of the preceding paragraph, the expression “interested shareholders” shall have the following meanings:</p> <p>(1) — when the Company makes a buyback offer to all shareholders by the same proportion in accordance with Article 33 hereof, or buys back its own shares through public trading on a stock exchange, “interested shareholders” mean the controlling shareholders as defined under Article 305 hereof;</p> <p>(2) — when the Company buys back its own shares by agreement outside a stock exchange in accordance with Article 33 hereof, “interested shareholders” mean the shareholders in relation to that agreement;</p> <p>(3) — in a corporate restructuring programme, “interested shareholders” mean the shareholders who undertake obligations at a proportion lower than that of the other shareholders of the same class, or the shareholders having an interest different from that of other shareholders of that class.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 133</b>— Resolutions may only be made at a class meeting after they are passed by votes representing more than two-thirds of the shareholders with voting rights present thereat in accordance with Article 132 hereof.</p> <p>The quorum for convening meetings of shareholders of various classes of shares for altering the rights of any class of shares (other than adjourned meetings) shall be at least one-third of the holders of the issued shares of that class.</p>
N/A	<p><b>Article 134</b>— To convene a class meeting, the Company shall issue a written notice in accordance with the requirement of notice period of the shareholders' general meeting set out in the Articles of Association, notifying all the shareholders of that class of shares on the register of the matters to be considered thereat as well as the date and venue of the meeting.</p> <p>In the event that the listing rules in the place of listing of the Company's shares provide otherwise, such provisions shall be followed.</p>
N/A	<p><b>Article 135</b>— In the event that a class meeting is held by sending a notice of the meeting, it shall only need to give the notice to the shareholders with the rights to vote thereat.</p> <p>The procedures for convening a class meeting shall be as similar as possible to those for convening a shareholders' general meeting. The clauses herein regarding the procedures for convening a shareholders' general meeting shall apply to class meetings.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
N/A	<p><b>Article 136</b>—Other than the shareholders of other classes of shares, holders of domestic shares and overseas-listed foreign shares shall be deemed as shareholders of different classes.</p> <p>The following scenarios shall not apply to the special procedures for voting by class shareholders:</p> <p>(1)—with the approval by special resolution at a shareholders' general meeting, the Company issues either domestic shares or overseas-listed foreign shares and both of them at an interval of twelve months, and the respective number of the proposed domestic shares and overseas-listed foreign shares does not exceed twenty percent of the outstanding shares of that class;</p> <p>(2)—the Company's plan to issue domestic shares and overseas-listed foreign shares during its establishment is completed within fifteen months of the approval by the securities competent authority of the State Council;</p> <p>(3)—with the approval by the securities regulatory authority of the State Council, the Company's holders of domestic shares transfer their shares to overseas investors for listing overseas.</p>

## Section 2 Special Requirements for Preference Shares

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 211</b> The issued preference shares of the Company shall not exceed <u>fifty percent (50%)</u> of the total number of the ordinary shares of the Company and the amount of funds raised shall not exceed <u>fifty percent (50%)</u> of the net assets before the issuance. The preference shares repurchased or converted shall not be included in the calculation.</p>	<p><del><b>Article 291</b> Except prescribed otherwise by laws, administrative regulations, departmental rules and regulations, the local securities supervision and administration authorities at the place of listing the Company's shares and the Articles of Association, the rights and obligations of the preference shareholders and the management of the preference shares shall comply with the relevant stipulations in the Articles of Association. With the approval of the Shanghai Stock Exchange and the registration with the securities regulatory body under the State Council, the Company may issue the preference shares. The issued preference shares of the Company shall not exceed 50% of the total number of the ordinary shares of the Company and the amount of funds raised shall not exceed 50% of the net assets before the issuance. The preference shares repurchased or converted shall not be included in the calculation.</del></p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 212</b> The preference shareholders of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) To obtain the dividend in accordance with the terms and proportion of their preference shares held;</li> <li>(2) In the case of meeting the conditions prescribed by Article <u>213</u> thereof, the preference shareholders of the Company shall be entitled to attend and vote at the general meeting of the Company;</li> <li>(3) To inspect the Articles of Association, the shareholders' register, the counterfoils of corporate bonds, the minutes of the general meeting, the resolutions of the Board Meeting and the financial and accounting reports;</li> <li>(4) In the case of occurring the situations prescribed in Article <u>214</u>, to restore the voting rights in accordance with the means stipulated by the article, until the Company has fully paid the dividends owed;</li> </ol>	<p><b>Article 292</b> The preference shareholders of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> <li>(1) To obtain the dividend in accordance with the terms and proportion of their preference shares held;</li> <li>(2) In the case of meeting the conditions prescribed by Article 293 thereof, the preference shareholders of the Company shall be entitled to attend and vote at the <del>shareholders'</del> general meeting of the Company;</li> <li>(3) To inspect the Articles of Association, the shareholders' register, the counterfoils of corporate bonds, the minutes of the shareholders' general meeting, the resolutions of the Board Meeting, <del>the Meeting Resolutions of the Supervisory Committee</del> and the financial and accounting reports;</li> <li>(4) In the case of occurring the situations prescribed in Article 294, to restore the voting rights in accordance with the means stipulated by the article, until the Company has fully paid the dividends owed;</li> </ol>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>(5) <u>When the Company is liquidated due to dissolution, bankruptcy or other reasons, residual property is result after repayment has been made from the Company's property according to the relevant provisions of the Company Law and Bankruptcy Law. The Company shall give priority to preference shareholders to the extent of payment of undistributed dividends and the liquidated amount as agreed in the Articles of Association. Should the amount be insufficient to make full payment, the distribution shall be made according to the shareholding ratio of preference shareholders;</u></p> <p>(6) Other rights entitled to the preference shareholders as prescribed by laws, administrative regulations, departmental rules and regulations and the Articles of Association.</p>	<p>(5) To be <del>distributed</del> the remaining properties of <del>the Company</del> superior to the <del>ordinary</del> shareholders;</p> <p>(6) Other rights entitled to the preference shareholders as prescribed by laws, administrative regulations, departmental rules and regulations and the Articles of Association.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 213</b> <u>The preference shareholders cannot attend any general meeting, nor do their preference shares have voting rights.</u></p> <p>In any of the following events, the notice of the general meeting shall be delivered to the preference shareholders prior to convention of such meeting by the Company. The Company shall also comply with the notice procedure for ordinary shareholders set forth in the Company Law and the Articles of Association. The preference shareholders are entitled to attend the general meetings and vote on the following matters separately from the ordinary shareholders. Each preference share shall have one vote, but the preference shares <u>of the Company</u> held by the Company shall have no voting right:</p> <ol style="list-style-type: none"> <li>(1) any amendment to the provisions of the Articles of Association regarding the preference shares;</li> <li>(2) any reduction of the registered share capital of the Company by more than <u>ten percent (10%)</u>, whether on an individual or cumulative basis;</li> <li>(3) any merger, division, dissolution or change of organizational form of the Company;</li> <li>(4) any issuance of preference shares;</li> <li>(5) any other circumstances prescribed by the Articles of Association <u>that may affect the rights of preference shareholders.</u></li> </ol> <p>Resolutions on the matters above shall be approved by at least two thirds <u>(2/3)</u> of the votes represented by the preference shareholders present at the meeting (excluding the preference shareholders with voting rights restored), in addition to the approval by at least two thirds <u>(2/3)</u> of the votes represented by the ordinary shareholders present at the meeting (including the preference shareholders with voting rights restored).</p>	<p><b>Article 293</b> <del>The preference shareholders have no right to make a request to, convene, preside over, attend, or attend by proxy any shareholders' general meeting, nor do they have voting rights, save as the matters to be voted by the preference shareholders in accordance with the laws and regulations or the Articles of Association.</del></p> <p>In any of the following events, the notice of the <del>shareholders'</del> general meeting shall be delivered to the preference shareholders prior to convention of such meeting by the Company. The Company shall also comply with the notice procedure for ordinary shareholders set forth in the Company Law and the Articles of Association. The preference shareholders are entitled to attend the <del>shareholders'</del> general meetings and vote on the following matters separately from the ordinary shareholders. Each preference share shall have one vote, but the preference shares held by the Company shall have no voting right:</p> <ol style="list-style-type: none"> <li><del>1-</del> any amendment to the provisions of the Articles of Association regarding the preference shares;</li> <li><del>2-</del> any reduction of the registered share capital of the Company by more than 10%, whether on an individual or cumulative basis;</li> <li><del>3-</del> any merger, division, dissolution or change of organizational form of the Company;</li> <li><del>4-</del> any issuance of preference shares;</li> <li><del>5-</del> any other circumstances prescribed by <del>laws, administrative regulations, departmental rules or the Articles of Association.</del></li> </ol> <p>Resolutions on the matters above shall be approved by at least two thirds of the votes represented by the preference shareholders present at the meeting (excluding the preference shareholders with voting rights restored), in addition to the approval by at least two thirds of the votes represented by the ordinary shareholders present at the meeting (including the preference shareholders with voting rights restored).</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 214</b> If the Company fails to pay dividends to the preference shareholders as agreed for three (3) accounting years in aggregate or two (2) consecutive accounting years, the preference shareholders shall have the right to attend the general meetings, <u>and each preference share shall be entitled to the voting rights as stipulated in the Articles of Association. For preference shares which dividends can be brought forward to the next accounting year, the restoration of voting rights shall be valid until all outstanding dividends are paid in full. For preference shares which dividends cannot be brought forward to the next accounting year, the restoration of voting rights shall be valid until all dividends are paid for such year.</u></p>	<p><b>Article 294</b> If the Company fails to pay dividends to the preference shareholders as agreed for three accounting years in aggregate or two consecutive accounting years, the preference shareholders shall have the <del>same</del> right to attend <del>and vote at</del> the general meetings <del>with ordinary shareholders from the date immediately following the day when the general meeting has approved the cancellation of payment of current dividend on the preference shares or the date immediately following the day when the current dividend has not been paid as agreed.</del></p>
<p><b>Article 215</b> The number of voting rights of ordinary shares entitled to each preference share at the time of restoring the voting rights shall be calculated using the following formula: <math>N=V/P_n</math>. Wherein, V is the total par value of preference shares held by the preference shareholders; <math>P_n</math>, the stimulated conversion price, is the net asset value per share attributable to owners of the parent as disclosed in the Company's audited consolidated financial statements as at 31 December 2024, namely RMB17.35 per share. The number of voting rights restored shall be rounded down to the nearest integer.</p> <p>The stimulated conversion price at the time of restoring the voting rights will be adjusted as prescribed by the issuance plan.</p>	<p><b>Article 294</b> The number of voting rights of ordinary shares entitled to each preference share at the time of restoring the voting rights shall be calculated using the following formula: <math>N=V/P_n</math>. Wherein, V is the total par value of preference shares held by the preference shareholders; <math>P_n</math>, the stimulated conversion price, is the net asset value per share attributable to owners of the parent as disclosed in the Company's audited consolidated financial statements as at 31 December 2021, namely RMB14.01 per share. The number of voting rights restored shall be rounded down to the nearest integer.</p> <p>The stimulated conversion price at the time of restoring the voting rights will be adjusted as prescribed by the issuance plan.</p>
<p><b>Article 216<sup>Note</sup></b> After the voting rights are restored, the voting rights of the preference shareholders under the voting rights restoration terms from the date of full payment shall be immediately terminated when the Company has fully paid the owed and payable dividends, unless the laws, regulations and the Articles of Association stipulate otherwise. The voting rights of preference shareholders will be restored again if subsequent event retriggers the voting rights restoration term.</p>	<p><b>Article 295</b> After the voting rights are restored, the voting rights of the preference shareholders under the voting rights restoration terms from the date of full payment shall be immediately terminated when the Company has fully paid the owed and payable dividends, unless the laws, regulations and the Articles of Association stipulate otherwise. The voting rights of preference shareholders will be restored again if subsequent event retriggers the voting rights restoration term.</p>

Note: No amendment is made.



Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 217</b> If the Company repurchase its ordinary shares, or is subject to a merger, division or any other circumstances that may lead to changes in the Company's shares and shareholders' interest and thereby affect the rights and interests of the preference shareholders, the Company is entitled to adjust the stimulated conversion price upon voting rights restoration in a fair, just and equitable manner in order to fully protect and keep balance of the rights and interests of the preference shareholders and the ordinary shareholders. The contents and the mechanism relating to the adjustment of the stimulated conversion price upon voting rights restoration applicable to such circumstances will be formulated in accordance with applicable PRC laws and regulations.</p>	<p><b>Article 296</b> If the Company repurchase its ordinary shares, or is subject to a merger, division or any other circumstances that may lead to changes in the Company's shares and shareholders' interest and thereby affect the rights and interests of the preference shareholders, the Company is entitled to adjust the stimulated conversion price upon voting rights restoration in a fair, just and equitable manner in order to fully protect and keep balance of the rights and interests of the preference shareholders and the ordinary shareholders. The contents and the mechanism relating to the adjustment of the stimulated conversion price upon voting rights restoration applicable to such circumstances will be formulated in accordance with applicable PRC laws and regulations.</p>
<p><b>Article 218</b> The Company may repurchase the preference shares of the Company in accordance with the Articles of Association, subject to the conditions set forth in the relevant laws and regulations.</p> <p>The redemption right of the preference shares of the Company rests on the Company, and no resale clauses for investors are provided.</p> <p>The redemption period of the preference shares is from the fifth <u>(5th)</u> anniversary of the first dividend accruing date (in the event of issuing by tranches, on the first dividend accruing date of each tranche respectively) up to the date of full redemption.</p>	<p><b>Article 297</b> The Company may repurchase the preference shares of the Company in accordance with the Articles of Association, subject to the conditions set forth in the relevant laws and regulations.</p> <p>The redemption right of the preference shares of the Company rests on the Company, and no resale clauses for investors are provided.</p> <p>The redemption period of the preference shares is from the fifth anniversary of the first dividend accruing date (in the event of issuing by tranches, on the first dividend accruing date of each tranche respectively) up to the date of full redemption.</p>

<b>Articles of the Articles of Association (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Articles of Association (Amended in 2023)</b>
<p>Following the fifth <u>(5th)</u> anniversary of the first dividend accruing date (in the event of issuing by tranches, on the first dividend accruing date of each tranche respectively), the Company is entitled to redeem and cancel all or part of the preference shares on every dividend distribution date. Where a partial redemption was decided to be carried out by the Company, the Company shall redeem the preference shares from all preference shareholders of the same tranche by the corresponding proportion. Save for the requirements of the laws and regulations, the redemption of the preference shares is not subject to other conditions.</p> <p>The redemption price of the preference shares shall be the par value plus the current resolved payment of but unpaid dividends on the preference shares.</p> <p>The general meeting authorizes the Board, under the framework and principles considered and approved by the general meeting, to deal with, at its sole discretion, all matters in relation to the redemption in accordance with the relevant laws and regulations, approvals and market conditions.</p> <p><u>The total number of outstanding preference shares shall be written down accordingly upon repurchase of preference shares by the Company in accordance with the provisions hereof.</u></p>	<p>Following the fifth anniversary of the first dividend accruing date (in the event of issuing by tranches, on the first dividend accruing date of each tranche respectively), the Company is entitled to redeem and cancel all or part of the preference shares on every dividend distribution date. Where a partial redemption was decided to be carried out by the Company, the Company shall redeem the preference shares from all preference shareholders of the same tranche by the corresponding proportion. Save for the requirements of the laws and regulations, the redemption of the preference shares is not subject to other conditions.</p> <p>The redemption price of the preference shares shall be the par value plus the current resolved payment of but unpaid dividends on the preference shares.</p> <p>The general meeting authorizes the Board, under the framework and principles considered and approved by the general meeting, to deal with, at its sole discretion, all matters in relation to the redemption in accordance with the relevant laws and regulations, approvals and market conditions.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 219</b> The Company may distribute fixed dividends to the preference shareholders of the Company calculated at the corresponding dividend rate if there are distributable profit left after recovering losses and making allocations to its reserve fund according to relevant laws.</p> <p>The Board, subject to the authorization of the general meeting, shall declare and pay all dividends on the preference shares under the framework and principles considered and approved by the general meeting in relation to the preference shares and in accordance with the agreements set out in the issuance documents. In case of the cancellation of payment of part of or full current dividend on the preference shares, such matter shall also be considered and approved at the general meeting of the Company and shall be informed to the preference shareholders by the Company at least <u>ten</u> (10) working days prior to the dividend payment date in accordance with the requirements by relevant regulatory departments.</p> <p>The preference shares issued in different tranches will have equal priority to dividend distribution. The preference shareholders shall take precedence over ordinary shareholders in distribution of dividends. The Company will not distribute any profit to ordinary shareholders unless the agreed current dividend on preference shares has been fully paid.</p>	<p><b>Article 298</b> The Company may distribute fixed dividends to the preference shareholders of the Company calculated at the corresponding dividend rate if there are distributable profit left after recovering losses and making allocations to its reserve fund according to relevant laws.</p> <p>The Board, subject to the authorization of the general meeting, shall declare and pay all dividends on the preference shares under the framework and principles considered and approved by the general meeting in relation to the preference shares and in accordance with the agreements set out in the issuance documents. In case of the cancellation of payment of part of or full current dividend on the preference shares, such matter shall also be considered and approved at the general meeting of the Company and shall be informed to the preference shareholders by the Company at least 10 working days prior to the dividend payment date in accordance with the requirements by relevant regulatory departments.</p> <p>The preference shares issued in different tranches will have equal priority to dividend distribution. The preference shareholders shall take precedence over ordinary shareholders in distribution of dividends. The Company will not distribute any profit to ordinary shareholders unless the agreed current dividend on preference shares has been fully paid.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 220</b> Unless the occurrence of any trigger events for compulsory payment, the general meeting of the Company shall be entitled to determine to cancel the payment of part of or full current dividend on the preference shares, which shall not constitute a default by the Company. Trigger events for compulsory payment mean the occurrence of any of the following events within <u>twelve (12)</u> months prior to the dividend payment date:</p> <ol style="list-style-type: none"> <li>(1) the payment of dividend to the ordinary shareholders by the Company (including cash, shares, a combination of both cash and shares and other methods in compliance with the laws and regulations);</li> <li>(2) the reduction of registered share capital (except for the redemption and cancellation of shares due to share incentive plan or the redemption and cancellation of ordinary shares as a result of issuing preference shares).</li> </ol>	<p><b>Article 299</b> Unless the occurrence of any trigger events for compulsory payment, the general meeting of the Company shall be entitled to determine to cancel the payment of part of or full current dividend on the preference shares, which shall not constitute a default by the Company. Trigger events for compulsory payment mean the occurrence of any of the following events within 12 months prior to the dividend payment date:</p> <ol style="list-style-type: none"> <li>(1) the payment of dividend to the ordinary shareholders by the Company (including cash, shares, a combination of both cash and shares and other methods in compliance with the laws and regulations);</li> <li>(2) the reduction of registered share capital (except for the redemption and cancellation of shares due to share incentive plan or the redemption and cancellation of ordinary shares as a result of issuing preference shares).</li> </ol>
<p><b>Article 221</b> Dividends on the preference shares <del>will</del> <u>shall</u> be paid by the Company in cash.</p> <p>Dividends on the preference shares of the Company shall be paid annually. The dividends will be accrued from the last day for receiving investors' subscription payments for the current preference shares issued by the Company. The dividend distribution date shall be the anniversary date of the last day for receiving investors' subscription payments for the current preference shares. If any dividend distribution date falls on a statutory holiday or weekend, it shall be deferred to the next working day. Any tax payable for the dividend on the preference shares received by preference shareholders shall be borne by preference shareholders in accordance with relevant laws and regulations.</p>	<p><b>Article 300</b> Dividends on the preference shares will be paid by the Company in cash.</p> <p>Dividends on the preference shares of the Company shall be paid annually. The dividends will be accrued from the last day for receiving investors' subscription payments for the current preference shares issued by the Company. The dividend distribution date shall be the anniversary date of the last day for receiving investors' subscription payments for the current preference shares. If any dividend distribution date falls on a statutory holiday or weekend, it shall be deferred to the next working day. Any tax payable for the dividend on the preference shares received by preference shareholders shall be borne by preference shareholders in accordance with relevant laws and regulations.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 222<sup>Note</sup></b> Dividends on preference shares issued by the Company will be cumulative, which means that the shortfall arising from any dividends not paid in full to the preference shareholders for the previous year will be accumulated to the following year, and shall not constitute a default by the Company.</p>	<p><b>Article 301</b> Dividends on preference shares issued by the Company will be cumulative, which means that the shortfall arising from any dividends not paid in full to the preference shareholders for the previous year will be accumulated to the following year, and shall not constitute a default by the Company.</p>
<p><b>Article 223<sup>Note</sup></b> Once the preference shareholders have received dividends at the agreed dividend rate, they shall not be entitled to the distribution of the remaining profit together with ordinary shareholders.</p>	<p><b>Article 302</b> Once the preference shareholders have received dividends at the agreed dividend rate, they shall not be entitled to the distribution of the remaining profit together with ordinary shareholders.</p>
<p><b>Article 224<sup>Note</sup></b> If the Company is subject to liquidation as a result of dissolution, bankruptcy or other reasons, the residual property of the Company after settlement in accordance with the relevant requirements of laws and regulations, shall be distributed to the shareholders in the following sequences and method:</p> <ol style="list-style-type: none"> <li>(1) pay the sum of par value of the preference shares plus the current declared but unpaid dividends to the preference shareholders. If the residual property is not sufficient, then such distribution shall be made on a pro rata basis in accordance with the shareholding percentages of the preference shareholders in the total preference shares;</li> <li>(2) distribute to the ordinary shareholders on a pro rata basis in accordance with the shareholding percentages of the ordinary shareholders in the total ordinary shares.</li> </ol>	<p><b>Article 303</b> If the Company is subject to liquidation as a result of dissolution, bankruptcy or other reasons, the residual property of the Company after settlement in accordance with the relevant requirements of laws and regulations, shall be distributed to the shareholders in the following sequences and method:</p> <ol style="list-style-type: none"> <li>(1) pay the sum of par value of the preference shares plus the current declared but unpaid dividends to the preference shareholders. If the residual property is not sufficient, then such distribution shall be made on a pro rata basis in accordance with the shareholding percentages of the preference shareholders in the total preference shares;</li> <li>(2) distribute to the ordinary shareholders on a pro rata basis in accordance with the shareholding percentages of the ordinary shareholders in the total ordinary shares.</li> </ol>

Note: No amendment is made.

## Chapter 13 Supplemental Provisions

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><b>Article 225<sup>Note</sup></b> Any matters not covered in the Articles of Association shall be treated in accordance with the laws, administrative regulations and the listing rules of the place of listing by having regard to the actual situation of the Company. Should there be any contraventions between the Articles of Association and any newly-promulgated laws, administrative regulations or the listing rules prevailing at the place of listing, such newly-promulgated laws, administrative regulations or the listing rules of the place of listing shall prevail.</p>	<p><b>Article 304</b> Any matters not covered in the Articles of Association shall be treated in accordance with the laws, administrative regulations and the listing rules of the place of listing by having regard to the actual situation of the Company. Should there be any contraventions between the Articles of Association and any newly-promulgated laws, administrative regulations or the listing rules prevailing at the place of listing, such newly-promulgated laws, administrative regulations or the listing rules of the place of listing shall prevail.</p>
<p><b>Article 226</b> “Controlling shareholder” referred to herein shall mean <u>a shareholder whose shareholdings account for more than fifty percent (50%) of the total share capital of a joint stock limited company; or a shareholder whose shareholdings are less than fifty percent (50%) but whose voting rights on the basis of his/her shareholdings are sufficient to exercise significant influence over there solutions of the general meeting.</u></p> <p>“Acting in concert” referred to herein shall mean two or more persons who, pursuant to an agreement (whether verbal or written), cooperate to obtain or consolidate the control of the Company through the acquisition by any of them of voting rights of the Company.</p>	<p><b>Article 305</b> “Controlling shareholder” referred to herein shall mean <del>a shareholder who meets any of the following conditions:</del></p> <p>(1) <del>such person may, individually or acting in concert with others, elect more than half of the directors;</del></p> <p>(2) <del>such person may, individually or acting in concert with others, exercise more than thirty percent (inclusive) of the voting rights or may control the exercise more than thirty percent (inclusive) of the voting rights of the Company;</del></p> <p>(3) <del>such person, individually or acting in concert with others, holds more than thirty percent (inclusive) of the outstanding voting shares of the Company;</del></p> <p>(4) <del>such person, individually or acting in concert with others, has de facto control over the Company by other means.</del></p> <p>“Acting in concert” referred to herein shall mean two or more persons who, pursuant to an agreement (whether verbal or written), cooperate to obtain or consolidate the control of the Company through the acquisition by any of them of voting rights of the Company.</p>

Note: No amendment is made.

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p>“De facto controller” referred to herein shall mean any <u>natural, legal person or other organizations</u> who has de facto control over actions of the Company through the investment relationship, an agreement or other arrangements.</p> <p>“Connected relationship” referred to herein shall mean the relationship between a controlling shareholder, de facto controller, director or senior management member of the Company and its directly or indirectly controlled enterprise and other relationships which may result in the transfer of the Company’s interests. However, state-owned enterprises may have connected relationships not merely because they are under common control of the State, <u>and may also have the meaning of the “related relationship” conferred by the Hong Kong Listing Rules.</u></p> <p>The “connected parties” referred to herein shall mean the connected/related legal persons and connected/related natural persons of the Company according to the listing rules of the place of listing of its shares.</p>	<p>“De facto controller” referred to herein shall mean any person who <del>is not a shareholder of the Company;</del> but has de facto control over actions of the Company through the investment relationship, an agreement or other arrangements.</p> <p>“<del>Connected/related</del> relationship” referred to herein shall mean the relationship between a controlling shareholder, de facto controller, director, <del>supervisor</del> or senior management member of the Company and its directly or indirectly controlled enterprise and other relationships which may result in the transfer of the Company’s interests. However, state-owned enterprises may have connected relationships not merely because they are under common control of the State.</p> <p>The “<del>connected/related</del> parties” referred to herein shall mean the connected/related legal persons and connected/related natural persons of the Company according to the listing rules of the place of listing of its shares.</p>

Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<p><u>“Connected transactions” referred to herein shall mean matters involving the transfer of resources or obligations between the Company, its holding subsidiaries and other entities controlled by them and the Company’s related parties according to the listing rules of the place of listing of its shares, and shall also have the meaning of the “connected transactions” conferred by the Hong Kong Listing Rules.</u></p> <p>Accounting firms referred to herein shall have the same meaning as “auditors”.</p> <p>The president and deputy presidents referred to herein shall have the same meanings as “managers” and “deputy managers” referred to in the Company Law respectively, and shall have the same meanings as “chief executive officer” and “vice-president of administration” respectively as stipulated in relevant provisions for foreign shares.</p> <p>The Chairman referred to herein shall have the same meanings as “Chairman of the Board” as stipulated in relevant provisions for foreign shares.</p> <p>The preference shares referred to in the Articles of Association is other type of shares (apart from ordinary shares) stipulated otherwise under general stipulations in accordance with the Company Law. The holders of such shares shall be superior to the ordinary shareholders in the distribution of the Company’s profits and residual properties but subject to the restriction in participation of the Company’s decision-making and management.</p> <p>The “RMB” referred to herein shall mean the lawful currency of the People’s Republic of China; unless otherwise specified, all amounts referred to in the Articles of Association are stated in RMB.</p>	<p>Accounting firms referred to herein shall have the same meaning as “auditors”.</p> <p>The president and deputy presidents referred to herein shall have the same meanings as “managers” and “deputy managers” referred to in the Company Law respectively, and shall have the same meanings as “chief executive officer” and “vice-president of administration” respectively as stipulated in relevant provisions for foreign shares.</p> <p>The Chairman referred to herein shall have the same meanings as “Chairman of the Board” as stipulated in relevant provisions for foreign shares.</p> <p><del>The “voting shares” under the Articles of Association only comprise ordinary shares and preference shares with voting rights restored.</del></p> <p>The preference shares referred to in the Articles of Association is other type of shares (apart from ordinary shares) stipulated otherwise under general stipulations in accordance with the Company Law. The holders of such shares shall be superior to the ordinary shareholders in the distribution of the Company’s profits and residual properties but subject to the restriction in participation of the Company’s decision-making and management.</p> <p>The “RMB” referred to herein shall mean the lawful currency of the People’s Republic of China; unless otherwise specified, all amounts referred to in the Articles of Association are stated in RMB.</p>
<p><b>Article 227<sup>Note</sup></b> The Articles of Association are written in both Chinese and English. Should there be any discrepancies between the two versions, the Chinese one shall prevail.</p>	<p><b>Article 306</b> The Articles of Association are written in both Chinese and English. Should there be any discrepancies between the two versions, the Chinese one shall prevail.</p>

Note: No amendment is made.



<b>APPENDIX II</b>	<b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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Articles of the Articles of Association (2025 Revised Deliberation Draft)	Original Articles of the Articles of Association (Amended in 2023)
<b>Article 228</b> <sup>Note 1</sup> Unless otherwise stipulated herein, “the above”, “within”, “the following”, “before”, “after” shall be inclusive of the stated figure or day; while “lower than”, “less than”, “not more than”, “under”, “other than”, “more than”, “exceed”, “over” are not inclusive of the stated figure.	<b>Article 307</b> Unless otherwise stipulated herein, “the above”, “within”, “the following”, “before”, “after” shall be inclusive of the stated figure or day; while “lower than”, “less than”, “not more than”, “under”, “other than”, “more than”, “exceed”, “over” are not inclusive of the stated figure.
<b>Article 229</b> The right of interpretation of the Articles of Association shall rest with the Board of Directors of the Company. Any matters not covered in the Articles of Association shall be put forward by the Board of Directors by way of resolution at a general meeting for approval.	<b>Article 308</b> The right of interpretation of the Articles of Association shall rest with the Board of Directors of the Company. Any matters not covered in the Articles of Association shall be put forward by the Board of Directors by way of resolution at a <del>shareholders’</del> general meeting for approval.
<b>Article 230</b> <u>The appendix(es) to the Articles of Association include(s) the Rules of Procedures for General Meetings of the Shareholders, and the Rules of Procedures for Meetings of the Board.</u>	N/A

- Note:
1. No amendment is made.
  2. Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.

*Details of proposed amendments to the Rules of Procedures for General Meetings of the Shareholders are set out as follows:*

### Chapter I General Provisions

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 1</b> With a view to safeguarding the legitimate rights and interests of China Communications Construction Company Limited (the “Company”), specifying the functions and powers of general meetings, and ensuring the general meetings to be operated stably, orderly and normatively and to lawfully exercises its functions, the Rules are hereby established pursuant to the Company Law of the People’s Public of China (the “Company Law”), the Securities Law of the People’s Public of China, the Rules for General Meetings of Listed Companies, the Guiding Opinions of the State Council on the Experimental Development of Preference Shares, the Experimental Administrative Measures on Preference Shares, and other relevant laws and regulations as well as the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”).</p>	<p><b>Article 1</b> With a view to safeguarding the legitimate rights and interests of China Communications Construction Company Limited (the “Company”), specifying the functions and powers of <del>shareholders</del><sup>2</sup> general meetings, and ensuring the <del>shareholders</del><sup>2</sup> general meetings to be operated stably, orderly and normatively and to lawfully exercises its functions, the Rules are hereby established pursuant to the Company Law of the People’s Public of China (the “Company Law”), the Securities Law of the People’s Public of China, the Rules for <del>Shareholders</del><sup>2</sup> General Meetings of Listed Companies, the Guiding Opinions of the State Council on the Experimental Development of Preference Shares, the Experimental Administrative Measures on Preference Shares, and other relevant laws and regulations as well as the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”).</p>
<p><b>Article 2</b> The Rules apply to the general meeting of the Company and shall be binding on the Company, all the shareholders, authorized proxies of the shareholders, directors, president and other senior management members of the Company as well as other relevant personnel present at the general meeting. <u>The general meetings shall exercise its duties and powers within the scope prescribed in the Company Law and the Articles of Association.</u></p>	<p><b>Article 2</b> The Rules apply to the <del>shareholders</del><sup>2</sup> general meeting of the Company and shall be binding on the Company, all the shareholders, authorized proxies of the shareholders, directors, <del>supervisors</del>, president and other senior management members of the Company as well as other relevant personnel present at the general meeting.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 3</b> General meetings include annual general meeting and extraordinary general meeting. The <u>annual general meeting</u> shall be convened each year, and held within six months after the end of the previous fiscal year. The extraordinary general meeting shall be convened on an irregular basis, and an extraordinary general meeting shall be held within two months after the circumstances for convening the extraordinary general meeting as set out in <u>Article 113 of the Company Law</u> and the Articles of Association have occurred.</p> <p>In case of failure to convene the general meeting within the timeframe stated above, the Company shall report to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange, <u>the Hong Kong Stock Exchange</u>, to illustrate the reasons and publish relevant announcement.</p>	<p><b>Article 3</b> Shareholders<sup>2</sup> general meetings include annual general meeting (<del>the</del> “AGM”) and extraordinary general meeting. The AGM shall be convened each year, and held within six months after the end of the previous fiscal year. The extraordinary general meeting shall be convened on an irregular basis, and an extraordinary general meeting shall be held within two months after the circumstances for convening the extraordinary general meeting as set out in the Company Law and the Articles of Association have occurred.</p> <p>In case of failure to convene the <del>shareholders</del><sup>2</sup> general meeting within the timeframe stated above, the Company shall report to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange, to illustrate the reasons and publish relevant announcement.</p>
<p><b>Article 4</b> The Board of Directors of the Company shall strictly comply with various requirements of the Company Law and other relevant laws and regulations as well as the Articles of Association on the convening of general meeting, and shall properly organise the general meeting in a conscientious manner and on schedule. All directors of the Company have fiduciary duties to ensure that the general meeting is convened in order, and shall not obstruct the general meeting from exercising its duties and powers pursuant to law.</p> <p>The directors present at the meeting shall perform their duties and responsibilities in good faith, and shall ensure that the contents of the resolutions passed at the meeting are true, complete and accurate, and that words and expressions which are open to different interpretations shall not be used.</p>	<p><b>Article 4</b> The Board of Directors of the Company shall strictly comply with various requirements of the Company Law and other relevant laws and regulations as well as the Articles of Association on the convening of <del>shareholders</del><sup>2</sup> general meeting, and shall properly organise the <del>shareholders</del><sup>2</sup> general meeting in a conscientious manner and on schedule. All directors of the Company have fiduciary duties to ensure that the <del>shareholders</del><sup>2</sup> general meeting is convened in order, and shall not obstruct the <del>shareholders</del><sup>2</sup> general meeting from exercising its duties and powers pursuant to law.</p> <p>The directors present at the meeting shall perform their duties and responsibilities in good faith, and shall ensure that the contents of the resolutions passed at the meeting are true, complete and accurate, and that words and expressions which are open to different interpretations shall not be used.</p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 5</b> All shareholders holding voting shares of the Company legally and effectively are qualified for attending the general meeting in person or by proxy, and are entitled to all rights in accordance with laws and the Rules, which include right of access, right to speak, inquiry right and voting right.</p> <p>Shareholders and proxies attending the general meeting shall observe requirements of relevant laws and regulations, the Articles of Association and the Rules, and maintain the order of the meeting, and shall not infringe legitimate interest of other shareholders.</p>	<p><b>Article 5</b> All shareholders holding voting shares of the Company legally and effectively are qualified for attending the <del>shareholders</del><sup>2</sup> general meeting in person or by proxy, and are entitled to all rights in accordance with laws and the Rules, which include right of access, right to speak, inquiry right and voting right.</p> <p>Shareholders and proxies attending the <del>shareholders</del><sup>2</sup> general meeting shall observe requirements of relevant laws and regulations, the Articles of Association and the Rules, and maintain the order of the meeting, and shall not infringe legitimate interest of other shareholders.</p>
<p><b>Article 6</b> The secretary of the Board of Directors is responsible for preparation and organisation of the general meeting.</p>	<p><b>Article 6</b> The secretary of the Board of Directors is responsible for preparation and organisation of the <del>shareholders</del><sup>2</sup> general meeting.</p>
<p><b>Article 7</b> In convening a general meeting, the principle of cost-saving and simplicity shall be adhered to. No extra economic benefits shall be given to the shareholders (or their authorised proxies) present at the meeting.</p>	<p><b>Article 7</b> In convening a <del>shareholders</del><sup>2</sup> general meeting, the principle of cost-saving and simplicity shall be adhered to. No extra economic benefits shall be given to the shareholders (or their authorised proxies) present at the meeting.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 8</b> When the Company holds a general meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, the Rules and the Articles of Association;</li> <li>(2) whether or not the qualifications of the attendees and convenor of the meeting are lawful and valid;</li> <li>(3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;</li> <li>(4) legal opinions on other relevant matters at the request of the Company.</li> </ol>	<p><b>Article 8</b> When the Company holds a shareholders<sup>2</sup> general meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, the Rules and the Articles of Association;</li> <li>(2) whether or not the qualifications of the attendees and convenor of the meeting are lawful and valid;</li> <li>(3) whether or not the voting procedures at the meeting and the voting results are lawful and valid;</li> <li>(4) legal opinions on other relevant matters at the request of the Company.</li> </ol>

## Chapter II Duties and Powers of the General Meeting

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 9</b> <u>The general meeting of the Company comprises all shareholders.</u> The general meeting shall be the Company's authority and shall exercise the following duties and powers according to law:</p> <ol style="list-style-type: none"> <li>(1) elect and replace directors and decide on the remuneration of directors;</li> <li>(2) consider and approve the report of the Board of Directors;</li> <li>(3) consider and approve the Company's profit distribution plan and loss recovery plan;</li> </ol>	<p><b>Article 9</b> The shareholders<sup>2</sup> general meeting shall be the Company's authority and shall exercise the following duties and powers according to law:</p> <ol style="list-style-type: none"> <li><del>(1) decide on the Company's business policies and investment plans;</del></li> <li>(2) elect and replace directors and decide on the remuneration of directors;</li> <li><del>(3) elect and replace non-employees' representatives supervisors, and decide on the remuneration of relevant supervisors;</del></li> </ol>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p>(4) <u>except as provided in the Articles of Association</u>, make a resolution on the increase or decrease of the registered capital of the Company;</p> <p>(5) make a resolution on the issuance of corporate bonds, <u>or authorize the Board of Directors to make a resolution on the issuance of corporate bonds</u>;</p> <p>(6) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</p> <p>(7) amend the Articles of Association;</p> <p>(8) make a resolution on the Company's engagement or dismissal of an accounting firm <u>that undertakes the Company's auditing business</u>;</p> <p>(9) consider and approve the guarantees prescribed in Article 10 of the Rules ;</p> <p>(10) consider <u>and approve</u> the Company's purchase or sale of major assets <u>(including equity interests)</u> within one year in excess of thirty percent of the Company's latest audited total assets;</p> <p>(11) consider and approve changes in the use of proceeds;</p> <p>(12) consider <u>and approve</u> an equity incentive plan <u>and employee stock ownership plan</u>;</p> <p>(13) <u>consider and approve major transactions that are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing</u>;</p> <p>(14) <u>consider and approve connected transactions that are subject to the resolution by the general meeting in accordance with the regulatory rules of the place of listing</u>;</p>	<p>(4) consider and approve the report of the Board of Directors;</p> <p><del>(5) consider and approve the report of the Supervisory Committee;</del></p> <p><del>(6) consider and approve the Company's annual budget and final accounts proposals;</del></p> <p>(7) consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(8) make a resolution on the increase or decrease of the registered capital of the Company;</p> <p>(10) make a resolution on the issuance of corporate bonds;</p> <p>(9) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;</p> <p>(12) amend the Articles of Association;</p> <p>(11) make a resolution on the Company's engagement, dismissal <del>or non-reappointment</del> of an accounting firm;</p> <p>(13) consider and approve the guarantees prescribed in Article 10 of the Rules ;</p> <p>(14) consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets;</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p>(15) <u>consider and approve financial assistance that is subject to the resolution of the general meeting in accordance with the regulatory rules of the place of listing;</u></p> <p>(16) consider other matters on which resolutions shall be made by a general meeting as required <u>by the laws and regulations of the place where the Company's shares are listed or the relevant rules of the securities regulatory authorities or stock exchanges</u> or the Articles of Association.</p> <p><u>Except as provided in the laws and regulations of the place where the Company's shares are listed or the relevant rules of the securities regulatory authorities or stock exchanges or the Articles of Association,</u> none of the above duties and powers of a general meeting may be exercised by the Board of Directors, other organizations or individuals on its behalf by means of authorization.</p>	<p>(15) consider and approve changes in the use of proceeds;</p> <p>(16) consider an equity incentive plan;</p> <p><del>(17) consider the proposals by shareholders representing more than three percent of the voting shares of the Company;</del></p> <p><del>(18) consider other matters on which resolutions shall be made by a shareholders' general meeting as required by laws, administrative regulations, departmental rules, regulatory rules of the place of listing or the Articles of Association.</del></p> <p>None of the above duties and powers of a shareholders' general meeting may be exercised by the Board of Directors, other organizations or individuals on its behalf by means of authorization.</p>
<p><b>Article 10</b> The following external guarantees by the Company shall be considered and approved by a general meeting:</p> <p>(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed fifty percent of the latest audited net assets;</p> <p>(2) any guarantee provided after the total amount of external guarantees by the Company <u>and its holding subsidiaries</u> exceed thirty percent of the latest audited net assets;</p>	<p><b>Article 10</b> The following external guarantees by the Company shall be considered and approved by a shareholders' general meeting:</p> <p>(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries <del>meet or</del> exceed fifty percent of the latest audited net assets;</p> <p>(2) any guarantee provided after the total amount of external guarantees by the Company <del>meet or</del> exceed thirty percent of the latest audited net assets;</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p>(3) any guarantee <u>provided by the Company to others</u> with a guaranteed amount in excess of thirty percent of the latest audited total assets of the Company on a cumulative basis within consecutive twelve months;</p> <p>(4) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;</p> <p>(5) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;</p> <p>(6) any guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(7) other guarantees that shall be considered by a general meeting as required by the regulatory authorities or the stock exchange of the place where the shares of the Company are listed.</p> <p>The term “external guarantees” abovementioned shall mean guarantees provided by the Company to others, including the guarantees provided by the Company to its holding subsidiaries. The expression “the total amount of external guarantees by the Company and its holding subsidiaries” shall mean the sum of the total amount of the Company’s external guarantees comprising the guarantees provided by the Company for its holding subsidiaries, plus the total amount of external guarantees provided by the holding subsidiaries of the Company.</p>	<p>(5) any guarantee with a guaranteed amount in excess of thirty percent of the latest audited total assets of the Company on a cumulative basis within consecutive twelve months;</p> <p><del>(6) any guarantee with a guaranteed amount in excess of fifty percent of the latest audited net assets of the Company on a cumulative basis within consecutive twelve months;</del></p> <p>(3) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;</p> <p>(4) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;</p> <p>(7) any guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(8) other guarantees that shall be considered by a <del>shareholders</del><sup>2</sup> general meeting as required by the regulatory authorities or the stock exchange of the place where the shares of the Company are listed.</p> <p>The term “external guarantees” abovementioned shall mean guarantees provided by the Company to others, including the guarantees provided by the Company to its holding subsidiaries. The expression “the total amount of external guarantees by the Company and its holding subsidiaries” shall mean the sum of the total amount of the Company’s external guarantees comprising the guarantees provided by the Company for its holding subsidiaries, plus the total amount of external guarantees provided by the holding subsidiaries of the Company.</p>



**Chapter III Authorization of the General Meeting**

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders' General Meeting (Amended in 2020)</b>
<p><b>Article 11</b> Matters which shall be determined by the general meeting according to the laws, regulations and the Articles of Association must be discussed by the general meeting in order to protect the shareholders' right of decision on those matters.</p>	<p><b>Article 11</b> Matters which shall be determined by the <del>shareholders'</del> general meeting according to the laws, regulations and the Articles of Association must be discussed by the <del>shareholders'</del> general meeting in order to protect the shareholders' right of decision on those matters.</p>
<p><b>Article 12</b> To ensure and enhance the stable and efficient daily operation of the Company, except as provided in the Articles of Association, the general meeting may also grant a special mandate to authorize the Board of Directors to exercise the decision-making right on matters within the jurisdiction of the general meeting such as <u>issuance of shares, repurchase of shares, issuance of corporate bonds</u>, foreign investment, acquisition and sale of assets, asset mortgages, external guarantees, entrusted financial management, <u>connected transactions, external donations</u>, etc., unless the laws and regulations <del>and</del> <u>the</u> regulatory rules of the place where the Company is listed, <u>the Articles of Association and Article 9 of these Rules</u> explicitly require that such matters shall be decided by the general meeting instead of being authorized to the Board of Directors for decision.</p> <p>In making decisions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major projects.</p>	<p><b>Article 12</b> To ensure and enhance the stable and efficient daily operation of the Company, the <del>shareholders'</del> general meeting may grant a special mandate to authorize the Board of Directors to exercise the decision-making right on matters within the jurisdiction of the <del>shareholders'</del> general meeting such as foreign investment, acquisition and sale of assets, asset mortgages <del>or pledges</del>, external guarantees, entrusted financial management, etc., unless the laws and regulations and the regulatory rules of the place where the Company is listed explicitly require that such matters shall be decided by the <del>shareholders'</del> general meeting instead of being authorized to the Board of Directors for decision.</p> <p>In making decisions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major projects.</p>

## Chapter IV Convening of the General Meeting

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders' General Meeting (Amended in 2020)
<p><b>Article 13</b> The Board of Directors shall convene the general meeting on time in accordance with the specified period set out in Article 3 of the Rules.</p>	<p><b>Article 13</b> The Board of Directors shall convene the <del>shareholders'</del> general meeting on time in accordance with the specified period set out in Article 3 of the Rules.</p>
<p><b>Article 14</b> The Company shall convene an extraordinary general meeting within two months of the occurrence of an event if:</p> <ol style="list-style-type: none"> <li>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum under the Articles of Association;</li> <li>(2) the losses not yet made up by the Company account for one-third of the total share capital;</li> <li>(3) the shareholders individually or jointly holding more than ten percent of total shares of the Company <u>(including preference shares with voting rights restored)</u> make a request;</li> <li>(4) the Board of Directors considers it necessary;</li> <li>(5) <u>the Audit and Risk Committee proposes convening the meeting;</u></li> <li>(6) other cases as required by laws, administrative regulations, departmental rules or the Articles of Association.</li> </ol> <p>In calculating the proportion of the shareholdings as prescribed in item (3) of this Article, only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted.</p>	<p><b>Article 14</b> The Company shall convene an extraordinary general meeting within two months of the occurrence of an event if:</p> <ol style="list-style-type: none"> <li>(1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum under the Articles of Association;</li> <li>(2) the losses not yet made up by the Company account for one-third of the total <del>paid-up</del> share capital;</li> <li>(3) the shareholders individually or jointly holding more than ten percent of total <del>voting</del> shares of the Company make a request <del>(the number of shares held is calculated based on that as at the date when the shareholders propose a written request);</del></li> <li>(4) the Board of Directors considers it necessary <del>or the Supervisory Committee proposes convening the meeting;</del></li> <li><del>(5) more than half of all the independent directors of the Company agree with the proposal of holding such a meeting;</del></li> <li>(6) other cases as required by laws, administrative regulations, departmental rules or the Articles of Association.</li> </ol> <p>In calculating the proportion of the shareholdings as prescribed in item (3) of this Article, only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 15</b> <u>With the consent of a majority of all independent directors, the independent directors</u> shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>	<p><b>Article 15</b> Independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del> general meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>
<p><b>Article 16</b> <u>The Audit and Risk Committee</u> proposes to the Board of Directors the convening of an extraordinary general meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by <u>the Audit and Risk Committee</u>.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback in writing within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the general meeting. <u>The Audit and Risk Committee</u> may convene and preside over a meeting on their own.</p>	<p><b>Article 16</b> <del>The Supervisory Committee shall have the right to</del> propose to the Board of Directors the convening of an extraordinary general meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with the convening of the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders'</del> general meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by <del>the Supervisory Committee</del>.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback in writing within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the <del>shareholders'</del> general meeting. <del>The Supervisory Committee</del> may convene and preside over a meeting on their own.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 17</b> Shareholders individually or jointly holding more than ten percent of shares of the Company (<u>including preference shares with voting rights restored</u>) shall have the right to request the Board of Director for convening an extraordinary general meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of shares of the Company (<u>including preference shares with voting rights restored</u>) shall have the right to propose to <u>the Audit and Risk Committee</u> the convening of an extraordinary general meeting, and shall do so in writing.</p> <p>In the event that <u>the Audit and Risk Committee</u> agrees to convene the extraordinary general meeting, it shall issue a notice of convening a general meeting within five days of receiving the request. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that <u>the Audit and Risk Committee</u> does not issue a notice of general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting, and then the shareholders individually or jointly holding more than ten percent of shares of the Company (<u>including preference shares with voting rights restored</u>) for consecutive 90 days may convene and preside over a meeting on their own.</p>	<p><b>Article 17</b> Shareholders individually or jointly holding more than ten percent of <del>voting</del> shares of the Company shall have the right to request the Board of Director for convening an extraordinary general meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders<sup>2</sup></del> general meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of <del>voting</del> shares of the Company shall have the right to propose to <del>the Supervisory Committee</del> the convening of an extraordinary general meeting, and shall do so in writing.</p> <p>In the event that <del>the Supervisory Committee</del> agrees to convene the extraordinary general meeting, it shall issue a notice of convening a <del>shareholders<sup>2</sup></del> general meeting within five days of receiving the request. Any changes in the original request in the notice shall be approved by the relevant shareholders.</p> <p>In the event that <del>the Supervisory Committee</del> does not issue a notice of <del>shareholders<sup>2</sup></del> general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting, and then the shareholders individually or jointly holding more than ten percent of <del>voting</del> shares of the Company for consecutive 90 days may convene and preside over a meeting on their own.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 18</b> In the event that <u>the Audit and Risk Committee</u> or a shareholder decides to convene a general meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange for the record.</p> <p><u>The Audit and Risk Committee</u> or the convening shareholders shall submit relevant evidence to the local representative office of CSRC of the place where the Company is located and the <u>Shanghai</u> stock exchange when giving a notice of general meeting and making an announcement on the resolutions made at such meeting. <u>The contents of the general meeting shall comply with the Articles of Association and the venue of the meeting shall be the Company's domicile.</u></p> <p>Before making an announcement on a resolution made at the general meeting, the percentage of shares <u>(including preference shares with voting rights restored)</u> held by the convening shareholders may not be less than ten percent.</p>	<p><b>Article 18</b> In the event that <del>the Supervisory Committee</del> or a shareholder decides to convene a <del>shareholders'</del> general meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the local representative office of CSRC of the place where the Company is located and the Shanghai Stock Exchange for the record; <del>and shall issue the notice for convening an extraordinary general meeting;</del> the contents of which shall comply with <del>Article 84 of the Articles of Association and shall also meet the following requirements:</del></p> <p>(1) <del>new contents are not allowed to be added to the resolutions, otherwise the Supervisory Committee or the convening shareholders shall request for convening an extraordinary general meeting to the Board of Directors according to the above procedures once again;</del></p> <p>(2) the venue of the meeting shall be the Company's domicile.</p> <p>Before making an announcement on a resolution made at the <del>shareholders'</del> general meeting, the percentage of <del>voting</del> shares held by the convening shareholders may not be less than ten percent.</p> <p><del>The Supervisory Committee</del> or the convening shareholders shall submit relevant evidence to the local representative office of CSRC of the place where the Company is located and the stock exchange when giving a notice of <del>shareholders'</del> general meeting and making an announcement on the resolutions made at such meeting.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 19</b> The Board of Directors and the secretary of the Board of Directors shall cooperate with <u>the Audit and Risk Committee</u> or the shareholders in convening a general meeting on their own. The Board of Directors shall provide the register of shareholders as at the record date.</p>	<p><b>Article 19</b> The Board of Directors and the secretary of the Board of Directors shall cooperate with <del>the Supervisory Committee</del> or the shareholders in convening a <del>shareholders'</del> general meeting on their own. The Board of Directors shall provide the register of shareholders as at the record date, <del>failing which the convenor may apply to the securities registration and clearing institution for obtaining the register of shareholders on the strength of relevant announcement concerning the notice of convening such shareholders' general meeting. The register obtained by the convenor may not be used for purposes other than convening the shareholders' general meeting.</del></p>
<p><b>Article 20</b> The Company shall bear the expenses necessary for a general meeting convened by <u>the Audit and Risk Committee</u> or the shareholders on their own.</p>	<p><b>Article 20</b> The Company shall bear the expenses necessary for a <del>shareholders'</del> general meeting convened by <del>the Supervisory Committee</del> or the shareholders on their own.</p>
<p>N/A</p>	<p><b>Article 21</b> <del>Shareholders who request the convening of a class meeting shall do so according to the following procedures:</del></p> <p><del>(1) two or more shareholders who jointly hold more than ten percent (including ten percent) of the voting shares at a proposed meeting may sign one or several copies of written request with the same format and particulars to be submitted to the Board of Directors for convening a class meeting, and state the agenda of the meeting. The Board of Directors shall, after receipt of the above written request, convene the class meeting as soon as possible where the request is in compliance with the Articles of Association after verification. Where the written request is not in compliance with the Articles of Association after verification, the Board of Directors shall give a written notice to the shareholders who put forward the request. The number of shares held as referred to above shall be calculated on the basis of the date of making the written request by the shareholders.</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
	<p>(2) in the event that the Board of Directors does not issue a notice to convene the meeting within 30 days after receiving the above written request, the shareholders who have made such request may convene the meeting on their own within four months after the request is received by the Board of Directors. The procedures for convening the meeting shall be the same as the procedures for convening a shareholders' general meeting by the Board of Directors.</p> <p>In the event that the shareholders convene and hold the meeting on their own because the Board of Directors does not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company, and deducted from the amount of the Company owed to delinquent directors.</p>
N/A	<p><b>Article 22</b> — If the number of members of the Board of Directors falls short of the minimum quorum required by the Company Law or is less than two-thirds of the number required by the Articles of Association, or the uncovered losses of the Company reach one-third of the total share capital, and the Board of Directors fails to convene an extraordinary general meeting in the prescribed period, the Supervisory Committee or the shareholders may convene such an extraordinary general meeting on its or their own in accordance with the procedures specified in Articles 16, 17, 18 and 21 under this Chapter.</p>



## Chapter V Proposal and Notice of the General Meeting

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 21</b> The particulars of a proposal shall be within the terms of reference of a general meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions of the Articles of Association.</p>	<p><b>Article 23</b> The particulars of a proposal shall be within the terms of reference of a <del>shareholders</del><sup>2</sup> general meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions of the Articles of Association.</p>
<p><b>Article 22</b> The Board of Directors, <u>the Audit and Risk Committee</u> and shareholders individually or jointly holding more than <u>one</u> percent of shares of the Company <u>(including preference shares with voting rights restored)</u> shall have the right to submit proposals to the Company on holding a general meeting.</p> <p>Shareholders individually or jointly holding more than <u>one</u> percent of voting shares of the Company <u>(including preference shares with voting rights restored)</u> may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the general meeting. The convenor shall issue a supplementary notice of general meeting within two days of receiving the proposals and publish particulars of the provisional proposals, <u>and submitting these provisional proposals to the general meeting for consideration. However, unless the provisional proposals violate the laws, administrative regulations or the provisions of the Articles of Association, or do not fall within the terms of reference of the general meeting.</u></p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of general meeting, or add new proposals after issuing the notice of general meeting.</p> <p>No voting may take place and no resolutions may be made at the general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements of Article 23 of the Rules.</p>	<p><b>Article 24</b> The Board of Directors, <del>the Supervisory Committee</del> and shareholders individually or jointly holding more than <del>three</del> percent of <del>voting</del> shares of the Company shall have the right to submit proposals to the Company on holding a <del>shareholders</del><sup>2</sup> general meeting.</p> <p>Shareholders individually or jointly holding more than <del>three</del> percent of voting shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the <del>shareholders</del><sup>2</sup> general meeting. The convenor shall issue a supplementary notice of <del>shareholders</del><sup>2</sup> general meeting within two days of receiving the proposals and publish particulars of the provisional proposals.</p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of <del>shareholders</del><sup>2</sup> general meeting, or add new proposals after issuing the notice of <del>shareholders</del><sup>2</sup> general meeting.</p> <p>No voting may take place and no resolutions may be made at the <del>shareholders</del><sup>2</sup> general meeting on proposals which are not set out in the notice of <del>shareholders</del><sup>2</sup> general meeting or do not meet the requirements of Article 23 of the Rules.</p>



The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 23</b> To hold an annual general meeting, the <u>convenor</u> shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting twenty days prior to the meeting. To hold an extraordinary general meeting, the <u>convenor</u> shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting fifteen days prior to the meeting.</p>	<p><b>Article 25</b> To hold an annual general meeting, the Company shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting twenty <del>clear-business</del> days prior to the meeting. To hold an extraordinary general meeting, the Company shall give a written notice of the meeting to shareholders who are entitled to attend the general meeting <del>ten-clear-business-days</del> or fifteen days (<del>whichever is longer</del>) prior to the meeting.</p> <p><del>The notice of shareholders' general meeting shall be given in any methods (including but not limited to mail, e-mail, fax, announcement and publication on the website of the Company and/or the stock exchange in the place of listing of the Company's shares, etc.) permitted under the regulatory rules in the place of listing of the Company's shares. In the event that the notice is sent by mail, it shall be sent to the addresses of the recipients recorded in the register of shareholders.</del></p>
N/A	<p><del><b>Article 26</b>—Matters not stated in the notice may not be decided at an extraordinary general meeting.</del></p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 24</b> <u>A notice of general meeting and any supplementary notices shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make reasonable judgments regarding the matters to be discussed.</u> A notice of general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>(1) the time, place and duration of the meeting;</li> <li>(2) it shall contain matters and proposals to be considered at the meeting;</li> <li>(3) it shall explain in clear text: <u>all ordinary shareholders (including shareholders of preference shares with voting rights restored) and shareholders who hold the special voting shares and other shareholders shall have the right to attend the general meeting and can appoint a proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company;</u></li> <li>(4) it shall contain the record date on which shareholders have the right to attend the general meeting;</li> <li>(5) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting;</li> </ol>	<p><b>Article 27</b> A notice of shareholders<sup>2</sup> general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>(1) <del>it shall be given in writing;</del></li> <li>(2) <del>it shall designate</del> the time, place and duration of the meeting;</li> <li>(3) it shall contain matters and proposals to be considered at the meeting;</li> <li>(4) <del>it shall provide shareholders with required information and explanations to enable the shareholders to make sensible decisions on the matters discussed. This policy shall include (but not limited to) the provision of specific conditions and contracts (if any) for a contemplated transaction at the time when the Company proposes a merger, buyback of shares, reorganization of share capital or other reorganization, as well as the giving of serious explanations as a result of the causes and consequences thereof;</del></li> <li>(5) <del>in the event any directors, supervisors, president or other senior management officers have a significant interest in the matters to be discussed, they shall disclose the nature and extent of such interest; in the event that the impact of the matters to be discussed on the directors, supervisors, president and other senior management officers as shareholders is different from that on the other shareholders of the same class, the notice shall explain the difference;</del></li> </ol>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p>(6) the voting time and voting procedures on the network or otherwise.</p>	<p><del>(6) it shall contain the full text of any special resolution to be passed at the meeting;</del></p> <p>(7) it shall explain in clear text in respect of the class of shareholders who are entitled to attend the shareholders' general meetings, and shareholders who attend the meeting can appoint a proxy in writing to attend the meeting and to vote thereat. The proxy needs not be a shareholder of the Company;</p> <p><del>(8) it shall contain the time and place of serving a power of attorney of the voting proxy at the meeting;</del></p> <p>(9) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting;</p> <p>(10) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting.</p> <p><del>In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.</del></p> <p><del>In the event that a shareholders' general meeting is held through a network or otherwise, the notice of shareholders' general meeting shall explicitly state the voting time and voting procedures on the network or otherwise. Voting at the shareholders' general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders' general meeting, and not later than 9:30 am on the day of the on-site shareholders' general meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site shareholders' general meeting. In the event that the regulatory rules in the place where the Company is listed provide otherwise, such provisions shall be followed.</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 25</b> In the event that the election of directors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars:</p> <ol style="list-style-type: none"> <li>(1) their educational background, work experience, part-time jobs and other personal details;</li> <li>(2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</li> <li>(3) the number of shares of the Company they hold;</li> <li>(4) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.</li> </ol> <p>In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.</p>	<p><b>Article 28</b> In the event that the election of directors <del>and supervisors</del> is to be discussed at a <del>shareholders'</del><sup>2</sup> general meeting, the notice of <del>shareholders'</del><sup>2</sup> general meeting shall fully disclose details of candidates for the directors <del>and supervisors</del>, and shall at least include the following particulars:</p> <ol style="list-style-type: none"> <li>(1) their educational background, work experience, part-time jobs and other personal details;</li> <li>(2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</li> <li>(3) the <del>disclosed</del> number of shares of the Company they hold;</li> <li>(4) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.</li> </ol> <p>In addition to adopting the cumulative voting system to elect directors <del>and supervisors</del>, a single proposal on each of the candidates for directors <del>and supervisors</del> shall be submitted.</p>
<p><b>Article 26</b> In the event that there is failure to give the notice of a meeting to persons entitled to such notice as a result of accidental omission or that those persons do not receive the notice of the meeting, the meeting and the resolutions made thereat shall not be invalid as result thereof.</p>	<p><b>Article 29</b> In the event that there is failure to give the notice of a meeting to persons entitled to such notice as a result of accidental omission or that those persons do not receive the notice of the meeting, the meeting and the resolutions made thereat shall not be invalid as result thereof.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 27</b> After a notice of general meeting is given, the general meeting shall not be postponed or canceled, and the proposals set out in the notice of general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.</p>	<p><b>Article 30</b> After a notice of shareholders<sup>2</sup> general meeting is given, the shareholders<sup>2</sup> general meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders<sup>2</sup> general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. <del>In the event that the meeting is postponed, the postponed date of the meeting shall also be expressly stated in the announcement. In the event that the listing rules in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.</del></p>

## Chapter VI Holding of the General Meeting

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 28</b> The Company shall hold the general meeting at the Company's domicile or other specific places notified by the convenor of the general meeting.</p> <p>The general meeting <u>will</u> be held at a meeting place in the form of on-site meeting. The Company <u>will also</u> provide convenience for shareholders to attend the general meeting by means of on-line facility or otherwise. Shareholders attending the general meeting by using the above-mentioned facility shall be deemed present in person at the meeting.</p>	<p><b>Article 31</b> The Company shall hold the shareholders<sup>2</sup> general meeting at the Company's domicile or other specific places notified by the convenor of the shareholders<sup>2</sup> general meeting.</p> <p>The shareholders<sup>2</sup> general meeting <del>shall</del> be held at a meeting place in the form of on-site meeting. The Company <del>may</del> provide convenience for shareholders to attend the shareholders<sup>2</sup> general meeting by means of <del>a safe, economic and convenient</del> on-line facility or otherwise. Shareholders attending the general meeting by using the above-mentioned facility shall be deemed present in person at the meeting.</p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 29</b> <u>The Company</u> shall explicitly state the voting time and voting procedures on the network or otherwise in the notice of general meeting. Voting at the general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site general meeting, and not later than 9:30 am on the day of the on-site general meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site general meeting. In the event that the regulatory rules in the place where the Company is listed provide otherwise, such provisions shall be followed.</p>	<p><b>Article 27</b> Partial clauses</p>
<p><b>Article 30</b> The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders.</p>	<p><b>Article 32</b> The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a <del>shareholders</del><sup>2</sup> general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the <del>shareholders</del><sup>2</sup> general meeting, disturbance and violation of the legitimate rights and interests of shareholders.</p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 31</b> <u>All ordinary shareholders (including the shareholders of preference shares with voting rights restored), shareholders who hold the special voting shares and other shareholders</u> or their proxies shall have the right to attend general meetings and exercise the rights to vote in accordance with relevant laws, regulations and the Articles of Association.</p> <p>Shareholders may attend a general meeting in person, and also may appoint a proxy to attend and vote on their behalf.</p>	<p><b>Article 33</b> Shareholders who hold the <del>voting</del> shares or their proxies <del>recorded in the register on the record date</del> shall have the right to attend <del>shareholders<sup>2</sup></del> general meetings and exercise the rights to vote in accordance with relevant laws, regulations and the Articles of Association.</p> <p>The preference shareholders have no right to <del>make a request to, convene, preside to, attend, or attend by proxy</del> any <del>shareholders<sup>2</sup></del> general meeting, nor do their preference shares have voting rights, <del>save as the matters to be voted by the preference shareholders in accordance with the laws, regulations, departmental rules or the Articles of Association.</del></p> <p>Only in any of the following circumstances, the notice of <del>shareholders<sup>2</sup></del> general meeting of the Company shall be delivered to the preference shareholders prior to convention of such meeting by the Company. The Company shall also comply with the required notice procedure for ordinary shareholders set forth in the Company Law and the Articles of Association. The preference shareholders are entitled to attend the <del>shareholders<sup>2</sup></del> general meetings and vote on the following matters separately from the ordinary shareholders. In this case, each preference share shall have one vote, but the preference shares held by the Company shall have no voting right:</p> <p>(1) any amendment to the provisions of the Articles of Association regarding the preference shares;</p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
	<p>(2) any reduction of the registered capital of the Company by more than 10%, whether on an individual or cumulative basis;</p> <p>(3) any merger, division, dissolution or change of organizational form of the Company;</p> <p>(4) any issuance of preference shares by the Company;</p> <p>(5) any other circumstances prescribed by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>Resolutions on the matters above shall be approved by at least two-thirds of the votes represented by the preference shareholders present at the meeting (excluding the preference shareholders with voting rights restored), in addition to the approval by at least two-thirds of the votes represented by the ordinary shareholders present at the meeting (including the preference shareholders with voting rights restored).</p> <p>Shareholders may attend a <del>shareholders'</del> general meeting in person, and also may appoint a proxy to attend and vote on their behalf.</p>
<p><b>Article 32</b> In the event that an individual shareholder attends a general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.</p>	<p><b>Article 34</b> In the event that an individual shareholder attends a general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself; <del>and the stock account card</del>; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.</p>



<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p>For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.</p> <p>In the event that the shareholder is a recognized clearing house (or its agent), the shareholders may authorize one person or more as it deems appropriate to act as his representative in any general meeting or any class meeting and creditors' meeting; however, in the event that more than one person is authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) to exercise their rights (including the rights to speak and vote), as if the persons were the Company's individual shareholders.</p>	<p>For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the <del>appointed</del> proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.</p>
N/A	<p><del><b>Article 35</b>—Any shareholder who has the right to attend a shareholders' general meeting and vote thereat shall the right to appoint one or several persons (who need not be shareholders) as his proxy to attend and vote on his behalf. The proxy may exercise the following rights according to the appointment by the shareholder:</del></p> <ul style="list-style-type: none"> <li><del>(1) the right of the shareholder to speak at the shareholders' general meeting;</del></li> <li><del>(2) the proxy individually or jointly with others to require voting by ballot;</del></li> <li><del>(3) exercise his right to vote by show of hands or by ballot, but if the appointed proxy is more than one person, these proxies may only exercise their rights to vote by ballot.</del></li> </ul>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 33</b> A shareholder shall appoint a proxy in writing, signed by the principal or by the proxy appointed in writing; in the event that the principal is a legal entity, the written appointment shall be affixed with the seal of the legal entity or signed by the director or the duly appointed proxy of the principal.</p> <p>The power of attorney issued by a shareholder to appoint another party to attend a general meeting shall contain the following particular:</p> <ol style="list-style-type: none"> <li>(1) <u>the name of the principal, the type and number of shares of the Company he/she holds;</u></li> <li>(2) the name of the proxy;</li> <li>(3) <u>the specific instructions by a shareholder, including the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the general meeting, etc.;</u></li> <li>(4) the date and validity of the power of attorney;</li> <li>(5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity.</li> </ol>	<p><b>Article 36</b> A shareholder shall appoint a proxy in writing, signed by the principal or by the proxy appointed in writing; in the event that the principal is a legal entity, the written appointment shall be affixed with the seal of the legal entity or signed by the director or the duly appointed proxy of the principal.</p> <p>The power of attorney issued by a shareholder to appoint another party to attend a shareholders' general meeting shall contain the following particular:</p> <ol style="list-style-type: none"> <li>(1) the name of the proxy;</li> <li><del>(2) whether the proxy has the right to vote;</del></li> <li>(3) the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting;</li> <li>(4) the date and validity of the power of attorney;</li> <li>(5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity;</li> <li><del>(6) the portion of shares held by the principal represented by the proxy;</del></li> <li><del>(7) in the event that several people are appointed as proxies, the power of attorney shall indicate the type and portion of shares represented by each proxy.</del></li> </ol>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 34</b> In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of convening the meeting.</p>	<p><b>Article 37</b> <del>Proxy forms shall be made available at least 24 hours prior to a meeting at which voting is appointed in such proxy forms or 24 hours prior to the designated voting time at the Company's domicile or elsewhere specified in the notice of convening the meeting.</del> In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of convening the meeting.</p> <p><del>In case the principal is a legal entity, its legal representative or the Board of Directors, or other person authorized by the resolution of decision-making bodies shall be represented at the shareholders' general meeting of the Company.</del></p> <p>In the event that the shareholder is a recognized clearing house (or its agent), the shareholders may authorize one person or more as it deems appropriate to act as his representative in any shareholders' general meeting or any class meeting. However, in the event that more than one person is authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) to exercise their rights, as if the persons were the Company's individual shareholders.</p>
N/A	<p><del><b>Article 38</b> The format of any letter of authority given by the Board of Directors of the Company to shareholders using for appointing proxies shall allow shareholders to choose freely to instruct proxies to vote in favour of or against a matter, and give respective instructions in respect of resolutions made on each of the matters at a meeting. The letter of authority shall indicate that in case the shareholders do not give any instructions, the proxies may vote after their fashion.</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
N/A	<del><b>Article 39</b> In the event that a principal has died, lost the capacity for acts, withdrawn the appointment or withdrawn the authorization signed for the appointment, or the shares have been transferred prior to voting, as long as the Company has not received a written notice of such matters prior to a meeting, the votes cast by a proxy according to the letter of authority shall remain valid.</del>
<b>Article 35</b> A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers of attendants, number of voting shares held or represented, the names of principals (or names of work units) and so on.	<b>Article 40</b> A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers <del>and home addresses</del> of attendants, <del>type</del> and number of voting shares held or represented, the names of principals (or names of work units) and so on.
<b>Article 36</b> The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the number of voting shares held by them. Meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as total number of voting shares held.	<b>Article 41</b> The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the <del>type and</del> number of voting shares held by them. Meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as <del>the type and</del> total number of voting shares held.
<b>Article 37</b> <u>Where a general meeting requires the directors and senior management officers to attend the meeting, the directors and senior management officers shall be present at the meeting and answer the questions of shareholders.</u>	<b>Article 42</b> <del>During a shareholders' general meeting, all the directors and supervisors of the Company and secretary of the Board of Directors shall attend the meeting. Except for legitimate reasons, the president and other senior management officers shall be present at sit-in on the meeting.</del>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 38</b> A general meeting shall be chaired by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (in case the Company has two vice-chairmen, the vice-chairman jointly elected by more than half of the directors) shall chair. In the event that the vice-chairman is unable to or fails to perform his duties, a director jointly elected by <u>more than</u> half of the directors shall <u>chair the meeting</u>.</p> <p>A general meeting convened by the <u>audit and risk committee</u> on its own shall be chaired by the <u>chairman of the audit and risk committee</u>. In the event that the <u>chairman of the audit and risk committee</u> is unable to or fails to perform his duties, <u>a member of the audit and risk committee</u> jointly elected by <u>more than half of the members of the audit and risk committee</u> shall chair the meeting.</p> <p>A general meeting convened by shareholders on their own shall be chaired by the convenor <u>or his elected</u> representative.</p> <p>During a general meeting, in the event that the chairman of the meeting violates the rules of procedure so that the general meeting cannot proceed, a person may be elected as <u>the chairman of</u> the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting.</p>	<p><b>Article 43</b> A <del>shareholders<sup>2</sup></del> general meeting shall be <del>convened and chaired</del> by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (in case the Company has two <del>or more</del> vice-chairmen, the vice-chairman jointly elected by more than half of the directors) shall <del>convene and chair the meeting</del>. In the event that the vice-chairman is unable to or fails to perform his duties, a director jointly elected by <del>more than</del> half of the directors shall <del>convene and chair the meeting on his behalf</del>. <del>In the event that the chairman of the meeting is not specified, the shareholders present at the meeting may elect one person as a chairman; if for any reason shareholders cannot elect a chairman, the shareholder (including proxy) present at the meeting with the largest number of the voting shares shall chair the meeting.</del></p> <p>A <del>shareholders<sup>2</sup></del> general meeting convened by the Supervisory Committee on its own shall be chaired by the <del>chairman of the Supervisory Committee</del>. In the event that the <del>chairman</del> is unable to or fails to perform his duties, <del>the vice-chairman of the Supervisory Committee shall chair the meeting</del>. <del>In the event that the vice-chairman is unable to or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall chair the meeting.</del></p> <p>A <del>shareholders<sup>2</sup></del> general meeting convened by shareholders on their own shall be chaired by a representative elected by the convenor.</p> <p>During a <del>shareholders<sup>2</sup></del> general meeting, in the event that the <del>chairman of the meeting</del> violates the rules of procedure so that the <del>shareholders<sup>2</sup></del> general meeting cannot proceed, a person may be elected as <del>the chairman of the meeting</del> thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting. <del>If for any reason the shareholders cannot elect a chairman of the meeting, the shareholder (including proxy) with the largest number of the voting shares present at the meeting shall chair the meeting.</del></p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<b>Article 39</b> At an annual general meeting, the Board of Directors shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.	<b>Article 44</b> At an annual general meeting, the Board of Directors <del>and the Supervisory Committee</del> shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.
<b>Article 40</b> Directors and senior management officers shall explain and illustrate the questions <u>and suggestions</u> raised by shareholders at a general meeting, except for <u>state secrets or</u> trade secrets of the Company that cannot be disclosed at the general meeting.	<b>Article 45</b> Directors, <del>supervisors</del> and senior management officers shall explain and illustrate the questions raised by shareholders at a <del>shareholders<sup>2</sup></del> general meeting, except for trade secrets of the Company that cannot be disclosed at the <del>shareholders<sup>2</sup></del> general meeting.
<b>Article 41</b> The chairman of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting. The chairman of the meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll at the commencement of the general meeting and then answer any questions from shareholders on voting by poll.	<b>Article 46</b> The chairman of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting. The chairman of the meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll at the commencement of the general meeting and then answer any questions from shareholders on voting by poll.
<p><b>Article 42</b> The chairman of the meeting shall, after completing the report, read out the proposals or appoint others to read out the same. Where necessary, explanations for the proposals shall be made in accordance with the following:</p> <p>(1) if the proposer is the Board of Directors, the explanation for the proposals shall be made by the chairman of the Board of Directors or others appointed by the chairman;</p> <p>(2) if the proposer is any person other than the Board of Directors, the explanation for the proposal shall be made by the proposer, or its legal representative or a legal and effective proxy.</p>	<p><b>Article 47</b> The chairman of the meeting shall, after completing the report, read out the proposals or appoint others to read out the same. Where necessary, explanations for the proposals shall be made in accordance with the following:</p> <p>(1) if the proposer is the Board of Directors, the explanation for the proposals shall be made by the chairman of the Board of Directors or others appointed by the chairman;</p> <p>(2) if the proposer is any person other than the Board of Directors, the explanation for the proposal shall be made by the proposer, or its legal representative or a legal and effective proxy.</p>

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 43</b> The shareholders may request to make speeches at the general meeting in written and oral forms. The shareholders who request to make speeches at the general meeting shall obtain the permission by the chairman of the meeting, and the speeches shall be made in the time order of the requests made (if requests are made at the same time, the speeches shall be made in the order number of shares held by the shareholders or represented by proxies).</p> <p>When a shareholder requests to make a speech, he/she shall not interrupt the report made by the reporter or the speeches by other shareholders. The shareholder making a speech shall firstly announce his/her name or the name of the represented shareholder and number of shares held or represented. The duration and times of speeches made by shareholders shall be determined by the chairman of the meeting according to specific conditions.</p>	<p><b>Article 48</b> The shareholders may request to make speeches at the <del>shareholders</del><sup>2</sup> general meeting in written and oral forms. The shareholders who request to make speeches at the <del>shareholders</del><sup>2</sup> general meeting shall obtain the permission by the chairman of the meeting, and the speeches shall be made in the time order of the requests made (if requests are made at the same time, the speeches shall be made in the order number of shares held by the shareholders or represented by proxies).</p> <p>When a shareholder requests to make a speech, he/she shall not interrupt the report made by the reporter or the speeches by other shareholders. The shareholder making a speech shall firstly announce his/her name or the name of the represented shareholder and number of shares held or represented. The duration and times of speeches made by shareholders shall be determined by the chairman of the meeting according to specific conditions.</p>
<p><b>Article 44</b> The Board of Directors shall carefully consider and sort out the matters to be discussed at the general meeting. A reasonable time for discussion of each proposal shall be provided at the general meeting. The chairman of the meeting shall solicit orally from the shareholders present whether the discussion is completed, and the discussion shall be deemed completed if no disagreements have been raised by the shareholders present.</p>	<p><b>Article 49</b> The Board of Directors shall carefully consider and sort out the matters to be discussed at the <del>shareholders</del><sup>2</sup> general meeting. A reasonable time for discussion of each proposal shall be provided at the general meeting. The chairman of the meeting shall solicit orally from the shareholders present whether the discussion is completed, and the discussion shall be deemed completed if no disagreements have been raised by the shareholders present.</p>

## Chapter VII Voting and Resolutions of the General Meeting

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 45</b> Resolutions made at general meetings shall be classified into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution made at a general meeting shall be passed by more than half of voting rights held by the shareholders present at the meeting.</p> <p>A special resolution made at a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>Shareholders (including their proxies) present at the meeting shall expressly indicate whether they vote in favour of, against or abstain from voting in respect of every matter that requires voting.</p> <p><u>If the matter on which a voting is demanded is the election of the chairman of the meeting or the suspension of the meeting, the voting shall be taken immediately; for other matters on which a voting is demanded, the chairman of the meeting shall decide when the voting shall be held, and the meeting may continue to proceed with the discussion of other matters, and the result of the voting shall nevertheless be deemed to be the resolution adopted at that meeting.</u></p> <p>The chairman of a meeting shall decide on whether a resolution at a general meeting is passed according to the voting results. His decision shall be final, and he shall announce the voting results at the meeting <u>and the voting result shall be recorded in the minutes.</u></p> <p>During voting by poll, shareholders (including proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter.</p>	<p><b>Article 51</b> Resolutions made at <del>shareholders<sup>2</sup></del> general meetings shall be classified into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution made at a <del>shareholders<sup>2</sup></del> general meeting shall be passed by more than half of voting rights held by the shareholders (<del>including proxies</del>) present at the meeting.</p> <p>A special resolution made at a <del>shareholders<sup>2</sup></del> general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (<del>including proxies</del>) present at the meeting.</p> <p>Shareholders (including their proxies) present at the meeting shall expressly indicate whether they vote in favour of, against or abstain from voting in respect of every matter that requires voting.</p>



The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 46</b> <u>The following matters shall be passed by ordinary resolutions at a general meeting:</u></p> <ol style="list-style-type: none"> <li>(1) <u>the work report of the Board of Directors;</u></li> <li>(2) <u>the profit distribution plan and loss compensation plan prepared by the Board of Directors;</u></li> <li>(3) <u>appointment and removal of members of the Board of Directors and their remuneration and methods of payment;</u></li> <li>(4) <u>matters other than those stipulated by laws, administrative regulations or the Articles of Association that shall be passed by special resolutions.</u></li> </ol>	N/A
<p><b>Article 47</b> <u>The following matters shall be passed by special resolutions at a general meeting:</u></p> <ol style="list-style-type: none"> <li>(1) <u>the Company's increase or decrease of registered capital;</u></li> <li>(2) <u>the division, spin-off, merger, dissolution and liquidation of the Company;</u></li> <li>(3) <u>amendments to the Articles of Association;</u></li> <li>(4) <u>major assets and major guarantees. The Company's purchase or sale of major assets or guaranteed amounts provided to others within one year in excess of thirty percent of the latest audited total assets of the Company;</u></li> <li>(5) <u>equity incentive plans;</u></li> <li>(6) <u>except in the case of the Company in crisis or other special circumstances, the Company enters into a contract with a person other than directors or senior management officers that place the management of the Company's entire or important business in that person's charge;</u></li> <li>(7) <u>other matters which are required to be passed by special resolutions under laws, administrative regulations or the Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolutions at a general meeting, thus need to be passed by special resolutions.</u></li> </ol>	N/A

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 48</b> Shareholders shall exercise their voting rights represented by the number of voting shares. Each share shall have one voting right, <u>except for class shareholders</u>.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed.</p> <p>The shares of the Company held by the Company shall not have voting rights, and these shares shall not be included in the total number of voting shares at a general meeting.</p>	<p><b>Article 52</b> <del>When shareholders (including proxies) vote at a shareholders' general meeting, they</del> shall exercise their voting rights represented by the number of voting shares. Each share <del>held by ordinary shareholders</del> shall have one voting right; <del>the holders of preference shares with voting rights restored shall be entitled to have such voting rights in accordance with the provisions of Article 297 and Article 300 of the Articles of Association.</del></p> <p>The shares of the Company held by the Company shall not have voting rights, and these shares shall not be included in the total number of voting shares at a <del>shareholders'</del> general meeting.</p> <p>The Board of Directors, independent directors and shareholders <del>who meet relevant requirements</del> may collect the voting rights from shareholders. Information including the specific voting preference shall be fully disclosed to the shareholders for whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><u>In the event that a shareholder's purchase of the Company's of voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the portion of such shares in excess of the prescribed percentage shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase, and such portion of the shares shall not be counted in the total number of voting shares present at the general meeting.</u></p>	<p><del>In accordance with applicable laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, in the event that any shareholder needs to abstain from voting or is restricted to vote only in favour of or only against a particular resolution, such voting made in violation of relevant requirements or by imposition of restrictions on shareholders (or their proxies) shall not be included into the total number of valid votes.</del></p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders<sup>2</sup> general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed.</p>
<p><b>Article 49</b> The Board of Directors of the Company, independent directors, shareholders holding one percent or more of the voting shares, or investor protection organizations established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholder voting rights. The solicitation of voting rights shall fully disclose specific voting intentions and other information to the solicited person. Solicitation of voting rights by way of compensation or disguised compensation is prohibited. <u>In addition to the statutory conditions,</u> the Company may not impose a minimum shareholding ratio restriction on the solicitation of voting rights.</p>	<p><b>Article 52</b> Partial clauses</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 50</b> <u>Interested shareholders shall not take part in voting when connected transactions are being considered at a general meeting. The number of shares with voting rights represented by them shall not be included in the total number of valid votes; The announcement on the resolutions made at a general meeting shall fully disclose details of voting by non-interested shareholders.</u></p>	<p><b>Article 50</b> <del>In case any shareholder is connected with matters to be reviewed at the shareholders' general meeting, he/she shall avoid the voting process, and the voting shares he/she holds shall not be included in the total number of voting shares held by shareholders present at the shareholders' general meeting.</del></p> <p><del>The evasion of connected shareholders and the voting procedures are as follows:</del></p> <p><del>(1) according to the relevant laws, regulations and rules, the Board of Directors shall judge whether the relative matters to be proposed at the shareholders' general meeting for discussion constitute connected transactions. When making such a judgment, the number of shares of a shareholder shall be subject to the register of shareholders provided by the securities registration and settlement institution;</del></p> <p><del>(2) if the Board of Directors considers that the relative matters to be proposed at the shareholders' general meeting for discussion constitute connected transactions, it shall notify the connected shareholders in writing, and seek a written reply on whether the shareholder will apply for exemption for evasion;</del></p> <p><del>(3) the Board of Directors shall finish the work specified above before sending the notice of the shareholders' general meeting, and inform all shareholders in the notice of the result of such work;</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
	<p><del>(4) when voting on the relative connected transaction, unconnected shareholders attending the shareholders' general meeting shall vote according to the Articles of Association after the shares with voting right represented by the connected shareholders are deducted;</del></p> <p><del>(5) if the connected shareholders cannot evade voting under special circumstances, the voting can still be conducted in accordance with the normal procedures after the Company has obtained an approval from the competent authorities, and detailed explanations shall be given in the resolution of shareholders' general meeting.</del></p>
<p><b>Article 51</b> When voting on the election of directors, the general meeting <u>shall</u> apply the cumulative voting method <u>when more than two directors are elected</u> in accordance with the Articles of Associations.</p>	<p><b>Article 53</b> When voting on the election of directors <del>and supervisors</del>, the shareholders' general meeting <u>may</u> apply the cumulative voting method in accordance with the Articles of Associations <del>or the resolution of the general meeting.</del></p> <p><del>For the purpose of the preceding paragraph, the term "cumulative voting method" shall refer to the scheme whereby in the election by the shareholders' general meeting of the directors or supervisors, each share (including preference share with voting rights restored) shall be granted the same number of votes as the number of directors or supervisors to be elected and each shareholder may cast the votes held by him in a concentrated manner.</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
	<p>In addition to the cumulative voting system, all resolutions shall be voted item by item at a shareholders' general meeting, and shall be voted in chronological order according to the time of proposal when various proposals are put forward concerning the same issue. Except for special circumstances such as force majeure which lead to the suspension or inability to pass resolutions at a shareholders' general meeting, proposals shall not be set aside or rejected from voting at a general meeting.</p> <p><del>During the review and approval of the issuance of preference shares, the shareholders' general meeting shall vote on the following matters item by item:</del></p> <ul style="list-style-type: none"> <li><del>(1) the type and number of preference shares to be issued;</del></li> <li><del>(2) the issuance method, subscriber, and arrangement regarding placement for existing shareholders;</del></li> <li><del>(3) the nominal value, issuance price, pricing range, and price determination principles;</del></li> <li><del>(4) the method of dividend distribution for holders of preference shares, including dividend rate and determination principles, conditions of dividend distribution, method of dividend payments, whether dividend can be accumulated, whether holders of preference shares can participate in the distribution of remaining profits, etc.;</del></li> </ul>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
	<p>(5) <del>the redemption provisions, including conditions and timing of redemption, redemption price and determination principles, and subject to exercise the right of redemption;</del></p> <p>(6) <del>the use of raised proceeds;</del></p> <p>(7) <del>the share subscription agreement with conditions attached to its entry into effect concluded with the subscriber;</del></p> <p>(8) <del>the validity period of the issuance shall be explicitly stipulated in the resolution;</del></p> <p>(9) <del>the amendment proposed to the Articles of Association regarding profit distribution policies for preference shareholders and ordinary shareholders;</del></p> <p>(10) <del>the specific authorization to the Board of Directors for handling matters relevant to the issuance of preference shares;</del></p> <p>(11) <del>the other matters.</del></p>
<p><b>Article 52</b> In addition to the cumulative voting system, all resolutions shall be voted item by item at a general meeting, and shall be voted in <u>chronological order according to the time of proposal when various proposals are put forward concerning the same issue</u>. Except for special circumstances such as force majeure which lead to the suspension or inability to pass resolutions at a general meeting, proposals shall not be set aside or rejected from voting at a general meeting.</p>	<p><b>Article 53</b> Partial clauses</p>
<p><b>Article 53</b> When a proposal is being considered at a general meeting, no modifications may be made to the proposal, and <u>if</u> it is changed, it shall be deemed as a new proposal and shall not be voted at the general meeting.</p>	<p><b>Article 54</b> When a proposal is being considered at a <del>shareholders<sup>2</sup></del> general meeting, no modifications may be made to the proposal, <del>otherwise</del> the modifications shall be deemed as a new proposal and shall not be voted at the <del>shareholders<sup>2</sup></del> general meeting.</p>
<p><b>Article 54<sup>Note</sup></b> The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first vote shall prevail.</p>	<p><b>Article 55</b> The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first vote shall prevail.</p>

Note: No amendment is made.

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 55</b> Shareholders present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hong Kong stock connect, declare to report according to the intentions of actual holders.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters or uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as “abstained”.</p>	<p><b>Article 56</b> Shareholders present at a <del>shareholders</del><sup>2</sup> general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hong Kong stock connect, declare to report according to the intentions of actual holders.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters or uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as “abstained”.</p> <p>During voting by poll, shareholders (including proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter.</p>
<p><b>Article 56</b> <u>Voting at a general meeting shall take place by open ballot.</u></p>	<p>N/A</p>
<p><b>Article 57</b> Before voting takes place on a proposal at a general meeting, two shareholders’ representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, <u>and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</u></p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p>	<p><b>Article 57</b> Before voting takes place on a proposal at a <del>shareholders</del><sup>2</sup> general meeting, two shareholders’ representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a <del>shareholders</del><sup>2</sup> general meeting, lawyers and representatives of shareholders <del>and supervisors</del> shall be jointly responsible for vote counting and scrutinizing.</p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p>



The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 58</b> The voting at the on-site general meeting shall not end earlier than the voting through network or other means. The person presiding at the meeting shall announce the voting situations and results for each resolution proposed, and whether the resolution has been passed by voting or not.</p> <p>Before the formal public announcement of the voting results, the Company, the votes counting person, the scrutineer, the shareholders, the network service party and any other relevant parties involved in the general meeting in on-site, online and other forms of voting shall keep the voting results confidential.</p>	<p><b>Article 58</b> The voting at the on-site <del>shareholders</del><sup>2</sup> general meeting shall not end earlier than the voting through network or other means. The person presiding at the meeting shall announce on site the voting situations and results for each resolution proposed, and whether the resolution has been passed by voting or not.</p> <p>Before the formal public announcement of the voting results, the <del>listed</del> company, the votes counting person, the scrutineer, the <del>major</del> shareholders, the network service party and any other relevant parties involved in the <del>shareholders</del><sup>2</sup> meeting in on-site, online and other forms of voting shall keep the voting results confidential.</p>
N/A	<p><b>Article 59</b> The chairman of a meeting shall decide on whether a resolution at a <del>shareholders</del><sup>2</sup> general meeting is passed according to the voting results. His decision shall be final, and he shall announce the voting results at the meeting. <del>The voting results of the resolution</del> shall be recorded in the minutes.</p>
<p><b>Article 59</b> In the event that the chairman of a meeting has any doubt about the results of a resolution submitted to voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.</p>	<p><b>Article 60</b> In the event that the chairman of a meeting has any doubt about the results of a resolution submitted to voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.</p>
<p><b>Article 60</b> In the event that votes are counted at a general meeting, the counting results shall be recorded in the minutes. The minutes together with the signature book containing the attending shareholders and the powers of attorney of the attending proxies shall be kept in the Company's domicile.</p>	<p><b>Article 61</b> In the event that votes are counted at a <del>shareholders</del><sup>2</sup> general meeting, the counting results shall be recorded in the minutes. The minutes together with the signature book containing the attending shareholders and the powers of attorney of the attending proxies shall be kept in the Company's domicile.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 61</b> Resolutions made at a general meeting shall be announced promptly. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed.</p> <p>The <u>Company</u> shall contain respective statistical figures on the holders of domestic and foreign shares, ordinary shareholders (including the holders of preference shares whose voting rights have been restored) and <u>class shareholders</u> present at the meeting as well as their voting shall be counted and announced separately.</p>	<p><b>Article 62</b> Resolutions made at a <del>shareholders<sup>2</sup></del> general meeting shall be announced promptly <del>in accordance with the listing rules of the place of listing of the Company's shares</del>. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed. The announcement shall contain respective statistical figures on the holders of domestic and foreign shares, <del>and preference shareholders with voting rights present at the meeting as well as their voting</del>, and an announcement thereon shall be made separately.</p> <p><del>Where the Company intends to vote for circumstances listed under Article 33(3) herein, the attendance and voting results of ordinary shareholders (including the holders of preference shares whose voting rights have been restored) and preference shareholders (excluding the holders of preference shares whose voting rights have been restored) shall be counted and announced separately.</del></p>
<p><b>Article 62</b> In the event that a proposal is not passed, or a resolution passed at a previous general meeting is modified at this general meeting, a special note shall be made in the announcement on the resolutions made at the general meeting.</p>	<p><b>Article 63</b> In the event that a proposal is not passed, or a resolution passed at a previous <del>shareholders<sup>2</sup></del> general meeting is modified at this <del>shareholders<sup>2</sup></del> general meeting, a special note shall be made in the announcement on the resolutions made at the <del>shareholders<sup>2</sup></del> general meeting.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 63</b> Minutes shall be prepared for a general meeting by the secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the time, place, agenda and name of the convenor of the meeting;</li> <li>(2) the names of the chairman of the meeting and the directors, senior management officers sitting in the meeting;</li> <li>(3) <u>the number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentages of total number of shares of the Company; the shareholders of domestic shares and the shareholders of domestically-listed foreign shares attending the general meeting;</u></li> <li>(4) the process of considering each proposal, main points of remarks and voting results of each resolution; <u>voting results of domestic shareholders and domestically-listed foreign shareholders, ordinary shareholders (including the holders of preference shares whose voting rights have been restored) and class shareholders (if applicable) of each resolution;</u></li> <li>(5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;</li> <li>(6) the names of lawyers, counters and scrutineers of votes;</li> <li>(7) other particulars that shall be recorded into the meeting minutes as prescribed by the Articles of Association.</li> </ol>	<p><b>Article 64</b> Minutes shall be prepared for a <del>shareholders<sup>2</sup></del> general meeting by the secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the time, place, agenda and name of the convenor of the meeting;</li> <li>(2) the names of the chairman of the meeting and the directors, <del>supervisors, secretary of the Board of Directors, president and other</del> senior management officers attending or sitting in on the meeting;</li> <li>(3) <del>the total number of voting shares held by holders of domestic listed shares (including proxies) and holders of overseas-listed foreign shares (including proxies) attending the shareholders' general meetings and their respective percentages of total number of shares of the Company;</del></li> <li>(4) the process of considering each proposal, main points of remarks and voting results of each resolution <del>by the holders of domestic listed shares and holders of overseas-listed foreign shares;</del></li> <li>(5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof;</li> <li>(6) the names of lawyers, counters and scrutineers of votes;</li> <li>(7) other particulars that shall be recorded into the meeting minutes as prescribed by the Articles of Association.</li> </ol>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p>A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors, secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attended the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten years.</p>	<p>A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors, <del>supervisors</del>, secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attended the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten years.</p>
<p><b>Article 64</b> A convenor shall ensure that a general meeting shall be held consecutively until a final resolution is formed. In the event that a general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.</p>	<p><b>Article 65</b> A convenor shall ensure that a <del>shareholders</del><sup>2</sup> general meeting shall be held consecutively until a final resolution is formed. In the event that a <del>shareholders</del><sup>2</sup> general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.</p>
<p><b>Article 65</b> In the event that a proposal on the election of directors is passed at a general meeting, the new directors shall assume office at the later of (1) the date on which the general meeting resolves to adopt such proposal, or (2) <u>the time when such proposal specifies when the directors shall assume office.</u></p>	<p><b>Article 66</b> In the event that a proposal on the election of directors <del>and supervisors</del> is passed at a <del>shareholders</del><sup>2</sup> general meeting, the new directors <del>and supervisors</del> shall assume office at the time of passing the relevant election proposal at the <del>shareholders</del><sup>2</sup> general meeting.</p>
<p><b>Article 66</b> In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a general meeting, the Company shall implement a specific scheme thereon within two months after the end of the general meeting.</p>	<p><b>Article 67</b> In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a <del>shareholders</del><sup>2</sup> general meeting, the Company shall implement a specific scheme thereon within two months after the end of the <del>shareholders</del><sup>2</sup> general meeting.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders' General Meeting (Amended in 2020)
<p><b>Article 67</b> Resolutions of the general meetings whose content contravenes laws and administrative regulations shall be null and void. The controlling shareholders and the actual controllers of the Company shall neither restrict or impede the lawful exercise by small and medium investors of their voting rights nor prejudice the legitimate rights and interests of the Company and small and medium investors.</p> <p>If the procedures of convening a general meeting or the methods of voting at a general meeting are in violation of laws, administrative regulations or the Articles of Association, or the content of the resolutions of a general meeting contravenes with the Articles of Association, then a shareholder may make petition to the people's court requesting to rescind such resolutions within sixty days of their passage; <u>however, unless there are only minor defects in the procedures for convening the general meeting or in the manner of voting, which do not materially affect the resolutions.</u></p>	<p><b>Article 69</b> Resolutions of the shareholders' general meetings whose content contravenes laws and administrative regulations shall be null and void. The controlling shareholders and the actual controllers of the Company shall neither restrict or impede the lawful exercise by small and medium investors of their voting rights nor prejudice the legitimate rights and interests of the Company and small and medium investors.</p> <p>If the procedures of convening a shareholders' general meeting or the methods of voting at a shareholders' general meeting are in violation of laws, administrative regulations or the Articles of Association, or the content of the resolutions of a shareholders' general meeting contravenes with the Articles of Association, then a shareholder may make petition to the people's court requesting to rescind such resolutions within 60 days of their passage.</p>
N/A	<p><del><b>Article 68</b> Where the Company repurchases its ordinary shares for the public issuance of preference shares for the purpose of reducing its registered capital, and repurchases its ordinary shares from specific shareholders of the Company by consideration of a non-public issuance of preference shares, the resolution regarding the repurchase of ordinary shares in a shareholders' general meeting shall be passed by more than two-thirds of the voting rights of the holders of ordinary shares present at the shareholders' general meeting (including the holders of preference shares with restored voting rights).</del></p> <p><del>The Company shall publish an announcement in relation to such resolution the day after the resolution regarding the repurchase of ordinary shares is approved at the shareholders' general meeting.</del></p>

## Chapter VIII Special Procedures for Voting by Class Shareholders

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 68<sup>Note</sup></b> Shareholders holding shares that are a different class of shares shall be class shareholders holding that class of shares.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with laws, administrative regulations and the provisions of the Articles of Association.</p>	<p><b>Article 70</b> Shareholders holding shares that are a different class of shares shall be class shareholders holding that class of shares.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with laws, administrative regulations and the provisions of the Articles of Association.</p>
<p><b>Article 69</b> In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a general meeting, and at shareholders' meetings respectively convened by affected class shareholders.</p> <p>In the event that any changes in the domestic and foreign laws, administrative regulations and the listing rules of the place of listing as well as any decisions made by domestic and foreign regulators according to law result in any alteration or abolition of the rights of class shareholders, approval of a general meeting or class meeting shall not be required.</p>	<p><b>Article 71</b> In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a <del>shareholders'</del><sup>2</sup> general meeting, and at shareholders' meetings respectively convened by affected class shareholders <del>in accordance with Article 74 to Article 78.</del></p> <p>In the event that any changes in the domestic and foreign laws, administrative regulations and the listing rules of the place of listing as well as any decisions made by domestic and foreign regulators according to law result in any alteration or abolition of the rights of class shareholders, approval of a <del>shareholders'</del><sup>2</sup> general meeting or class meeting shall not be required.</p>
N/A	<p><del><b>Article 72</b> For the purpose of Article 18 of the Articles of Association, the transfer by the Company's holders of domestic shares of the shares held thereby to overseas investors for listing overseas shall not be deemed as the Company's intention to alter or abolish the rights of class shareholders.</del></p>

Note: No amendment is made.

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 70<sup>Note</sup></b> The following scenarios shall be deemed as alteration or abolition of the rights of a class shareholder:</p> <p>(1) increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class entitled to equal or more voting rights, distribution rights and other privileges as the shares of that class;</p> <p>(2) change all or part of the shares of that class to the shares of another class, or change all or part of the shares of another class to the shares of that class or grant the conversion rights thereto;</p>	<p><b>Article 73</b> The following scenarios shall be deemed as alteration or abolition of the rights of a class shareholder:</p> <p>(1) increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class entitled to equal or more voting rights, distribution rights and other privileges as the shares of that class;</p> <p>(2) change all or part of the shares of that class to the shares of another class, or change all or part of the shares of another class to the shares of that class or grant the conversion rights thereto;</p>

Note: No amendment is made.

<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
(3) cancel or reduce the rights owned by the shares of that class to acquire the accrued dividends or cumulative dividends;	(3) cancel or reduce the rights owned by the shares of that class to acquire the accrued dividends or cumulative dividends;
(4) reduce or cancel the rights owned by the shares of that class to the priority to obtain dividends or the distribution of property during the liquidation of the Company;	(4) reduce or cancel the rights owned by the shares of that class to the priority to obtain dividends or the distribution of property during the liquidation of the Company;
(5) increase, cancel or reduce the share conversion rights, options, voting rights, transfer rights, priority placement rights and the rights to obtain securities of the Company owned by the shares of that class;	(5) increase, cancel or reduce the share conversion rights, options, voting rights, transfer rights, priority placement rights and the rights to obtain securities of the Company owned by the shares of that class;
(6) cancel or reduce the rights owned by the shares of that class to receive payables from the Company in a particular currency;	(6) cancel or reduce the rights owned by the shares of that class to receive payables from the Company in a particular currency;
(7) establish a new class entitled to equal or more voting rights, distribution rights or other privileges as the shares of that class;	(7) establish a new class entitled to equal or more voting rights, distribution rights or other privileges as the shares of that class;
(8) impose restrictions on or increase such restrictions on the transfer of ownership of the shares of that class;	(8) impose restrictions on or increase such restrictions on the transfer of ownership of the shares of that class;
(9) issue share options or share conversion rights in respect of the shares of that or another class;	(9) issue share options or share conversion rights in respect of the shares of that or another class;
(10) increase the rights and privileges of the shares of other classes;	(10) increase the rights and privileges of the shares of other classes;
(11) a corporate restructuring programme constitutes the unproportionate distribution of responsibilities undertaken by the shareholders of different classes in the restructuring;	(11) a corporate restructuring programme constitutes the unproportionate distribution of responsibilities undertaken by the shareholders of different classes in the restructuring;
(12) modify or repeal the clauses hereof.	(12) modify or repeal the clauses hereof.



<b>The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)</b>	<b>Original Rules of Procedures for Shareholders<sup>2</sup> General Meeting (Amended in 2020)</b>
<p><b>Article 71</b> The preference shareholders cannot attend any general meeting, nor do their preference shares have voting rights.</p> <p>Only in any of the following circumstances, the notice of general meeting of the Company shall be delivered to the preference shareholders prior to convention of such meeting by the Company. The Company shall also comply with the required notice procedure for ordinary shareholders set forth in the Company Law and the Articles of Association. The preference shareholders are entitled to attend the general meetings and vote on the following matters separately from the ordinary shareholders. In this case, each preference share shall have one vote, but the preference shares of the Company held by the Company shall have no voting right:</p> <ol style="list-style-type: none"> <li>(1) any amendment to the provisions of the Articles of Association regarding the preference shares;</li> <li>(2) any reduction of the registered capital of the Company by more than 10%, whether on an individual or cumulative basis;</li> <li>(3) any merger, division, dissolution or change of organizational form of the Company;</li> <li>(4) any issuance of preference shares by the Company;</li> <li>(5) any other circumstances prescribed by the Articles of Association that may affect the rights of preference shareholders.</li> </ol> <p>Resolutions on the matters above shall be approved by at least two-thirds of the votes represented by the preference shareholders present at the meeting (excluding the preference shareholders with voting rights restored), in addition to the approval by at least two-thirds of the votes represented by the ordinary shareholders present at the meeting (including the preference shareholders with voting rights restored).</p>	<p><b>Article 33</b> Partial clauses</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
N/A	<p><del><b>Article 74</b></del> Affected class shareholders, regardless of formerly having at shareholders' general meetings or not, shall have voting rights in relation to matters in (2) to (8) and (11) to (12) of Article 73. Interested shareholders shall not have any voting rights at class meetings.</p> <p>The expression "interested shareholders" in the preceding paragraph shall have the following meanings:</p> <p>(1) <del>when the Company makes a buyback offer to all shareholders by the same proportion in accordance with Article 33 of the Articles of Association, or buys back its own shares through public trading on a stock exchange, "interested shareholders" means the controlling shareholders as defined under Article 304 of the Articles of Association;</del></p> <p>(2) <del>when the Company buys back its own shares by agreement outside a stock exchange in accordance with Article 33 of the Articles of Association, "interested shareholders" means the shareholders in relation to that agreement;</del></p> <p>(3) <del>in a corporate restructuring programme, "interested shareholders" means the shareholders who undertake lower responsibilities than other shareholders of that class of shares or who have different interests with other shareholders of that class of shares.</del></p>
N/A	<p><del><b>Article 75</b></del> Resolutions may only be made at a class meeting after they are passed by votes representing more than two-thirds of the shareholders with voting rights present thereat in accordance with Article 74 hereof.</p> <p>The quorum for convening meetings of shareholders of various classes of shares for altering the rights of any class of shares (other than adjourned meetings) shall be at least one-third of the holders of the issued shares of that class.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
N/A	<p><del><b>Article 76</b> To convene a class meeting, the Company shall issue a written notice in accordance with the requirement of notice period of the shareholders' general meeting set out in the Articles of Association, notifying all the shareholders of that class of shares on the register of the matters to be considered thereat as well as the date and venue of the meeting.</del></p> <p><del>In the event that the number of shares with voting rights at the meeting represented by the shareholders who intend to attend the meeting reach more than half of the total number of shares of that class with voting rights thereat, the Company may hold the class meeting; if not, the Company shall within five days notify shareholders once again of the matters to be considered as well as the date and venue of the meeting by way of announcement. Once a notice is made by announcement, the Company may hold the class meeting.</del></p> <p><del>In the event that the regulatory rules in the place of listing of the Company's shares provide otherwise, such provisions shall be followed.</del></p>
N/A	<p><del><b>Article 77</b> In the event that a class meeting is held by sending a notice of the meeting, it shall only need to give the notice to the shareholders with the rights to vote thereat.</del></p> <p><del>The procedures for convening a class meeting shall be as similar as possible to those for convening a shareholders' general meeting. The clauses in the Articles of Association regarding the procedures for convening a shareholders' general meeting shall apply to class meetings.</del></p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
N/A	<p><del>Article 78</del> Other than the shareholders of other classes of shares, holders of domestic shares and overseas-listed foreign shares shall be deemed as shareholders of different classes.</p> <p>The following scenarios shall not apply to the special procedures for voting by class shareholders:</p> <p>(1) <del>with the approval by special resolution at a shareholders' general meeting, the Company issues either domestic shares or overseas-listed foreign shares and both of them at an interval of twelve months, and the respective number of the proposed domestic shares and overseas-listed foreign shares does not exceed twenty percent of the outstanding shares of that class;</del></p> <p>(2) <del>the Company's plan to issue domestic shares and overseas-listed foreign shares during its establishment is completed within fifteen months of the approval by the securities competent authority of the State Council;</del></p> <p>(3) <del>with the approval by the securities regulatory authority of the State Council, the Company's holders of domestic shares transfer their shares to overseas investors for listing overseas.</del></p>

## Chapter IX Post-Meeting Events and Announcements

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 72</b> The Board of Directors shall strictly comply with the requirements of the securities regulatory authorities and the stock exchange on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that issues examined or resolutions passed at the <u>general meeting</u> that are discloseable are disclosed fully, accurately and in a timely manner on the designated media. Information relating to significant issues of the Company must be reported immediately to the stock exchange on which the Company's shares are listed, and shall file with the relevant regulatory authority.</p>	<p><b>Article 79</b> The Board of Directors shall strictly comply with the requirements of the securities regulatory authorities and the stock exchange on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that issues examined or resolutions passed at the Board meeting that are discloseable are disclosed fully, accurately and in a timely manner on the designated media. Information relating to significant issues of the Company must be reported immediately to the stock exchange on which the Company's shares are listed, and shall file with the relevant regulatory authority.</p>
<p><b>Article 73</b> The announcement on resolutions of a general meeting shall set out the number of each class of shareholders (or their authorized proxies) attending the general meeting, total number of each class of shares held by them (including proxies), the percentage of such shares to the total number of each class of voting shares of the Company, voting method and voting results of each proposal. For the resolutions on the proposals made by the shareholders, the names of the proposing shareholders, percentage of shares held and the content of the proposals shall be stated. Where a shareholder's proposal is not included in the agenda of the annual general meeting, details of the proposal and explanation provided by the Board of Directors or the chairman of the <u>general meeting at the annual general meeting</u> shall be published together with the resolutions adopted at the annual general meeting.</p> <p>In the event that a proposal is not passed, or a resolution from a previous general meeting is amended at the current general meeting, <u>a special note</u> shall be <u>made</u> in the announcement of resolution of the general meeting.</p> <p>The announcement of the resolution of the general meeting shall be published on the designated <u>websites, media, and</u> newspapers.</p>	<p><b>Article 80</b> The announcement on resolutions of a general meeting shall set out the number of each class of shareholders (or their authorized proxies) attending the <del>shareholders'</del> general meeting, total number of each class of shares held by them (including proxies), the percentage of such shares to the total number of each class of voting shares of the Company, voting method and voting results of each proposal. For the resolutions on the proposals made by the shareholders, the names of the proposing shareholders, percentage of shares held and the content of the proposals shall be stated. Where a shareholder's proposal is not included in the agenda of the annual general meeting, details of the proposal and explanation provided by the Board of Directors or the chairman of the meeting shall be published together with the resolutions adopted at the annual general meeting.</p> <p>In the event that a proposal is not passed, or a resolution from a previous <del>shareholders'</del> general meeting is amended at the current <del>shareholders'</del> general meeting, the relevant details shall be specifically provided in the announcement of resolution of the <del>shareholders'</del> general meeting.</p> <p>The announcement of the resolution of the <del>shareholders'</del> general meeting shall be published on the designated newspapers and periodicals.</p>

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 74</b> The secretary of the Board of Directors shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting, lawyers' legal opinions, and announcement of resolutions in accordance with relevant requirements.</p>	<p><b>Article 81</b> The Board of Directors<sup>2</sup> office shall be responsible for keeping such written information as the register of attendees, powers of attorney, voting statistics sheet, minutes of the meeting, lawyers' legal opinions, and announcement of resolutions.</p>

## Chapter X Supplemental Provisions

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<p><b>Article 75<sup>Note</sup></b> If there are any matters not dealt with in the Rules or there are any matters in the Rules which are inconsistent with any laws, regulations, other relevant normative documents as promulgated from time to time, such laws, regulations, other relevant normative documents shall prevail.</p>	<p><b>Article 82</b> If there are any matters not dealt with in the Rules or there are any matters in the Rules which are inconsistent with any laws, regulations, other relevant normative documents as promulgated from time to time, such laws, regulations, other relevant normative documents shall prevail.</p>
<p><b>Article 76</b> The announcements or notices referred to in the Rules refer to the relevant information disclosures published on the <u>media and the website of stock exchanges</u> designated by the securities regulatory authorities. The length of an announcement or a notice is relatively long and listed companies may choose to publish a summary of the relevant content on the newspaper(s) designated by the securities regulatory authorities but the full text shall be published simultaneously on the web site designated by the securities regulatory authorities.</p> <p>The supplementary notice of the general meeting referred to in the Rules shall be published on the same designated media and website on which the meeting notice is published.</p>	<p><b>Article 83</b> The announcements or notices referred to in the Rules refer to the relevant information disclosures published on the <del>newspapers</del> designated by the securities regulatory authorities. The length of an announcement or a notice is relatively long and listed companies may choose to publish a summary of the relevant content on the newspaper(s) designated by the securities regulatory authorities but the full text shall be published simultaneously on the web site designated by the securities regulatory authorities.</p> <p>The supplementary notice of the <del>shareholders</del><sup>2</sup> general meeting referred to in the Rules shall be published on the same designated newspaper(s) on which the meeting notice is published.</p>

Note: No amendment is made.

The Rules of Procedures for General Meeting (2025 Revised Deliberation Draft)	Original Rules of Procedures for Shareholders <sup>2</sup> General Meeting (Amended in 2020)
<b>Article 77</b> Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association. <u>The “above” and “within” referred to in the Rules shall be inclusive of the stated figure; while “exceed”, “lower than” and “more than” are not inclusive of the stated figure.</u>	<b>Article 84</b> Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association.
<b>Article 78</b> The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.	<b>Article 85</b> The Rules are adopted at the <del>shareholders’</del> general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.
<b>Article 79</b> The amendments to the Rules shall be proposed by the Board of Directors and submit to the general meeting for consideration and approval.	<b>Article 86</b> The amendments to the Rules shall be proposed by the Board of Directors and submit to the <del>shareholders’</del> general meeting for consideration and approval.
<b>Article 80<sup>Note1</sup></b> The Board of Directors shall be responsible for interpreting the Rules.	<b>Article 87</b> The Board of Directors shall be responsible for interpreting the Rules.

Notes:

1. No amendment is made.
2. Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.

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## APPENDIX IV                      DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR MEETINGS OF THE BOARD

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*Details of proposed amendments to the Rules of Procedures for Meetings of the Board are set out as follows:*

### Chapter 1    General Provisions

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 1</b> In order to further standardize the deliberation methods and decision-making procedures of the Board of Directors of China Communications Construction Company Limited (the “Company”), <u>and ensure scientific, democratic, and law-based decision-making by the Board,</u> the Rules are hereby established pursuant to the Company Law of the People’s Public of China (the “Company Law”), the Securities Law of the People’s Public of China, the Code of Corporate Governance for Listed Companies, and other relevant regulations as well as the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”).</p>	<p><b>Article 1</b> In order to further standardize the deliberation methods and decision-making procedures of the Board of Directors of China Communications Construction Company Limited (the “Company”), <del>facilitate the effective implementation of the duties of directors and the Board, and increase the standardized operation and scientific decision making of the Board,</del> the Rules are hereby established pursuant to the Company Law of the People’s Public of China, the Securities Law of the People’s Public of China, the Code of Corporate Governance for Listed Companies, <del>the State Council Guiding Opinions on the Experimental Development of Preference Shares, the Experimental Administrative Measures on Preference Shares,</del> and other relevant regulations as well as the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”).</p>
<p><b>Article 2</b> The Board is the <u>main decision-making body</u> <del>offor</del> the Company’s operations, <u>responsible for setting strategies, making decisions, and preventing risks,</u> and decides the important matters of the Company with the authority granted by the Articles of Association and the general meeting. It is responsible to the general meeting and shall report its performance to the general meeting.</p>	<p><b>Article 2</b> The Board is the <del>decision-making body</del> of the Company and decides the important matters of the Company with the authority granted by the <del>shareholders’</del><sup>2</sup> general meeting and the Articles of Association. It is responsible to the <del>shareholders’</del><sup>2</sup> general meeting and shall report its performance to the <del>shareholders’</del><sup>2</sup> general meeting.</p>



Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 3</b> <u>The Board shall adhere to statutory, transparency and unity of authority and responsibility, grasp the functional positioning, faithfully perform its duties and responsibilities, improve the level of scientific, democratic and law-based decision-making, safeguard the interests of the shareholders and the Company, the legitimate rights and interests of the employees, and promote the high-quality development of the Company.</u></p>	N/A
<p><b>Article 4</b><sup>Note</sup> The Rules shall apply to the Board of Directors, the special committees under the Board, directors, and relevant departments and persons of the Company involved in the Rules.</p>	<p><b>Article 3</b> The Rules shall apply to the Board of Directors, the special committees under the Board, directors, and relevant departments and persons of the Company involved in the Rules.</p>

Note: No amendment is made.

## Chapter 2 Composition and Structure of the Board of Directors

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 5</b> The Board shall consist of seven (7) to nine (9) members. <u>At least one-third of the members of the Board shall be independent directors. The Board shall include one employee director, who shall be elected by the Company's employee representative meeting or other forms of democratic election. Except for the employee director, other directors shall be elected or changed by the general meeting, and may be dismissed by the general meeting before their terms are expired.</u></p>	<p><b>Article 4</b> The Board shall consist of seven (7) to nine (9) members, including one Chairman and <del>one to</del> two Vice Chairmen. At least one-third of the members of the Board shall be independent directors.</p>
<p><b>Article 6</b> The Board shall have one Chairman and <u>no more than</u> two Vice Chairmen. Chairman and Vice Chairman shall be elected and removed by a simple majority of votes of all directors.</p>	<p><b>Article 5</b> Directors shall be elected or changed by the general meeting, and may be dismissed by the general meeting before their terms are expired. The term of office of directors is three (3) years, renewable upon reelection at its expiry. Chairman and Vice Chairman shall be elected and removed by a simple majority of votes of all directors. The term of office is three (3) years and renewable upon re-election.</p>
<p><b>Article 7</b> The term of office of directors is three (3) years, renewable upon reelection at its expiry.</p>	<p><b>Article 5</b> Partial clauses</p>
<p>N/A</p>	<p><del><b>Article 6</b> The Board of Directors shall establish the Board office as its administrative body, which is responsible for handling daily affairs of the Board.</del></p>

**Chapter 3 Duties and Powers of the Board of Directors**

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 8</b> The Board of Directors shall report to the general meeting and exercise the following duties and powers:</p> <p>(1) to convene general meetings and report to the meetings;</p> <p>(2) to implement the resolutions passed at general meetings;</p> <p>(3) <u>to formulate the Company's development strategies and plans;</u></p> <p>(4) to determine the Company's business plans <del>and</del>, <u>investment plans, investment and financing schemes, and investment projects above certain amounts;</u></p> <p>(5) to determine the Company's annual financial budget plan and final accounts plan;</p> <p>(6) to formulate the Company's profit distribution plan and loss recovery plan;</p> <p>(7) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;</p>	<p><b>Article 7</b> The Board of Directors shall report to the <del>shareholders'</del> general meeting and exercise the following duties and powers:</p> <p>(1) to convene general meetings and report to the meetings;</p> <p>(2) to implement the resolutions passed at general meetings;</p> <p>(3) to determine the Company's business plans and investment and financing schemes;</p> <p>(4) to prepare the Company's annual financial budget plan and final accounts plan;</p> <p>(5) to formulate the Company's profit distribution plan and loss recovery plan;</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;</p> <p>(7) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(8) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;</p> <p>(9) <u>to determine issuance of shares not exceeding twenty (20) percent of the shares in issue within one year under the authorisation of the general meeting, but the funding with non-monetary assets as consideration shall be resolved by the general meeting;</u></p> <p>(10) <u>to determine buyback of the Company's shares under the following circumstances:</u></p> <ol style="list-style-type: none"> <li>1. <u>shares are used for employee stock ownership plan or equity incentive;</u></li> <li>2. <u>shares are used for conversion of corporate bonds issued by the Company that are convertible into stocks;</u></li> <li>3. <u>it is necessary for the Company to maintain its value and shareholders' interests.</u></li> </ol> <p><u>In the event that the laws, regulations, and relevant rules of the securities competent authorities and stock exchanges in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.</u></p>	<p>(8) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage/<del>pledge</del>, external guarantee, asset management mandate and connected transaction <del>within the authorisation of the general meeting;</del></p> <p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to determine the plans for conversion, division, reorganization or dissolution of the Company's subsidiaries;</p> <p>(11) to determine the income distribution plans for the Company's employees;</p> <p>(12) to determine the establishment and cancellation of the Company's branches;</p> <p>(13) to appoint or dismiss the Company's president, the secretary of the Board <del>and the chairmen of the special committees under the Board;</del> and pursuant to the president's nominations, to appoint or dismiss senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties;</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(11) <u>to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction, external donation and financial assistance; the matters, if subject to resolutions made at the general meeting under the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the general meeting for approval;</u></p> <p>(12) <u>to determine the financial assistance provided by the Company for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed ten (10) percent of the total issued share capital;</u></p> <p>(13) <u>to determine the issuance of corporate bonds within the authorisation of the general meeting;</u></p> <p>(14) to determine the establishment of the Company's internal management structure;</p>	<p>(14) to formulate the Company's basic management system;</p> <p>(15) to determine and to monitor the implementation of the Company's risk management system, including risk assessments, financial control, internal audit and legal risk control;</p> <p>(16) to formulate the proposed amendments to the Articles of Association;</p> <p>(17) to deal with information disclosures of the Company;</p> <p>(18) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;</p> <p>(19) to receive the work report submitted by the president and to review his performance;</p> <p>(20) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association and conferred by the <del>shareholders</del><sup>2</sup> general meetings.</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(15) to determine <u>the establishment and cancellation of the Company's branches and subsidiaries, and the plans for conversion, division, reorganisation or dissolution of the Company's subsidiaries;</u></p> <p>(16) to determine the <u>major</u> income distribution plans for the Company's employees, <u>and formulate equity incentive plan and employee stock ownership plan;</u></p> <p>(17) to determine the appointment or dismissal of the Company's president, the secretary of the Board, <u>and decide on their remuneration, rewards and penalties;</u> <del>and</del> pursuant to the president's nominations, to determine the appointment or dismissal of senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties; <u>and decide on the head of the internal audit institution;</u></p> <p>(18) to formulate the Company's basic management <u>system;</u></p> <p>(19) to determine and to monitor the <u>implementation of the Company's risk management system, including risk assessments, financial control, internal audit and legal risk control;</u></p>	<p><del>The Board's resolutions on the matters in the preceding paragraph, save for items (6), (7) and (16) which shall require the consent of two-thirds or more of the directors;</del> shall be passed by a simple majority of all directors unless otherwise expressly specified in the listing rules of the jurisdiction where the shares are listed or the Articles of Association.</p> <p>Under necessary, reasonable and legitimate circumstances, the Board may authorise the president and the management of the Company to determine the specific issues which are relevant to the matters being resolved but are unable or unnecessary to be determined immediately at a Board meeting.</p> <p><del>In case of a subject matter falling within the scope of ordinary resolution, an authorisation by the Board to the president and the management shall be passed by a simple majority of all directors; or in case of a significant matter, by two-thirds or more of all members of the Board. The content of authorisation shall be clear and specific.</del></p> <p><del>Resolutions made by the Board in relation to connected transactions shall not come into effect until signed by independent directors.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(20) to formulate the proposed amendments to the Articles of Association;</p> <p>(21) to deal with information disclosures of the Company;</p> <p>(22) <u>to formulate the Company's major accounting policies and accounting estimate change plans;</u></p> <p>(23) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;</p> <p>(24) to receive the work report submitted by the president and to review his performance;</p> <p>(25) <u>to formulate the work report of the Board;</u></p> <p>(26) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association and conferred by the general meetings.</p>	

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>The share issuance in item (9) <u>and the financial assistance in item (12)</u> in the first paragraph of this article shall be considered by the Board and passed by two-thirds or more of all directors.</p> <p><u>The buyback of shares in item (10) in the first paragraph of this article shall be considered by the Board and passed by half of all directors, and the Board shall require the attendance of at least two-thirds of the directors.</u></p> <p>The external guarantee in item (11), <u>and the financial assistance in the first paragraph of this article</u> shall be considered by the Board and passed by a simple majority of all directors, and shall also be approved by two-thirds or more of directors present at the Board meeting.</p> <p>Where the Board's decisions on the issuance or buyback of shares result in change in the Company's registered capital or the number of issued shares, amendments to the relevant provisions of the Articles of Association regarding such matters shall not require further approval by the general meeting.</p> <p>The Board's resolutions on the remaining matters in the <u>first</u> paragraph shall be passed by a simple majority of all directors unless otherwise expressly specified in the listing rules of the jurisdiction where the shares are listed or the Articles of Association.</p>	



Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 9</b> Under necessary, reasonable and legitimate circumstances, the Board may, <u>subject to the approval of a simple majority of all directors, authorise the Chairman of the Board or the president to exercise certain duties and powers and to determine the specific issues which are relevant to the matters being resolved but are unable or unnecessary to be determined immediately at a Board meeting. The Board shall be the responsible party for regulating the management of the delegation and shall not be exempted from the responsibilities stipulated in the laws, administrative regulations, state-owned assets regulatory rules and normative documents by virtue of the delegation. The Board shall not authorise the Chairman of the Board and the president to exercise duties and powers that shall be exercised by the Board in accordance with laws. The Board shall implement explicit plan as to the content, scope, amount and procedures of relevant matters under authorisation. Any re-delegation by the Chairman of the Board or the president to others must be approved by the Board.</u></p>	<p><b>Article 7</b> Partial clauses</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 10</b> The Chairman of the Board shall perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over board meetings;</li> <li>(2) to procure and check the implementation of resolutions of board meetings;</li> <li>(3) to sign securities certificates issued by the Company;</li> <li>(4) to define the systems necessary for the operations of the Board, and to coordinate its operation;</li> <li>(5) to sign important documents of the Board and, on behalf of the Company, the legally binding important documents;</li> <li>(6) <u>to nominate the candidates of the secretary of the Board of Directors;</u></li> <li>(7) to exercise special disposition power on corporate events in accordance with the laws and the Company's interests in case of force majeure or an emergency that precludes the convening of a board meeting on a timely basis, and provide post-event reports to the Board;</li> <li>(8) to exercise certain duties and powers of the Board as authorised by the Board during the intermission of Board meetings;</li> <li>(9) other duties and powers under the laws and regulations and the Articles of Association, or as authorised by the Board.</li> </ol>	<p><b>Article 8</b> The Chairman of the Board shall perform the following duties and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over board meetings;</li> <li>(2) to procure and check the implementation of resolutions of board meetings;</li> <li>(3) to sign securities certificates issued by the Company;</li> <li>(4) to define the systems necessary for the operations of the Board, and to coordinate its operation;</li> <li>(5) to sign important documents of the Board and, on behalf of the Company, the legally binding important documents;</li> <li>(6) to exercise special disposition power on corporate events in accordance with the laws and the Company's interests in case of force majeure or an emergency that precludes the convening of a board meeting on a timely basis, and provide post-event reports to the Board;</li> <li>(7) to exercise certain duties and powers of the Board as authorised by the Board during the intermission of Board meetings;</li> <li>(8) other duties and powers under the laws and regulations and the Articles of Association;</li> <li>(9) other duties and powers as authorised by the Board.</li> </ol> <p><del>In the event that the Chairman is unable to exercise his duties and powers, the Chairman may designate a Vice Chairman to exercise on his behalf.</del></p>

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 11</b> The Board shall not, without prior approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds thirty-three percent of the value of the Company's fixed assets as stated in the latest balance sheet approved by the general meeting.</p> <p>The "disposal of fixed assets" as referred to in this Article includes the transfer of interest in certain assets but excludes the usage of fixed assets for provision of guarantee.</p> <p>The effectiveness of transaction of the Company's disposal of fixed assets will not be affected by a breach of the first paragraph of this Article.</p>	<p><b>Article 9</b> The Board shall not, without prior approval of shareholders in a <del>shareholders'</del> general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds thirty-three percent of the value of the Company's fixed assets as stated in the latest balance sheet approved by the general meeting.</p> <p>The "disposal of fixed assets" as referred to in this Article includes the transfer of interest in certain assets but excludes the usage of fixed assets for provision of guarantee.</p> <p>The effectiveness of transaction of the Company's disposal of fixed assets will not be affected by a breach of the first paragraph of this Article.</p>
<p><b>Article 12<sup>Note</sup></b> Prior to making decisions on material issues of the Company, the Board of Directors shall first hear the opinions of the Party Committee of the Company. When the Board appoints senior management members of the Company, the Party Committee of the Company shall consider and provide opinions on the candidates nominated by the Board of Directors or the president, or recommend nominees to the Board of Directors or the president.</p>	<p><b>Article 10</b> Prior to making decisions on material issues of the Company, the Board of Directors shall first hear the opinions of the Party Committee of the Company. When the Board appoints senior management members of the Company, the Party Committee of the Company shall consider and provide opinions on the candidates nominated by the Board of Directors or the president, or recommend nominees to the Board of Directors or the president.</p>

Note: No amendment is made.

## Chapter 4 Special Committees of the Board

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 13</b> <u>According</u> to the Articles of Association, <del>including</del> the Board shall set up strategy and investment <u>and ESG</u> committee, audit and <u>risk</u> committee, remuneration and review committee, nomination committee, etc. Where necessary, the Board may also set up other committees and adjust the existing committees.</p>	<p><b>Article 11</b> The Board shall set up special committees according to the Articles of Association, including strategy and investment committee, audit and <del>internal control</del> committee, remuneration and review committee, nomination committee, etc. Where necessary, the Board may also set up other committees and adjust the existing committees.</p>
<p><b>Article 14</b> These special committees shall develop working rules, which shall take effect after being approved by the Board.</p>	<p><b>Article 12</b> These special committees shall develop working rules, which shall take effect after being approved by the Board.</p>
<p><b>Article 15</b> The <u>establishment, composition and adjustment of</u> special committees shall, <del>with members be proposed</del> by the Chairman of the Board <u>after consultation with relevant Directors and shall take effect after approval</u> by the Board of Directors.</p>	<p><b>Article 13</b> The special committees shall <del>consist of directors of the Company</del>, with members <u>nominated</u> by the Chairman of the Board and <del>elected</del> by the Board of Directors.</p>
<p><b>Article 16</b> The audit and <u>risk</u> committee consists of not less than three directors <u>who hold no senior management positions in the Company</u>, and independent directors shall be <u>a simple majority</u>. <u>Employee directors may become members of the audit and risk committee.</u> The <u>audit and risk</u> committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. The chairman of the audit and <u>risk</u> committee shall have accounting or financial management related professional experience. All members of the audit and <u>risk</u> committee shall have relevant professional knowledge and commercial experience to perform the duties of the committee.</p>	<p><b>Article 15</b> Partial clauses</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 17</b> <u>The audit and risk committee exercises the duties and powers of the supervisory committee as prescribed under the Company Law of the People's Republic of China. It is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board for consideration after the approval by a majority of all members of the audit and risk committee:</u></p> <p>(1) <u>disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p>(2) <u>appointment or dismissal of the accounting firm that undertake the Company's auditing business;</u></p> <p>(3) <u>appointment or dismissal of the Company's chief financial officer;</u></p> <p>(4) <u>changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;</u></p> <p>(5) <u>other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.</u></p>	<p><b>Article 15</b> <del>The audit and internal control committee consists of not less than three directors, and independent directors shall be the majority. The committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. The chairman of the audit and internal control committee shall have accounting or financial management related professional experience. All members of the audit and internal control committee shall have relevant professional knowledge and commercial experience to perform the duties of the committee. The main duties of the audit and internal control committee are:</del></p> <p><del>1. to supervise and assess the work of external auditors</del></p> <p><del>(1) to evaluate external auditors' independence and professionalism, particularly the influence of non-audit services provided by an external auditor on its independence;</del></p> <p><del>(2) to propose the appointment or replacement of an external auditor to the Board;</del></p> <p><del>(3) to review audit service fees and appointment terms for external auditors;</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p>(4) <del>to discuss and communicate with external auditors on the audit scope, audit plan, audit method, and any material matters identified in the audit process;</del></p> <p>(5) <del>to supervise and evaluate whether external auditors have fulfilled their duties diligently.</del></p> <p>2. <del>to instruct the work of internal auditors</del></p> <p>(1) <del>to review the annual internal audit plan of the Company;</del></p> <p>(2) <del>to supervise the implementation of the internal auditing plan of the Company;</del></p> <p>(3) <del>to review the internal audit reports; evaluate the results of internal audit and supervise the rectification of material matters;</del></p> <p>(4) <del>to guide and supervise effective operation of the internal audit department;</del></p> <p>(5) <del>to ensure enough source and appropriate position for the functioning of the internal audit department in the Company;</del></p> <p>(6) <del>to make recommendations for the appointment and removal of the head of internal auditing function of the Company.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p>3. <del>to review and comment on the financial report of the Company:</del></p> <p>(1) <del>to review the Company's financial and accounting policies and practices;</del></p> <p>(2) <del>to review and supervise the Company's financial statements and financial reports (annual report, half-year report and quarterly reports) and accounts, and give opinions on the truthfulness, completeness and accuracy of financial reports;</del></p> <p>(3) <del>to focus on significant accounting and audit matters of the Company's financial reports, including adjustments to material accounting errors, changes in significant accounting policies and estimates, issues involving significant accounting judgments, and matters resulting in a failure to receive standard unqualified opinion audit reports;</del></p> <p>(4) <del>to pay special attention to the possibilities of fraud, corrupt practice and material misstatements relating to financial reports;</del></p> <p>(5) <del>to supervise the rectification of financial reporting matters.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p>4. <del>to assess the effectiveness of the internal control system, to examine and monitor the effectiveness of the Company's financial reporting system, internal control system and risk management system, including:</del></p> <p>(1) <del>to review and examine the Company's financial controls, internal control and risk management systems, and to evaluate the appropriateness of the internal control system;</del></p> <p>(2) <del>to review the self-evaluation reports on internal control;</del></p> <p>(3) <del>to keep control and daily management of connected transactions of the Company according to relevant laws and regulations and the Company's management rules on connected transactions, including confirming the list of related parties and reporting to the Board of Directors and the Supervisory Committee, as well as reviewing material connected transactions to form and submit written opinions to the Board of Directors for review and report the same to the Supervisory Committee. The committee may engage an independent financial adviser to issue a report as the basis for its judgment;</del></p>



Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p>(4) <del>to review the internal control audit reports issued by external auditors, as well as the matters and improvement measures formulated after communication with the external auditors;</del></p> <p>(5) <del>to evaluate the internal control assessment and audit results, and supervise the rectification of deficiencies in internal control;</del></p> <p>(6) <del>where an internal audit function exists, to ensure co-ordination between the internal and external auditors; to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; and to review and monitor its effectiveness;</del></p> <p>(7) <del>to review arrangements of the Company, with which the employees of the Company can raise concerns about possible improprieties in financial reporting, internal control or other matters in confidence. The audit and internal control committee shall ensure that proper arrangements are in place for fair and independent investigation of the matters and for appropriate follow-up action; and</del></p> <p>(8) <del>to report to the Board on the matters set out herein.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p><del>5. — to serve as an intermediate between the management, internal auditors and relevant departments and external auditors, including:</del></p> <p style="padding-left: 40px;"><del>(1) — to coordinate communications between the management and external auditors on material audit matters;</del></p> <p style="padding-left: 40px;"><del>(2) — to coordinate communications between the internal auditors and external auditors and cooperation provided by the internal auditors for external auditors;</del></p> <p style="padding-left: 40px;"><del>(3) — to act as the key representative body for overseeing the Company's relations with external auditors.</del></p> <p><del>6. — to conform with the due duties and responsibilities as prescribed under the Corporate Governance Code formulated by The Stock Exchange of Hong Kong Limited.</del></p> <p><del>7. — other affairs as authorised by the Board of the Company and other issues involved in related laws and regulations.</del></p> <p><del>The Board of the Company shall evaluate the independence and performance of duties of the members of the audit and internal control committee on a regular basis, and may replace those who are not suitable to remain in the position when necessary.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 18</b> <u>The audit and risk committee shall hold at least one (1) meeting every quarter, and may hold an extraordinary meeting when two (2) or more members propose, or when the chairman of the committee deems it necessary. The quorum of the meeting of the audit and risk committee shall be more than two-thirds of the members are present.</u></p> <p><u>Decisions made by the audit and risk committee shall be approved by more than half of the members of the audit and risk committee.</u></p> <p><u>Each member shall have one vote when voting on a resolution of the audit and risk committee.</u></p> <p><u>The audit and risk committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit and risk committee attending the meeting shall sign on the meeting minutes.</u></p>	N/A

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 19</b> The strategy and investment <u>and ESG</u> committee shall be composed of not less than three directors and chaired by the Chairman of the Board. <del>The main duties of the strategy and investment and ESG committee are:</del><u>is responsible for studying corporate development strategies, plans and investment decision-making, and make recommendations to the Board on the following matters:</u></p> <ol style="list-style-type: none"> <li>(1) to make recommendations on corporate development strategies and mid-to-long term development plans;</li> <li>(2) to make recommendations on the proposal for increases or reductions of the Company's registered capital, issuance of corporate bonds, merger, division and dissolution and;</li> <li>(3) to make recommendations on the development initiatives of new markets and businesses;</li> <li>(4) to make recommendations on the Company's <u>material business restructuring, external acquisition, merger and disposal of assets, material organisational restructuring and adjustment proposals that are subject to the approval of the Board;</u></li> </ol>	<p><b>Article 14</b> The strategy and investment committee shall be composed of not less than three directors and chaired by the Chairman of the Board. The main duties of the committee are:</p> <ol style="list-style-type: none"> <li>(1) to <del>study</del> corporate development strategies and mid-to-long term development plans, make recommendations, <del>conduct assessment and monitor the implementation thereof;</del></li> <li>(2) to <del>study</del> the proposal for increases or reductions of the Company's registered capital, issuance of corporate bonds, merger, division and dissolution and make recommendations;</li> <li>(3) <del>to study material business restructuring, external acquisition, merger and disposal of assets of the Company and make recommendations;</del></li> <li>(4) to <del>study</del> the development initiatives of new markets and businesses and make recommendations;</li> </ol>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(5) to review the Company’s annual <u>operation plans and investment plans</u> and make recommendations on the Company’s plans on investments, financing that are subject to the approval of the Board;</p> <p>(6) <u>to formulate and review the Company’s ESG strategies and practices and make recommendations on the Company’s annual ESG report;</u></p> <p>(7) <u>other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company’s shares and the Articles of Association.</u></p>	<p>(5) to study the Company’s annual investment plans and make recommendations; to <del>study</del> the Company’s plans on investments, financing <del>and capital operations</del> that are subject to the approval of the Board and make recommendations;</p> <p>(6) to <del>study</del> the Company’s material organisational restructuring and adjustment proposals and make recommendations;</p> <p>(7) <del>to instruct and oversee the implementation of relevant resolutions of the Board;</del></p> <p><del>(8) other duties and powers as authorised by the Board.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 20</b> The nomination committee consists of not less than three directors. The committee shall be chaired by the Chairman or an independent director, and independent directors shall <u>be a simple majority</u>. <u>The nomination committee shall be responsible for drawing up selection criteria and procedures of directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications, and making recommendations to the Board on the following matters:</u></p> <p>(1) <u>nomination, appointment or dismissal of directors;</u></p> <p>(2) <u>appointment or removal of senior management members;</u></p> <p>(3) <u>other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.</u></p> <p><u>The Board shall record and disclose in its resolutions the opinion of the nomination committee and the specific reasons for not adopting or fully adopting the recommendations of the nomination committee.</u></p>	<p><b>Article 17</b> The nomination committee consists of not less than three directors. The committee shall be chaired by the Chairman or an independent <del>non-executive</del> director, and independent <del>non-executive</del> directors shall <del>be the majority</del>. <del>The main duties of the nomination committee are:</del></p> <ol style="list-style-type: none"> <li>1. <del>to set up a policy concerning diversity of the members of the Board and disclose its policy or summary on the Corporate Governance Report;</del></li> <li>2. <del>to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</del></li> <li>3. <del>to study the selection criteria, procedures and methods for the Company's directors, the president and the secretary of the Board, and make recommendations to the Board;</del></li> <li>4. <del>to review the candidates to directors, the president and the secretary of the Board and make recommendations;</del></li> <li>5. <del>to assess the independence of independent directors;</del></li> </ol>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
	<p data-bbox="810 357 1390 538">6. <del>to make recommendations to the Board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors in particular the Chairman and the president;</del></p> <p data-bbox="810 583 1390 800">7. <del>to assess the candidate to the secretary of the Board nominated by the Chairman and candidates to vice presidents, chief financial officer and other executives nominated by the president, and submit an assessment report to the Board;</del></p> <p data-bbox="810 844 1390 949">8. <del>to identify candidates for the recruiting posts from domestic and overseas talent markets and internal resources;</del></p> <p data-bbox="810 993 1390 1059">9. <del>other duties and powers as authorised by the Board.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 21</b> The remuneration and assessment committee consists of not less than three directors, and independent directors shall <u>be a simple majority</u>. The committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. <u>The remuneration and assessment committee is responsible for formulating the assessment criteria for directors and senior management members, conducting assessments, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management members. The committee shall make recommendations to the Board on the following matters:</u></p> <p>(1) <u>the remuneration of directors and senior management members;</u></p> <p>(2) <u>the formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;</u></p> <p>(3) <u>the arrangement of stock ownership plans for directors and senior management members in the event of a proposed spin-off of a subsidiary they are belonged to;</u></p>	<p><b>Article 16</b> The remuneration and assessment committee consists of not less than three directors, and independent directors shall <del>be the majority</del>. The committee shall be chaired by an independent director who is nominated by the Chairman of the Board, and is subject to the approval of the Board. <del>The main duties of the remuneration and assessment committee are:</del></p> <p>1. <del>to study the criteria of performance assessment of directors, supervisors and senior management, and to conduct assessments and make recommendations;</del></p> <p>2. <del>to determine the specific remuneration package for all executive directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment); and make recommendations to the Board of Directors on the remuneration of the non-executive directors. The remuneration and assessment committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, recruitment conditions for other positions of the Company, and whether to determine the remuneration based on performance, etc.;</del></p>



Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p>(4) <u>other matters as provided by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules in the place of listing of the Company's shares and the Articles of Association.</u></p> <p><u>The Board shall record and disclose in its resolutions the opinion of the remuneration and assessment committee and the specific reasons for not adopting or fully adopting the recommendations of the remuneration and assessment committee.</u></p>	<p><del>3. to review and approve performance-based remuneration by reference to corporate goals and objectives passed by the Board from time to time;</del></p> <p><del>4. to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that they are determined based on relevant contractual terms and are otherwise fair and reasonable and not burdensome for the Company;</del></p> <p><del>5. to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are determined based on relevant contractual terms and are otherwise reasonable and appropriate;</del></p> <p><del>6. to ensure that no director or any of his associates is involved in determining his own remuneration;</del></p> <p><del>7. if the service contract of a director is subject to approval by the shareholders as required by the regulatory rules of the place where the shares of the Company are listed, the remuneration and assessment committee shall make recommendations to the shareholders as to how to cast their votes;</del></p> <p><del>8. other duties as delegated by the Board.</del></p>

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 22<sup>Note</sup></b> The special committees are special working organs subordinated to the Board of Directors, providing advice, opinions and suggestions for the Board’s major decisions.</p> <p>(1) The special committees shall establish regular meeting systems, put forward special opinions on a proposal of the Board meeting, and enhance the scientific and democratic nature of decision-making procedures of the Board meeting;</p> <p>(2) When the special committees perform their duties and powers, the directors shall fully express their opinions. Upon any disagreement, the different opinions shall be submitted to the Board of Directors with explanations;</p> <p>(3) The special committees cannot make any resolution in the name of the Board of Directors;</p> <p>(4) The special committees may engage intermediaries to provide professional advice at the cost of the Company;</p> <p>(5) The senior management and business division of the Company is obliged to provide services for the Board and its special committees. Under the consent of the Board, the senior management and head of the business divisions of the Company can take part in the work of the special committees;</p>	<p><b>Article 18</b> The special committees are special working organs subordinated to the Board of Directors, providing advice, opinions and suggestions for the Board’s major decisions.</p> <p>(1) The special committees shall establish regular meeting systems, put forward special opinions on a proposal of the Board meeting, and enhance the scientific and democratic nature of decision-making procedures of the Board meeting;</p> <p>(2) When the special committees perform their duties and powers, the directors shall fully express their opinions. Upon any disagreement, the different opinions shall be submitted to the Board of Directors with explanations;</p> <p>(3) The special committees cannot make any resolution in the name of the Board of Directors;</p> <p>(4) The special committees may engage intermediaries to provide professional advice at the cost of the Company;</p> <p>(5) The senior management and business division of the Company is obliged to provide services for the Board and its special committees. Under the consent of the Board, the senior management and head of the business divisions of the Company can take part in the work of the special committees;</p>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
(6) When necessary, the special committees can set up the working groups. The working groups consist of the senior management and heads of relevant departments of the Company, is mainly responsible for providing services for the special committees, communicating with the relevant authorities (including the agencies engaged by the special committees in the proceedings), and organizing the Company's subsidiaries and functional departments to provide necessary documents for the special committees.	(6) When necessary, the special committees can set up the working groups. The working groups consist of the senior management and heads of relevant departments of the Company, is mainly responsible for providing services for the special committees, communicating with the relevant authorities (including the agencies engaged by the special committees in the proceedings), and organizing the Company's subsidiaries and functional departments to provide necessary documents for the special committees.

## Chapter 5 Board Meetings

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<b>Article 23<sup>Note</sup></b> Board meetings include regular meetings and extraordinary meetings.	<b>Article 19</b> Board meetings include regular meetings and extraordinary meetings.
<b>Article 24</b> The Board shall at least hold <u>two</u> regular meeting in the first half and in the second half of each year respectively.	<b>Article 20</b> The Board shall at least hold <del>one</del> regular meeting in the first half and in the second half of each year respectively.
N/A	<del><b>Article 21</b> — Before the notice convening the regular board meeting is given, the Board office shall seek the opinion of the directors separately to form a preliminary proposal of the meeting for finalizing by the Chairman.</del>  <del>The Chairman, if necessary, shall consult the president and other senior management members before finalizing the proposal.</del>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 25</b> <u>The Chairman of the Board shall convene and preside over an extraordinary meeting of the Board within ten days upon receipt of a proposal</u> in one of the following situations when it is:</p> <ol style="list-style-type: none"> <li>(1) proposed by the shareholders representing more than one-tenth of the voting shares;</li> <li>(2) proposed by more than one-third of the directors <u>or the audit and risk committee</u>;</li> <li>(3) considered necessary by the Chairman of the Board;</li> <li>(4) proposed by <u>a simple majority</u> of independent directors;</li> <li>(5) proposed by the president of the Company;</li> <li>(6) other circumstances under the laws and regulations or the Articles of Association.</li> </ol>	<p><b>Article 22</b> <del>The Board shall convene an extraordinary meeting</del> in one of the following situations when it is:</p> <ol style="list-style-type: none"> <li>(1) proposed by the shareholders representing more than one-tenth of the voting shares;</li> <li>(2) proposed by more than one-third of the directors;</li> <li>(3) <del>proposed by the Supervisory Committee</del>;</li> <li>(4) considered necessary by the Chairman of the Board;</li> <li>(5) proposed by <del>more than half</del> of independent directors;</li> <li>(6) proposed by the president of the Company;</li> <li>(7) other circumstances under the <del>relevant</del> laws and regulations or the Articles of Association.</li> </ol>
<p><b>Article 26<sup>Note</sup></b> If an extraordinary board meeting is proposed to be held according to the preceding Article, a written proposal with the signature (seal) of proposer shall be submitted through the office of the Board or directly to the Chairman. A written proposal shall include the following:</p> <ol style="list-style-type: none"> <li>(1) name of the proposer;</li> <li>(2) reason for the proposal or objective matters on which the proposal is based;</li> <li>(3) convention time or timeframe, venue and method proposed;</li> <li>(4) clear and specific proposal;</li> <li>(5) contact details of the proposer, date of the proposal, etc.</li> </ol>	<p><b>Article 23</b> If an extraordinary board meeting is proposed to be held according to the preceding Article, a written proposal with the signature (seal) of proposer shall be submitted through the office of the Board or directly to the Chairman. A written proposal shall include the following:</p> <ol style="list-style-type: none"> <li>(1) name of the proposer;</li> <li>(2) reason for the proposal or objective matters on which the proposal is based;</li> <li>(3) convention time or timeframe, venue and method proposed;</li> <li>(4) clear and specific proposal;</li> <li>(5) contact details of the proposer, date of the proposal, etc.</li> </ol>

Note: No amendment is made.

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<b>Article 27<sup>Note</sup></b> The content of the proposal shall be relevant to the matters within the duties and powers of the Board specified in the Articles of Association. The materials relevant to the proposal should be submitted together.	<b>Article 24</b> The content of the proposal shall be relevant to the matters within the duties and powers of the Board specified in the Articles of Association. The materials relevant to the proposal should be submitted together.
<b>Article 28<sup>Note</sup></b> Upon receiving the above written proposal and relevant materials, the office of the Board shall present them to the Chairman on the same day. If the Chairman believes the proposal is not clear or specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation. The Chairman shall convene and preside over a meeting of the Board within ten (10) days upon receipt of the proposal or the request of the securities regulatory authorities.	<b>Article 25</b> Upon receiving the above written proposal and relevant materials, the office of the Board shall present them to the Chairman on the same day. If the Chairman believes the proposal is not clear or specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation. The Chairman shall convene and preside over a meeting of the Board within ten (10) days upon receipt of the proposal or the request of the securities regulatory authorities.
<b>Article 29<sup>Note</sup></b> The meetings of the Board shall be convened and presided over by the Chairman. If the Chairman is unable to or does not perform his/her duties, the meetings shall be convened and presided over by the Vice Chairman. If there is not a vice chairman or the Vice Chairman is unable to or does not perform his/her duties, a director jointly elected by a half or more of the directors shall convene and preside over the meetings.	<b>Article 26</b> The meetings of the Board shall be convened and presided over by the Chairman. If the Chairman is unable to or does not perform his/her duties, the meetings shall be convened and presided over by the Vice Chairman. If there is not a vice chairman or the Vice Chairman is unable to or does not perform his/her duties, a director jointly elected by a half or more of the directors shall convene and preside over the meetings.

Note: No amendment is made.

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 30</b> The office of the Board shall send the written notice of meeting bearing its seal to all directors, president and the secretary of the Board by hand, email, <u>designated electronic communication system of the Company</u> or other modes within <del>ten</del> <u>fourteen</u> (<del>10</del><u>14</u>) days or five (5) days respectively before a regular or extraordinary board meeting. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting.</p>	<p><b>Article 27</b> The office of the Board shall send the written notice of meeting bearing its seal to all directors <del>and supervisors</del>, president and the secretary of the Board by hand, <del>fax</del>, email or other modes within ten (10) days or five (5) days respectively before a regular or extraordinary board meeting. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting.</p>

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 31</b> A written notice of board meeting shall at least include:</p> <ol style="list-style-type: none"> <li>(1) time, venue <u>and duration</u> of the meeting;</li> <li>(2) the form of the meeting;</li> <li>(3) matters to be considered (proposals to the meeting);</li> <li>(4) convener and chair of the meeting, the proponent of the extraordinary meeting and his written proposal;</li> <li>(5) meeting materials needed for voting of directors;</li> <li>(6) requirement for directors to attend the meeting in person or by proxy;</li> <li>(7) date on which the notice is sent, contact person and means of contact.</li> </ol> <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the extraordinary board meeting due to emergency.</p>	<p><b>Article 28</b> A written notice of board meeting shall at least include:</p> <ol style="list-style-type: none"> <li>(1) time and venue of the meeting;</li> <li>(2) the form of the meeting;</li> <li>(3) matters to be considered (proposals to the meeting);</li> <li>(4) convener and chair of the meeting, the proponent of the extraordinary meeting and his written proposal;</li> <li>(5) meeting materials needed for voting of directors;</li> <li>(6) requirement for directors to attend the meeting in person or by proxy;</li> <li>(7) date on which the notice is sent, contact person and means of contact.</li> </ol> <p>An oral notice of the meeting shall at least include (1) and (2) above and the explanation for the urgent convention of the extraordinary board meeting due to emergency.</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 32</b> If, after the written notice of a regular board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three (3) days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three (3) days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held on schedule upon approval by all the attending directors in writing.</p> <p>If, after the notice of a provisional board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the attending directors and make relevant records.</p>	<p><b>Article 29</b> If, after the written notice of a regular board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three (3) days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three (3) days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held on schedule upon approval by all the attending directors in writing.</p> <p>If, after the notice of a provisional board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the attending directors and make relevant records.</p>
<p><b>Article 33</b> A board meeting shall be attended by a simple majority of all directors. If the quorum of the meeting cannot be met as a result of any director's refusal to attend or absence without reasons, the Chairman and the secretary of the Board shall report to the regulatory authorities in time.</p> <p>The president and the secretary of the Board <u>who do not concurrently serve as directors</u> shall attend board meetings; head of the disciplinary committee may attend board meetings. The chair of meeting may, if considers necessary, notify other relevant persons to attend the Board meeting.</p>	<p><b>Article 30</b> A board meeting shall be attended by a simple majority of all directors. If the quorum of the meeting cannot be met as a result of any director's refusal to attend or absence without reasons, the Chairman and the secretary of the Board shall report to the <del>shareholders' general meeting</del> and regulatory authorities in time.</p> <p>The president and the secretary of the Board shall attend board meetings; <del>supervisors</del> and head of the disciplinary committee may attend board meetings. The chair of meeting may, if considers necessary, notify other relevant persons to attend the Board meeting.</p>



Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 34</b> Directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other director to attend the meeting on his behalf.</p> <p>The power of attorney shall set out:</p> <ol style="list-style-type: none"> <li>(1) names of the principal and the proxy;</li> <li>(2) brief opinions of the principal on each proposal;</li> <li>(3) scope and term of validity of the authorisation and the principal's directions for voting intent on respective proposals;</li> <li>(4) signatures of the principal and the proxy, date, etc.</li> </ol> <p>The director who appoints other director to sign a written confirmation on regular report on his behalf shall specify such authorisation in the power of attorney.</p> <p>The proxy director shall present the power of attorney in written to the chair of meeting and explain proxy attendance in the attendance book.</p>	<p><b>Article 31</b> In principle, directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he shall review the meeting materials and furnish clear opinions in advance and appoint other director to attend the meeting on his behalf.</p> <p>The power of attorney shall set out:</p> <ol style="list-style-type: none"> <li>(1) names of the principal and the proxy;</li> <li>(2) brief opinions of the principal on each proposal;</li> <li>(3) scope and term of validity of the authorisation and the principal's directions for voting intent on respective proposals;</li> <li>(4) signatures of the principal and the proxy, date, etc.</li> </ol> <p>The director who appoints other director to sign a written confirmation on regular report on his behalf shall specify such authorisation in the power of attorney.</p> <p>The proxy director shall present the power of attorney in written to the chair of meeting and explain proxy attendance in the attendance book.</p>
<p><b>Article 35<sup>Note</sup></b> A director appointed as the proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a board meeting and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>	<p><b>Article 32</b> A director appointed as the proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a board meeting and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>

Note: No amendment is made.

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 36<sup>Note</sup></b> Where an appointing director and the proxy director attend the meeting of the Board, the following principles shall be followed:</p> <p>(1) When considering connected transactions, the unconnected directors shall not authorise the connected directors to attend the meeting, and the connected directors shall not accept the appointment by an unconnected director;</p> <p>(2) The independent directors shall not authorise the non-independent directors to attend the meeting, and the non-independent directors shall not accept the appointment by the independent directors;</p> <p>(3) The directors shall not authorize in their sole discretion other directors to attend the meeting without giving their personal opinions and voting intentions on the proposed resolutions, and the relevant directors shall not accept appointment with full discretion or with unclear authorisation;</p> <p>(4) A director shall not accept authorization from more than two directors, and the directors shall not authorize other directors who have already been granted authorization by two other directors.</p>	<p><b>Article 33</b> Where an appointing director and the proxy director attend the meeting of the Board, the following principles shall be followed:</p> <p>(1) When considering connected transactions, the unconnected directors shall not authorise the connected directors to attend the meeting, and the connected directors shall not accept the appointment by an unconnected director;</p> <p>(2) The independent directors shall not authorise the non-independent directors to attend the meeting, and the non-independent directors shall not accept the appointment by the independent directors;</p> <p>(3) The directors shall not authorize in their sole discretion other directors to attend the meeting without giving their personal opinions and voting intentions on the proposed resolutions, and the relevant directors shall not accept appointment with full discretion or with unclear authorisation;</p> <p>(4) A director shall not accept authorization from more than two directors, and the directors shall not authorize other directors who have already been granted authorization by two other directors.</p>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 37</b> <u>Convening and voting of a meeting of the Board shall be conducted either on site or by teleconference, video conference or other means of electronic communication. An extraordinary board meeting may be held and voted by way of circulation of written resolutions, which shall be signed by the attending directors, so long as the directors are able to fully express their opinions.</u></p> <p>In case that a meeting is not held on-site, the number of attending directors shall be calculated by including the directors who are on the spot as showed by video, the directors who have expressed opinions in the telephone conference, valid votes actually received within the prescribed deadline via faxes, e-mails, or the written confirmation letters submitted by the directors after the meeting proving that they have attended the meeting.</p>	<p><b>Article 34</b> <del>In principle, a meeting of the Board shall be held on-site. When necessary, the meeting may also be held as voting via video, telephone, fax, or e-mail, etc. upon consent of the convener and the proponents so long as the directors are able to fully express their opinions. A meeting of the Board can also be held on-site in combination with other means.</del></p> <p>In case that a meeting is not held on-site, the number of attending directors shall be calculated by including the directors who are on the spot as showed by video, the directors who have expressed opinions in the telephone conference, valid votes actually received within the prescribed deadline via faxes, e-mails, or the written confirmation letters submitted by the directors after the meeting proving that they have attended the meeting.</p>

## Chapter 6 Consideration Procedures and Resolution of the Board Meeting

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 38</b> The chairman of the meeting shall request all the directors attending the meeting of the Board to express clear opinions in respect of each proposal.</p> <p>In case any director repeats the same proposal or the speech of any director exceeds the scope of the discussion item, the chairman of the meeting shall stop such director from affecting the speech of other directors or hindering the normal progress of the meeting promptly.</p> <p>Unless it is unanimously agreed by all attending directors, the meeting of the Board shall not vote on any proposal not included in the notice of the meeting.</p> <p>A director who acts as the proxy of another director to attend the Board meeting shall not vote on any proposal not included in the notice of the meeting on behalf of other directors.</p>	<p><b>Article 35</b> The chairman of the meeting shall request all the directors attending the meeting of the Board to express clear opinions in respect of each proposal.</p> <p><del>If a proposal requires prior approval by independent directors according to relevant regulations, the presider of the meeting shall, before the discussion of such proposal, designate an independent director to read out the written approval opinions reached by the independent directors.</del></p> <p>In case any director repeats the same proposal or the speech of any director exceeds the scope of the discussion item, the chairman of the meeting shall stop such director from affecting the speech of other directors or hindering the normal progress of the meeting promptly.</p> <p>Unless it is unanimously agreed by all attending directors, the meeting of the Board shall not vote on any proposal not included in the notice of the meeting.</p> <p>A director who acts as the proxy of another director to attend the Board meeting shall not vote on any proposal not included in the notice of the meeting on behalf of other directors.</p>

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 39<sup>Note</sup></b> The directors shall carefully read documents relating to the meeting and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, inquire about information needed for decision making from relevant persons or institutions such as the Board office, the convener of the meeting, the president and other senior management members, each of the special committees, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chair of the meeting that the aforesaid persons or institutions attend the meeting to make relevant explanations.</p>	<p><b>Article 36</b> The directors shall carefully read documents relating to the meeting and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, inquire about information needed for decision making from relevant persons or institutions such as the Board office, the convener of the meeting, the president and other senior management members, each of the special committees, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chair of the meeting that the aforesaid persons or institutions attend the meeting to make relevant explanations.</p>
<p><b>Article 40</b> After adequate discussion of <u>each</u> proposal, the chair of the meeting shall submit it separately to voting by the attending directors when appropriate.</p> <p>One person shall have one vote when voting on the resolution of the meeting, by open ballot and in writing.</p>	<p><b>Article 37</b> After adequate discussion of a proposal, the chair of the meeting shall submit it separately to voting by the attending directors when appropriate.</p> <p>One person shall have one vote when voting on the resolution of the meeting, by open ballot and in writing.</p>
N/A	<p><del><b>Article 38</b> Provided that the directors can fully express their opinions, an extraordinary board meeting can be convened and resolutions can be resolved by means of facsimile and shall be signed by the directors attending the meeting.</del></p>
<p><b>Article 41</b> The voting intent of a director may be “for”, “against” or “abstain”, from which each attending director shall choose one. The chair of meeting shall require those who fail to choose or simultaneously choose two or more intents to re-choose, otherwise such directors shall be deemed as having abstained from voting; anyone who has left the meeting midway without coming back and failed to choose shall be deemed as having abstained from voting.</p>	<p><b>Article 39</b> The voting intent of a director may be “for”, “against” or “abstain”, from which each attending director shall choose one. The chair of meeting shall require those who fail to choose or simultaneously choose two or more intents to re-choose, otherwise such directors shall be deemed as having abstained from voting; anyone who has left the meeting midway without coming back and failed to choose shall be deemed as having abstained from voting.</p>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 42</b> Where one-<u>third</u> or more of the attending directors or two or more independent directors consider any proposal not clear or specific, or that judgement cannot be made due to other reasons including inadequate meeting materials, such directors may jointly request that the board meeting or the discussion of certain matters at the meeting or proposals to be postponed, and the Board shall accept such request.</p> <p>The directors who propose for postponing the voting shall put forward specific requirements for reconsideration of the subject proposal.</p>	<p><b>Article 40</b> Where one-<del>fourth</del> or more of the attending directors or two or more independent directors consider any proposal not clear or specific, or that judgement cannot be made due to other reasons including inadequate meeting materials, such directors may jointly request that the board meeting or the discussion of certain matters at the meeting or proposals to be postponed, and the Board shall accept such request.</p> <p>The directors who propose for postponing the voting shall put forward specific requirements for reconsideration of the subject proposal.</p>
<p><b>Article 43<sup>Note</sup></b> After voting by the directors present at the meeting, the securities affairs representative and relevant personnel from the office of the Board shall collect the votes of directors in time, and hand them over to the secretary of the Board of Directors for counting under the supervision of an independent director or other directors.</p>	<p><b>Article 41</b> After voting by the directors present at the meeting, the securities affairs representative and relevant personnel from the office of the Board shall collect the votes of directors in time, and hand them over to the secretary of the Board of Directors for counting under the supervision of an independent director or other directors.</p>
<p><b>Article 44<sup>Note</sup></b> If the meeting of is held in the form of on-site meeting, the chair of the meeting shall announce the voting results forthwith. In other cases, the chair of the meeting shall require the secretary of the Board of Directors to notify the directors of the voting results before the next business day after the close of the specified voting time.</p>	<p><b>Article 42</b> If the meeting of is held in the form of on-site meeting, the chair of the meeting shall announce the voting results forthwith. In other cases, the chair of the meeting shall require the secretary of the Board of Directors to notify the directors of the voting results before the next business day after the close of the specified voting time.</p>
<p><b>Article 45<sup>Note</sup></b> If the directors vote after announcement of the voting results by the chair of the meeting or after close of the specified voting time, their votes shall be disregarded.</p>	<p><b>Article 43</b> If the directors vote after announcement of the voting results by the chair of the meeting or after close of the specified voting time, their votes shall be disregarded.</p>

Note: No amendment is made.

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 46</b> Except as specified in paragraph 2 of Article 47 herein, a resolution on a proposal considered and passed at a board meeting shall be voted for by more than half of all directors, each entitled to one ballot. If the approval of more directors is required in reaching the resolutions of the board meeting by laws, administrative regulations and the Articles of Association, such requirements shall apply.</p> <p>If different resolutions conflict with each other in content and meanings, the resolution formed later shall prevail.</p>	<p><b>Article 44</b> Except as specified in Article 45 herein, a resolution on a proposal considered and passed at a board meeting shall be voted for by more than half of all directors, each entitled to one ballot. If the approval of more directors is required in reaching the resolutions of the board meeting by laws, administrative regulations and the Articles of Association, such requirements shall apply.</p> <p><del>A resolution made by the Board on any guarantee within its scope of authority in accordance with the Articles of Association shall be subject to the approval of a simple majority of all directors and two-thirds or more of the directors present at the meeting.</del></p> <p>If different resolutions conflict with each other in content and meanings, the resolution formed later shall prevail.</p>

<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 47</b> In any of the following circumstances, a director shall abstain from voting on relevant proposals and shall not vote on half of other directors:</p> <ol style="list-style-type: none"> <li>(1) where the director shall abstain from voting as required by the listing rules of the stock exchange(s) on which the shares of Company are listed;</li> <li>(2) where the director himself considers he should abstain from voting;</li> <li>(3) other circumstances that the director is connected with the enterprises or individuals that are involved in proposals of the meetings and shall therefore abstain from voting as required by the Articles of Association.</li> </ol> <p>Where any director abstains from voting, the relevant Board meeting may be held with attendance of a simple majority of non-connected directors, and the resolutions made shall be passed by a simple majority of non-connected directors. If the number of non-connected directors present at the Board meeting is less than three (3), the relevant proposals shall not be voted on and shall be submitted to the general meeting for consideration.</p>	<p><b>Article 45</b> In any of the following circumstances, a director shall abstain from voting on relevant proposals and shall not vote on half of other directors:</p> <ol style="list-style-type: none"> <li>(1) where the director shall abstain from voting as required by the listing rules of the stock exchange(s) on which the shares of Company are listed;</li> <li>(2) where the director himself considers he should abstain from voting;</li> <li>(3) other circumstances that the director is connected with the enterprises that are involved in proposals of the meetings and shall therefore abstain from voting as required by the Articles of Association.</li> </ol> <p>Where any director abstains from voting, the relevant Board meeting may be held with attendance of a simple majority of non-connected directors, and the resolutions made shall be passed by a simple majority of non-connected directors. If the number of non-connected directors present at the meeting is less than three (3), the relevant proposals shall not be voted on and shall be submitted to the general meeting for consideration.</p>
<p><b>Article 48</b> The Board shall transact business in strict compliance with its scope of authority as mandated by the general meeting and laid down in the Articles of Association, and shall not adopt any resolution beyond its authority.</p>	<p><b>Article 46</b> The Board shall transact business in strict compliance with its scope of authority as mandated by the <del>shareholders'</del> general meeting and laid down in the Articles of Association, and shall not adopt any resolution beyond its authority.</p>



<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<p><b>Article 49</b> In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage, external guarantee, trusted asset management and connected transactions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major investment projects. The aforesaid matters, if subject to consideration at the general meeting under relevant laws and regulations or the regulatory rules of the jurisdiction where the shares are listed, shall be approved by the Board of Directors before submitting to the general meeting for approval.</p> <p>Where matters such as profit distribution and transfer of capital reserve into share capital shall be resolved at the board meeting, but the certified public accountants have not yet provided the official auditors' report, resolutions shall be made in accordance with the draft auditors' report (where other financial data except those concerning profit distribution and transfer of capital reserve into share capital have been determined) provided by the certified public accountants at the meeting. After the certified public accountants provide the official auditors' report, further resolutions shall be made on relevant matters at the meeting.</p>	<p><b>Article 47</b> In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage <del>or pledge</del>, external guarantee, trusted asset management and connected transactions, the Board of Directors shall establish strict examination and decision-making procedures; and organise relevant experts and professionals to make assessments on major investment projects. The aforesaid matters, if subject to consideration at the <del>shareholders'</del> general meeting under relevant laws and regulations or the regulatory rules of the jurisdiction where the shares are listed, shall be approved by the Board of Directors before submitting to the general meeting for approval.</p> <p><b>Article 49</b> Where matters such as profit distribution and transfer of capital reserve into share capital shall be resolved at the board meeting, but the certified public accountants have not yet provided the official auditors' report, resolutions shall be made in accordance with the draft auditors' report (where other financial data except those concerning profit distribution and transfer of capital reserve into share capital have been determined) provided by the certified public accountants at the meeting. After the certified public accountants provide the official auditors' report, further resolutions shall be made on relevant matters at the meeting.</p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
N/A	<p><del><b>Article 48</b> The Board of Directors authorizes the Chairman or the management to exercise the following duties and powers during the intervals between the meetings of the Board:</del></p> <p><del>In order to ensure and improve the daily working efficiency of the Company, during the intervals between the meetings of Board of Directors, the Board may authorize the Chairman or the management to exercise the decision-making power on matters within the jurisdiction of the Board including investment and financing, disposal and purchase of assets, the establishment and cancellation of branches, unless the laws and regulations and the regulatory rules of the place where the Company is listed explicitly require that such matters shall be decided by the Board. The Board of Directors shall implement explicit plan as to the content, scope, amount and procedures of relevant matters under authorization.</del></p>
<p><b>Article 50</b><sup>Note</sup> In the event that a proposal is not approved, the Board meetings shall not consider the proposal with the same content within one (1) month in case there are no significant changes in the relevant conditions and factors.</p>	<p><b>Article 50</b> In the event that a proposal is not approved, the Board meetings shall not consider the proposal with the same content within one (1) month in case there are no significant changes in the relevant conditions and factors.</p>
<p><b>Article 51</b><sup>Note</sup> For board meetings held onsite or through video, telephone, etc., the entire process may be recorded when deemed necessary.</p>	<p><b>Article 51</b> For board meetings held onsite or through video, telephone, etc., the entire process may be recorded when deemed necessary.</p>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 52</b> <u>The decisions on the matters considered at meetings shall be recorded as minutes by the Board.</u> The secretary of the Board shall make the minutes of meetings openly available for inspection in any reasonable period of time by any director, who has made a reasonable notice in respect thereto. Such minutes shall include the followings:</p> <ol style="list-style-type: none"> <li>(1) numbering and session, date and venue of the meeting, and the name of the convener and the chair;</li> <li>(2) the names of the attending directors and the names of directors (proxies) attending the board meeting upon appointment by others;</li> <li>(3) meeting agenda;</li> <li>(4) the gist of speech of directors;</li> <li>(5) voting method and result in respect of each resolution (the voting result shall provide the number of votes of “for”, “against” or “abstain” respectively).</li> </ol>	<p><b>Article 52</b> <del>The secretary of the Board shall arrange the Board office staff to keep the minutes of the Board meeting.</del> The secretary of the Board shall make the minutes of meetings openly available for inspection in any reasonable period of time by any director, who has made a reasonable notice in respect thereto. Such minutes shall include the followings:</p> <ol style="list-style-type: none"> <li>(1) numbering and session, <del>time</del>, venue and <del>form</del> of the meeting;</li> <li>(2) <del>despatching of the notice of meeting</del>;</li> <li>(3) convener and chair of the meeting;</li> <li>(4) information of the directors attending in person or by proxy;</li> <li>(5) <del>explanations on procedures and convening of the meeting</del>;</li> <li>(6) <del>the proposals considered at the meeting</del>; the gist of speech, <del>key opinions on relevant matters and voting intents for the proposals of each director</del>;</li> <li>(7) voting method and result in respect of each proposal (provide the number of votes of “for”, “against” and “abstain” respectively);</li> <li>(8) <del>other matters to be recorded in the opinion of the attending directors</del>.</li> </ol>
<p><b>Article 53</b> In addition to the minutes of meeting, the secretary of the Board may also arrange staff members of the office of the Board to make summaries on the convening of the meeting.</p>	<p><b>Article 53</b> In addition to the minutes of meeting, the secretary of the Board may also arrange staff members of the office of the Board to make summaries on the convening of the meeting, <del>and make separate records of resolutions passed at the meeting according to the voting results.</del></p>

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 54</b> The attending directors shall sign their names on the <u>resolutions, minutes and summaries of the meeting</u> for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. Where a director holds different opinions on the <u>resolutions, minutes or summaries of the meeting</u>, written explanation may be made upon signing. If necessary, it shall be timely reported to regulatory authorities or announced through public statements.</p> <p>Where a director neither signs as required by the preceding paragraph nor provides the written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said director shall be deemed as agreeing with <u>resolutions, minutes and summaries of the meeting</u>.</p>	<p><b>Article 54</b> The attending directors shall sign their names on the <del>minutes of meeting, meeting summaries and resolution records</del> for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. Where a director holds different opinions on the <del>minutes, summaries or resolutions of meeting</del>, written explanation may be made upon signing. If necessary, it shall be timely reported to regulatory authorities or announced through public statements.</p> <p>Where a director neither signs as required by the preceding paragraph nor provides the written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said director shall be deemed as agreeing with <del>minutes, summaries or resolutions record of meeting</del>.</p>
<p><b>Article 55<sup>Note</sup></b> The announcement of the resolutions adopted by the Board shall be made by the secretary of the Board of Directors according to the relevant provisions of the stock exchange in the place where the shares are listed. Before the disclosure of an announcement of resolutions, the attending directors, the persons attending the meeting as non-voting delegates, the personnel for recording and other services, etc. shall be obliged to keep the resolutions confidential.</p>	<p><b>Article 55</b> The announcement of the resolutions adopted by the Board shall be made by the secretary of the Board of Directors according to the relevant provisions of the stock exchange in the place where the shares are listed. Before the disclosure of an announcement of resolutions, the attending directors, the persons attending the meeting as non-voting delegates, the personnel for recording and other services, etc. shall be obliged to keep the resolutions confidential.</p>
<p><b>Article 56<sup>Note</sup></b> The Chairman shall procure the relevant persons to implement the resolutions formed by the Board, check the implementation of resolutions, and report at future meetings of the Board the implementation of resolutions adopted.</p>	<p><b>Article 56</b> The Chairman shall procure the relevant persons to implement the resolutions formed by the Board, check the implementation of resolutions, and report at future meetings of the Board the implementation of resolutions adopted.</p>

Note: No amendment is made.

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 57</b> Archives of board meetings, including notices of meeting, meeting materials, attendance book, power of attorney for attendance by proxy, voice recording of meeting, ballots, <u>meeting resolutions</u>, meeting minutes, meeting summaries signed by the attending directors for confirmation, announcement of resolutions, etc., shall be kept by the secretary of the Board.</p> <p>Archives of board meetings shall be kept for at least ten (10) years.</p>	<p><b>Article 57</b> Archives of board meetings, including notices of meeting, meeting materials, attendance book, power of attorney for attendance by proxy, voice recording of meeting, ballots, meeting minutes signed by the attending directors for confirmation, meeting summaries, <del>resolution records</del>, announcement of resolutions, etc., shall be kept by the secretary of the Board.</p> <p>Archives of board meetings shall be kept for at least ten (10) years.</p>

## Chapter 7 Supplemental Provisions

Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)	Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)
<p><b>Article 58<sup>Note</sup></b> For any matter not covered in the Rules, or in the event of any conflict with any provisions of the laws, regulations, listing rules of the place where the Company is listed or the Articles of Association promulgated or amended after the Rules become effective, the provisions of such laws, regulations, listing rules of the place where the Company is listed or the Articles of Association, shall prevail in resolving such conflict.</p>	<p><b>Article 58</b> For any matter not covered in the Rules, or in the event of any conflict with any provisions of the laws, regulations, listing rules of the place where the Company is listed or the Articles of Association promulgated or amended after the Rules become effective, the provisions of such laws, regulations, listing rules of the place where the Company is listed or the Articles of Association, shall prevail in resolving such conflict.</p>
<p><b>Article 59<sup>Note</sup></b> Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association.</p>	<p><b>Article 59</b> Unless otherwise stated, terms used in the Rules shall have the same meanings as those defined in the Articles of Association.</p>
<p><b>Article 60</b> The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.</p>	<p><b>Article 60</b> The Rules are adopted at the <del>shareholders'</del> general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.</p>

Note: No amendment is made.

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**APPENDIX IV**                      **DETAILS OF THE PROPOSED AMENDMENTS TO THE  
RULES OF PROCEDURES FOR MEETINGS OF THE BOARD**

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<b>Articles of the Rules of Procedures for Meetings of the Board (2025 Revised Deliberation Draft)</b>	<b>Original Articles of the Rules of Procedures for Meetings of the Board (Amended in 2020)</b>
<b>Article 61</b> The amendments to the Rules shall be proposed by the Board of Directors and submit to the general meeting for consideration and approval.	<b>Article 61</b> The amendments to the Rules shall be proposed by the Board of Directors and submit to the <del>shareholders</del> <sup>2</sup> general meeting for consideration and approval.
<b>Article 62</b> <sup>Note 1</sup> The Board of Directors shall be responsible for interpreting the Rules.	<b>Article 62</b> The Board of Directors shall be responsible for interpreting the Rules.

*Notes:*

1.        *No amendment is made.*
2.        *Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.*

*Details of the proposed amendments to the Connected Transactions Management Measures are set out as follows:*

**COMPARISON TABLE FOR AMENDMENTS TO THE  
CONNECTED TRANSACTIONS MANAGEMENT MEASURES**

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
1	Chapter 1 Article 1	In order to regulate the connected transactions of China Communications Construction Company Limited (hereinafter referred to as the “Company”), protect the legitimate interests of the Company, Shareholders (especially minority Shareholders) and creditors, and ensure the fairness of the decision making of the Company relating to connected transactions, these Measures are formulated in accordance with laws, regulations and regulatory documents including the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Two Stock Exchanges”), <u>the Shanghai Stock Exchange Self-regulatory Supervision Guidelines for Listed Companies No. 1 – Standardized Operation (Shang Zheng Fa [2023] No. 193) (《上海證券交易所上市公司自律監管指引第1號 – 規範運作》(上證發〔2023〕193號))</u> , <u>the Shanghai Stock Exchange Self-regulatory Supervision Guidelines for Listed Companies No. 5 – Transactions and Connected Transactions (Shang Zheng Fa [2023] No. 6) (《上海證券交易所上市公司自律監管指引第5號 – 交易與關聯交易》(上證發[2023]6號))</u> and the relevant provisions of the Articles of Association of China Communications Construction Company Limited (hereinafter referred to as the “Articles of Association”).	In order to regulate the connected transactions of China Communications Construction Company Limited (hereinafter referred to as the “Company”), protect the legitimate interests of the Company, Shareholders (especially minority Shareholders) and creditors, and ensure the fairness of the decision making of the Company relating to connected transactions, these Measures are formulated in accordance with laws, regulations and regulatory documents including the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Two Stock Exchanges”), and the relevant provisions of the Articles of Association of China Communications Construction Company Limited (hereinafter referred to as the “Articles of Association”).

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
2	Chapter 1 Article 2	In view of the listing of the Shares of the Company on the Shanghai Stock Exchange and the Stock Exchange of Hong Kong Limited (hereinafter respectively referred to as the “SSE” and “SEHK”), the Company shall strictly comply with the relevant requirements on connected transactions management under the Rules Governing the Listing of Securities on the two exchanges and relevant legal provisions in the two jurisdictions at the same time. Where there is any inconsistency between the listing rules of the two exchanges or between legal provisions of the two jurisdictions, the more stringent provisions shall prevail. Where the requirements under the Measures and any laws and regulations applicable from time to time or the Listing Rules of <u>the Two Stock Exchanges</u> are inconsistent or conflicting, the applicable laws and the Listing Rules of <u>the Two Stock Exchanges</u> shall prevail.	In view of the listing of the Shares of the Company on the Shanghai Stock Exchange and the Stock Exchange of Hong Kong Limited (hereinafter respectively referred to as the “SSE” and “SEHK”), the Company shall strictly comply with the relevant requirements on connected transactions management under the Rules Governing the Listing of Securities on the two exchanges and relevant legal provisions in the two jurisdictions at the same time. Where there is any inconsistency between the listing rules of the two exchanges or between legal provisions of the two jurisdictions, the more stringent provisions shall prevail. Where the requirements under the Measures and any laws and regulations applicable from time to time or the listing rules are inconsistent or conflicting, the applicable laws and listing rules shall prevail.
3	Chapter 2 Article 4	<p>A connected transaction of the Company refers to any transfer of resources or obligations between the Company and its subsidiaries, and a connected person of the Company, including:</p> <p>(1) the purchase or sale of any assets;</p> <p>(2) the purchase of raw materials, fuel and energy and the sale of products and commodities;</p> <p>(3) the provision or acceptance of labor services;</p> <p>(4) the entrusted or commissioned sale;</p>	<p>A connected transaction of the Company refers to any transfer of resources or obligations between the Company and its subsidiaries, and a connected person of the Company, including:</p> <p>(1) the purchase or sale of any assets;</p> <p>(2) the purchase of raw materials, fuel and energy and the sale of products and commodities;</p> <p>(3) the provision or acceptance of labor services;</p> <p>(4) the entrusted or commissioned sale;</p>



No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		(5) the external investment, including entrusted wealth management, entrusted loans, etc;	(5) the external investment, including entrusted wealth management, entrusted loans, etc;
		(6) the joint investment with connected persons;	(6) the joint investment with connected persons;
		(7) the provision of financial assistance;	(7) the provision of financial assistance;
		(8) the placement of deposits with or the taking of loans from the financial companies of connected persons;	(8) the placement of deposits with or the taking of loans from the financial companies of connected persons;
		(9) the provision of guarantee;	(9) the provision of guarantee;
		(10) the lease of assets from/to connected persons;	(10) the lease of assets from/to connected persons;
		(11) the entrusted or commissioned management of assets and business;	(11) the entrusted or commissioned management of assets and business;
		(12) the donation of assets to/from connected persons;	(12) the donation of assets to/from connected persons;
		(13) the restructuring of creditor's rights and liabilities;	(13) the restructuring of creditor's rights and liabilities;
		(14) the entering into of licensing agreements;	(14) the entering into of licensing agreements;
		(15) the transfer or assignment of research and development projects;	(15) the transfer or assignment of research and development projects;

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>(16) <u>the issuance of new securities, or sale or transfer of treasury shares, including underwriting or sub-underwriting issuance of securities or sale or transfer of treasury shares;</u></p> <p>(17) <u>the waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution and other rights);</u></p> <p>(18) such other matters that may lead to the transfer of resources or obligations as agreed by all parties;</p> <p>(19) other matters identified as connected transactions in accordance with the Listing Rules of the Two Stock Exchanges and relevant guidelines, including but not limited to transactions of a specified category with a third party, which may confer benefits on connected persons through their interests in the entities involved in the transactions.</p>	<p>(16) such other matters that may lead to the transfer of resources or obligations as agreed by all parties;</p> <p>(17) other matters identified as connected transactions in accordance with the Listing Rules of the Two Stock Exchanges and relevant guidelines, including but not limited to transactions of a specified category with a third party, which may confer benefits on connected persons through their interests in the entities involved in the transactions.</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
4	Chapter 2 Article 5	<p>The connected persons of the Company include connected legal persons and connected natural persons.</p> <p>(I) Any of the following legal persons or entities as specified by SSE shall be regarded as connected persons of the Company:</p> <ol style="list-style-type: none"> <li>1. legal persons or other organizations which have direct or indirect control over the Company;</li> <li>2. legal persons or other organizations which have direct or indirect control over the Company, and legal persons or other organizations (other than the Company <u>and subsidiaries</u>) controlled directly or indirectly by any of the above legal persons or other organizations;</li> <li>3. legal persons or other organizations (other than the Company <u>and subsidiaries</u>) under direct or indirect control of such connected natural persons, or in which such connected natural persons hold the office of directors or senior management;</li> <li>4. legal persons or other organizations <u>and their parties acting in concert</u> holding more than 5% of the Shares of the Company;</li> </ol> <p>...</p>	<p>The connected persons of the Company include connected legal persons and connected natural persons.</p> <p>(I) Any of the following legal persons or entities as specified by SSE shall be regarded as connected persons of the Company:</p> <ol style="list-style-type: none"> <li>1. legal persons or other organizations which have direct or indirect control over the Company;</li> <li>2. legal persons or other organizations which have direct or indirect control over the Company, and legal persons or other organizations (other than the Company) controlled directly or indirectly by any of the above legal persons or other organizations;</li> <li>3. legal persons or other organizations (other than the Company or any of its controlled subsidiaries) under direct or indirect control of such connected natural persons, or in which such connected natural persons hold the office of directors or senior management;</li> <li>4. legal persons or other organizations holding more than 5% of the Shares of the Company;</li> </ol> <p>...</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>(II) Any of the following natural persons as specified by SSE shall be regarded as connected natural persons of the Company:</p> <ol style="list-style-type: none"> <li>1. natural persons directly or indirectly holding more than 5% of the Shares of the Company;</li> <li>2. the Directors and senior management of the Company;</li> <li>3. the directors and senior management of the legal persons or other organizations which have direct or indirect control over the Company;</li> <li>4. close family members of the natural persons directly or indirectly holding more than 5% of the Shares of the Company and the Directors and senior management of the Company;</li> </ol> <p>...</p>	<p>(II) Any of the following natural persons as specified by SSE shall be regarded as connected natural persons of the Company:</p> <ol style="list-style-type: none"> <li>1. natural persons directly or indirectly holding more than 5% of the Shares of the Company;</li> <li>2. the Directors; <del>Supervisors</del> and senior management of the Company;</li> <li>3. the directors; <del>supervisors</del> and senior management of the legal persons or other organizations which have direct or indirect control over the Company;</li> <li>4. close family members of the natural persons directly or indirectly holding more than 5% of the Shares of the Company and the Directors; <del>Supervisors</del> and senior management of the Company;</li> </ol> <p>...</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>(III) Any of the following legal persons or other organizations or natural persons shall be regarded as connected persons of the listed company <u>as specified by SSE</u>:</p> <ol style="list-style-type: none"> <li>1. legal persons or other organizations or natural persons shall be those as specified in Clause (I) or (II) within twelve months upon the commencement of <u>such</u> agreements or the arrangements;</li> <li>2. legal persons or other organizations or natural persons <u>shall</u> be those as specified in Clause (I) or (II) within the last twelve months.</li> </ol> <p>(IV) Any of the following persons as specified by SEHK shall be regarded as connected persons of the Company:</p> <ol style="list-style-type: none"> <li>1. the Directors, chief executives or substantial shareholders (holding over 10% of the Shares of the Company) of the Company <u>(excluding any Insignificant Subsidiaries)</u>;</li> <li>2. the persons who held the office of Directors of the Company <u>(excluding any Insignificant Subsidiaries)</u> in the last twelve months;</li> </ol>	<p>(III) Any of the following legal persons or other organizations or natural persons shall be regarded as connected persons of the listed company:</p> <ol style="list-style-type: none"> <li>1. legal persons or other organizations or natural persons <del>who have entered into agreements or arrangements with the Company or any of its connected persons to the extent that they</del> shall be those as specified in Clause (I) or (II) upon the commencement of such agreements or the arrangements <del>or within the forthcoming</del> twelve months;</li> <li>2. legal persons or other organizations or natural persons who used to be those as specified in Clause (I) or (II) within the last twelve months.</li> </ol> <p>(IV) Any of the following persons as specified by SEHK shall be regarded as connected persons of the Company:</p> <ol style="list-style-type: none"> <li>1. the Directors, <del>Supervisors</del>, chief executives or substantial shareholders (holding over 10% of the Shares of the Company) of the Company;</li> <li>2. the persons who held the office of Directors in the last twelve months;</li> </ol>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
5	Chapter 3 Article 10	The Company shall strictly follow the good faith and the principles of “ <u>lawfulness, necessity, reasonableness and fairness</u> ” in connected transactions that cannot be evaded due to the normal conduct of its business.	The Company shall strictly follow the good faith and the principles of “ <del>openness, fairness and impartiality</del> ” in connected transactions that cannot be evaded due to the normal conduct of its business.
6	Chapter 3 Article 12	<u>When considering the connected transactions, the Company shall gain a detailed understanding of the true status of the subject matters of the transaction and the trustworthiness, creditworthiness and performance capability of the counterparty, etc., prudently assess the necessity, reasonableness and impact of the relevant transaction on the Company and determine the transaction price based on adequate pricing basis. It shall focus on whether there are problems such as unclear ownership of the subject matters of the transaction, unclear performance ability of the counterparty, unfair transaction price, etc., and engage intermediaries to audit or evaluate the subject matters of the transaction in accordance with the Listing Rules of the Two Stock Exchanges.</u>	N/A

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
7	Chapter 4 Article 16	The routine connected transactions mainly refer to the connected transactions which are expected to occur continuously or frequently for a period of time in the routine business, including but not limited to the transactions related to the routine business, involving providing construction services, accepting labor services and subcontracting, <u>providing assets management and leasing services to connected persons, accepting assets management and leasing services provided by connected persons, sales and material procurement agency services, providing financial services to connected persons, finance lease and commercial factoring between connected persons.</u>	The routine connected transactions mainly refer to the connected transactions which are expected to occur continuously or frequently for a period of time in the routine business, including but not limited to the transactions related to the routine business, involving providing construction services, accepting labor services and subcontracting, <del>leasing fees to the connected persons, accepting assets management services provided by connected persons, leasing services, technical services, financial services, guarantee services, sales and material procurement agency services.</del>
8	Chapter 4 Article 17	One-off connected transactions mainly refer to connected transactions other than routine connected transactions, including but not limited to the transactions of purchasing or selling assets, equity transfer, creditor's rights or liabilities restructuring, joint investment with connected persons, <u>establishing joint ventures for cooperative development projects, and increase or decrease in capital of joint ventures.</u>	One-off connected transactions mainly refer to connected transactions other than routine connected transactions, including but not limited to the transactions of purchasing or selling assets, equity transfer, creditor's rights or liabilities restructuring, joint investment with connected persons.

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
9	Chapter 5 Article 18	<p>According to the standard for calculating the cap of connected transaction amount based on the Listing Rules of the Two Stock Exchanges (see appendix 1 for details), connected transactions are divided into <u>connected transactions exempted from disclosure</u>, general connected transactions and major connected transactions.</p> <p><u>For connected transactions exempt from disclosure, they are signed and centralized by the management department, after approval by the president of the Company and the signing of a written agreement before implementation, and shall complete filing in the connected transaction system within three days.</u></p> <p>For general connected transactions, after consideration and approval by <u>the president office meeting and the Board of Directors of the Company, fulfilment of the information disclosure procedures and the signing of</u> a written agreement with before implementation.</p> <p>For major connected transactions, after consideration and approval by <u>the president office meeting and the Board of Directors, fulfilment of the information disclosure procedures, the signing of</u> a written agreement, and the submission to the general meeting for consideration and approval before implementation.</p>	<p>According to the standard for calculating the cap of connected transaction amount based on the Listing Rules of the Two Stock Exchanges (see appendix 1 for details), connected transactions are divided into general connected transactions and major connected transactions.</p> <p>For general connected transactions, after consideration and approval by the Board of Directors <del>and Board of Supervisors</del> of the Company, a written agreement <del>shall be signed and the information disclosure procedures shall be complied with</del> before implementation.</p> <p>For major connected transactions, after consideration and approval by the Board of Directors <del>and Board of Supervisors</del> of the Company, a written agreement <del>shall be signed and information disclosure procedures shall be complied with</del>, and the transaction shall be submitted to the <del>shareholders'</del> general meeting for consideration and approval before implementation.</p> <p><del>Article 18 Before connected transactions are submitted to the Board of Directors for review, the Company shall first perform the review procedure of the president office meeting of the Company.</del></p>



No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
10	Chapter 5 Article 19	<u>For connected transactions that require disclosure, they shall be submitted to special meetings of independent directors for consideration, and approved by a majority of all independent directors before submission to the Board of Directors for consideration. The special meetings of independent directors may engage an independent financial advisor to issue a report as the basis for judgment.</u>	<del>Audit and Internal Control Committee of the Board of Directors shall examine connected transaction matters to form written opinions and submit such opinions to the Board of Directors for review, and report the same to the Board of Supervisors. The Audit and Internal Control Committee may employ an independent financial consultant to issue a report as the basis for its judgment.</del>
11	Chapter 5 Article 20	<u>If a Director of the Company has a connected relationship with the enterprise or individual involved in the matters resolved at the Board of Directors' meeting, he/she shall promptly submit a written report to the Board of Directors. When the Board of Directors reviews such matters, the connected Directors shall abstain from voting on the relevant resolutions, either for himself/herself or as a proxy of other Directors. The quorum for such Board meeting is more than half of all the non-connected Directors and any resolution passed at the meeting shall be approved by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting is less than three, such transactions shall be submitted to the Shareholders' general meeting for approval.</u>	<del>When the Board of Directors reviews a connected transaction, the independent Directors shall express their prior approval opinions. The connected Directors shall abstain from voting on the relevant resolutions, either for himself/herself or as a proxy of other Directors. The quorum for such Board meeting is more than half of all the non-connected Directors and any resolution passed at the meeting shall be approved by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting is less than three, such transactions shall be submitted to the Shareholders' general meeting for approval.</del>
12	Chapter 5 Article 21	<u>When the general meeting considers and reviews matters of major connected transactions, the connected Shareholders shall abstain from voting, and the number of shares with voting rights represented by them shall not be included in the total number of valid votes.</u>	<del>When the general meeting of shareholders considers and reviews matters of major connected transactions, the connected Shareholders shall abstain from voting.</del>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
13	Chapter 5 Article 22	<p>For one-off connected transactions of the same category or <u>conducted by the same connected person within consecutive twelve months, the amount of general connected transactions and the amount of major connected transactions shall be calculated in accordance with the principle of cumulative calculation.</u></p> <p><u>The same aforesaid connected person shall include other connected persons controlled by the same entity or having a mutual equity control relationship with the connected person.</u></p>	<p><del>When the total amount of one-off connected transactions of the same category or entered into with the same connected person within twelve months reaches the major connected transaction standard after calculation, such transactions shall be submitted to the Shareholders' general meeting for approval.</del></p> <p><del>Article 23 The Board of Directors shall make timely information disclosure in accordance with the requirements of the Listing Rules of the Two Stock Exchanges after reviewing the connected transactions.</del></p> <p><del>Article 24 The Board of Supervisors shall supervise the review, voting, disclosure and performance of connected transactions and express opinions in the annual report.</del></p> <p><del>Article 25 When calculating the cap of connected transaction amount based on the Listing Rules of the Two Stock Exchanges, the information disclosure procedures may be waived when the following conditions are all met. Such transactions shall be submitted to the president office meeting of the Company for review. After the approval, each responsible entity shall commence the connected transaction in strict accordance with the content of the approval and the resolution, and shall make timely reporting in the connected transaction management system in accordance with the requirements. In the event of non-compliance, the corresponding review procedures shall be carried out in accordance with Articles 17 to 24.</del></p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
			<p>(I) — the amount of transactions between the Company and the connected legal person is less than RMB3 million or less than 0.5% of the absolute value of the Company's latest audited net assets;</p> <p>(H) — any one of the four indicators does not reach 0.1% as measured by the percentage rate applicable to the nature of the connected transactions at the same time (please refer to appendix 1 for details);</p> <p>(HH) — for one-off connected transactions of the same category or entered into with the same connected person within twelve months, the total amount is calculated to fall short of the disclosure standard.</p> <p>The president office meeting shall review and judge the necessity and reasonableness of the occurrence of the connected transactions, the fairness of the pricing of the transactions, and the positive significance of such transactions to the Company, and report in writing to the Board of Directors on a quarterly basis on the decision-making and implementation of such connected transaction resolutions determined by the president office meeting.</p>
14	Chapter 6 Article 24	The Board of Directors shall perform the responsibilities of connected transaction control and routine management of the Company.	Audit and Internal Control Committee of the Board of Directors shall perform the responsibilities of connected transaction control and routine management of the Company.

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
15	Chapter 6 Article 25	<p>The Office of the Board of Directors (<u>Capital Operation Department</u>) of the Company shall be responsible for centralized management of connected transactions, and the Finance and Treasury Department, the Legal and Risk Control Department shall be responsible for associate management according to their responsibilities, <u>and each institution with business needs for connected transactions shall promote and conduct connected transactions in compliance with these Measures.</u> The division of specific responsibilities is as follows:</p> <p>(I) The Office of the Board of Directors (<u>Capital Operation Department</u>) shall be responsible for maintenance of the List of Connected Legal Persons, organization and planning of the approval procedures for submitting connected transactions to the Board of Directors and the general meeting, and the disclosure of relevant information, mainly including:</p> <ol style="list-style-type: none"> <li>organize the formulation of the Company's management system of connected transactions and the management shall be conducted at different levels according to the enterprise level;</li> <li>issue the List of Major Connected Legal Persons on a regular basis <u>through the organization management system</u> for the purpose of the identification and confirmation of the transaction counterparties by the Company and its subsidiaries;</li> </ol>	<p>The Office of the Board of Directors (<del>Strategic Development Department</del>) of the Company shall be responsible for centralized management of connected transactions, and the Finance and Treasury Department, the Legal and Risk Control Department, <del>etc.</del> shall be responsible for associate management according to their responsibilities. The division of specific responsibilities is as follows:</p> <p>(I) The Office of the Board of Directors (<del>Strategic Development Department</del>) shall be responsible for maintenance of the List of Connected Legal Persons, organization and planning of the approval procedures for submitting connected transactions to the Board of Directors, <del>the Board of Supervisors and the Shareholders'</del> general meeting, and the disclosure of relevant information, mainly including:</p> <ol style="list-style-type: none"> <li>organize the formulation of the Company's management system of connected transactions and the management shall be conducted at different levels according to the enterprise level;</li> <li><del>identify, compile and</del> issue the List of Major Connected Legal Persons on a regular basis for the purpose of the identification and confirmation of the transaction counterparties by the Company and its subsidiaries;</li> </ol>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>3. organize the Board of Directors and the general meeting to consider the connected transaction;</p> <p>4. organize the independent directors to express their independent views on connected transactions in the annual report;</p> <p>...</p> <p>6. According to the actual operation, make arrangement to compile and revise the routine connected transaction plan, and to conclude the routine connected transaction framework agreement after the review and approval of the Board of Directors or the general meeting of the Company;</p>	<p>3. organize the Board of Directors <del>(including the Audit and Internal Control Committee), the Board of Supervisors and the Shareholders'</del> general meeting to consider the connected transaction;</p> <p>4. organize the independent directors <del>and the Board of Supervisors</del> to express their independent views on connected transactions in the annual report;</p> <p>...</p> <p>6. According to the actual operation, make arrangement to compile and revise the routine connected transaction plan, and to conclude the routine connected transaction framework agreement after the review and approval of the Board of Directors or the <del>Shareholders'</del> general meeting of the Company;</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
16	Chapter 6 Article 25	<p>(II) The Finance and Treasury Department of the Company shall be responsible for the accounting record, accounting and reporting <u>and other matters</u>, mainly including:</p> <ol style="list-style-type: none"> <li>1. <u>Direct and implement the accounting evidence, books of account, reports and other accounting information;</u></li> <li>2. <u>Prepare the statements of final account and semi-annual interim reports as required in accordance with financial accounting standards, and ensure the accuracy of the financial report data.</u></li> </ol>	<p>(II) The Finance and Treasury Department of the Company shall be responsible for the accounting record, accounting and reporting <del>in relation to connected transactions and enhancing interim and ex-post monitoring</del>, mainly including:</p> <ol style="list-style-type: none"> <li>1. <del>Direct the reporting standards for accounting information in the connected transaction system;</del></li> <li>2. <del>Assist the Office of the Board of Directors (Strategic Development Department) in the annual and semi-annual verification of the financial information;</del></li> <li>3. <del>Provide monthly information on the Company's headquarters in accordance with the template of the Office of the Board of Directors (Strategic Development Department).</del></li> </ol>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
17	Chapter 6 Article 25	(III) The Legal and Risk Control Department shall be responsible for the <u>legal and compliance audit</u> for all types of contracts concluded in the name of the Company, <u>and</u> <u>when a transaction is considered as a potential connected transaction</u> , legal opinions shall be put forward and feedback shall be made.	(III) The Legal and Risk Control Department shall be responsible for the <del>identification of connected transactions</del> for all types of contracts concluded in the name of the Company. When a transaction is considered as a potential connected transaction, legal opinions shall be put forward and feedback shall be made.
18	Chapter 6 Article 25	(IV) <u>Each institution with business needs for connected transactions shall, within the scope of their duties, strengthen the identification of connected transactions, organize the preparation of information of connected transactions, conduct discussions and judgments on the necessity and reasonableness of the occurrence of the connected transaction, the fairness of the transaction pricing, as well as the positive significance of such transaction to the Company before the implement of relevant approval procedures for such transaction, perform the corresponding decision and approval procedures, execution and monitoring, regular self-examination and timely rectification, etc.</u>	(IV) <del>Each department and business unit of the Company</del> shall, within the scope of their duties, organize the preparation of information; <del>submission</del> for decision and approval, execution and monitoring, regular self-examination and timely rectification of connected transactions, etc.

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
19	Chapter 6 Article 26	Each department and business unit shall, according to the division of responsibilities, clearly identify their respective leaders and part-time connected transaction supervisors and report to the Office of the Board of Directors ( <u>Capital Operation Department</u> ) for record, and establish a smooth communication and cooperation mechanism among departments.	Each department and business unit shall, according to the division of responsibilities, clearly identify their respective leaders and part-time connected transaction supervisors and report to the Office of the Board of Directors ( <del>Strategic Development Department</del> ) for record, and establish a smooth communication and cooperation mechanism among departments.
20	Chapter 6 Article 28	Each subsidiary of the Company shall identify the person in charge, the department in charge and the staff for connected transactions, and report to the Office of the Board of Directors ( <u>Capital Operation Department</u> ) of the Company for filing.	Each subsidiary of the Company shall identify the person in charge, the department in charge and the staff for connected transactions, and report to the Office of the Board of Directors ( <del>Strategic Development Department</del> ) of the Company for filing.
21	Chapter 7 Article 29	After the relevant <u>review</u> and approval procedures in respect of a connected transaction have been fulfilled, the Company and its subsidiaries shall enter into a written agreement (or contract) in respect of the connected transaction with the connected persons, in which the rights, obligations and legal responsibilities of all parties shall be explicitly set out. The contents of the agreement shall reflect the normal commercial terms and conditions and list the basis for calculating the payment amount. The connected transaction will not be implemented until a written agreement has been signed.	After the relevant approval procedures in respect of a connected transaction have been fulfilled, the Company and its subsidiaries shall enter into a written agreement (or contract) in respect of the connected transaction with the connected persons, in which the rights, obligations and legal responsibilities of all parties shall be explicitly set out. The contents of the agreement shall reflect the normal commercial terms and conditions and list the basis for calculating the payment amount. The connected transaction will not be implemented until a written agreement has been signed.



No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
22	Chapter 7 Article 30	In the course of execution of the connected transaction, the connected transaction shall be carried out in strict accordance with the contents considered and the resolutions of the Board of Directors and the general meeting. If the subsequent arrangement is inconsistent with the contents considered and the resolutions, or if a new connected transaction arises or the terms of the transaction need to be changed as a result of a change in business, the decision making process shall be re-executed and a written agreement shall be signed and information disclosure shall be made before implementation.	In the course of execution of the connected transaction, the connected transaction shall be carried out in strict accordance with the contents considered and the resolutions of the Board of Directors and the <del>Shareholders'</del> general meeting. If the subsequent arrangement is inconsistent with the contents considered and the resolutions, or if a new connected transaction arises or the terms of the transaction need to be changed as a result of a change in business, the decision making process shall be re-executed and a written agreement shall be signed and information disclosure shall be made before implementation.
23	Chapter 8 Article 33	Where Directors and senior management of the Company violate laws and regulations and the provisions of these Measures, assisting and conniving with the controlling Shareholders and other connected persons to encroach upon the assets of the Company and damage the interests of the Company, the Company shall have the right to claim appropriate compensation according to the degree of loss of the Company; in case of crime, it shall be transferred to the judicial authority.	Where Directors, <del>Supervisors</del> and senior management of the Company violate laws and regulations and the provisions of these Measures, assisting and conniving with the controlling Shareholders and other connected persons to encroach upon the assets of the Company and damage the interests of the Company, the Company shall have the right to claim appropriate compensation according to the degree of loss of the Company; in case of crime, it shall be transferred to the judicial authority.

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
24	Chapter 9 Article 36	<p><u>Insignificant Subsidiaries: refers to a subsidiary whose percentage ratios of total assets, revenue and profit before tax, as compared to the listed groups, meet the following conditions: (1) the relevant percentage ratios for the most recent three audited years (or from the date of registration or establishment of such subsidiary if the audited years involved are less than three years) are all less than 10%; or (2) the relevant percentage ratio for the most recent audited year is less than 5%.</u></p> <p>...</p> <p>Associate: If the connected person refers to <u>natural person</u> under Clauses 1-2 of Article <u>5</u> (4), the associate includes (1) immediate family members and dependents; (2) a company directly or indirectly controlled by the connected person and/or his immediate family members as to 30% (i.e. can exercise 30% or more of the voting rights at the general meetings or control the composition of a majority members of the board of that company), or any subsidiary of such company; (3) a company directly or indirectly held by the dependents or a company under the majority control of the dependents together with himself and his immediate family members (i.e. can exercise more than 50% of the voting rights at the general meetings or control the composition of a majority members of the board of that company), or any subsidiary of such company.</p> <p>If the connected person refers to a company under Clauses 1-2 of Article <u>5</u> (4)...</p>	<p>Associate: If the connected person refers to <del>an individual</del> under Clauses 1-2 of Article <del>4</del> (4), the associate includes (1) immediate family members and dependents; (2) a company directly or indirectly controlled by the connected person and/or his immediate family members as to 30% (i.e. can exercise 30% or more of the voting rights at the <del>shareholders'</del> general meetings or control the composition of a majority members of the board of that company), or any subsidiary of such company; (3) a company directly or indirectly held by the dependents or a company under the majority control of the dependents together with himself and his immediate family members (i.e. can exercise more than 50% of the voting rights at the <del>shareholders'</del> general meetings or control the composition of a majority members of the board of that company), or any subsidiary of such company.</p> <p>If the connected person refers to a company under Clauses 1-2 of Article <del>4</del> (4)...</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
25	Chapter 9 Article 40	<u>With regard to the provisions concerning the names of organizations and institutions in these Measures, if the names or duties of the relevant institutions or departments are changed, the institutions or departments that have inherited the duties for the management of connected transactions under these Measures shall continue to perform the relevant duties.</u>	
26	Chapter 9 Article 42	These Measures shall come into force after review and approval at the general meeting, and the Management Measures for Connected Transactions of China Communications Construction Company Limited ( <u>2021</u> ) shall be abolished.	These Measures shall come into force after review and approval at the general meeting, and the Management Measures for Connected Transactions of China Communications Construction Company Limited ( <del>2018</del> ) shall be abolished.
27	Appendix 1	<p>In accordance with the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the connected transactions are divided into <u>connected transactions exempt from disclosure</u>, general connected transactions and major connected transactions by calculating the cap of the transaction amount.</p> <p><u>I. Connected Transactions Exempt from Disclosure</u></p> <p><u>1. The transaction amount occurred between the Company and the connected legal person is less than RMB3 million, or accounts for less than 0.5% of the absolute value of the last audited net assets of the Company;</u></p>	<p>In accordance with the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the connected transactions are divided into general connected transactions and major connected transactions by calculating the cap of the transaction amount.</p> <p>...</p>

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>2. <u>According to the calculation of percentage ratio applicable to the nature of connected transactions, the connected transaction, the following four indexes (A1, A2, A3, and A4) fail to reach 0.1% (the exchange rate conversion shall be paid attention to in the calculation):</u></p> <p><u>A1 = Total value of assets involved in the transaction ÷ Total assets of the Company (based on the most recent audited annual or unaudited interim financial report, whichever is later, and the amount of dividends distributed needs to be deducted) × 100%</u></p> <p><u>A2 = Revenue attributable to the assets involved in the transaction of the Company ÷ Revenue of the Company (based on the most recent audited annual financial report) × 100%</u></p> <p><u>A3 = Transaction consideration amount ÷ Total market value of the Company (The total shares of H Share multiplied by the average five-day share price of H Share + The total shares of A Share multiplied by the average five-day share price of A Share) × 100%</u></p> <p><u>A4 = Number of new shares issued involved in the transaction ÷ Number of original total shares of the Company × 100% (A4 applies only when new shares are issued as consideration)</u></p>	

No.	Article No.	After Amendments	Before Amendments
		Details of Article	Details of Article
		<p>3. <u>For one-off connected transactions of the same category or entered into with the same connected person within twelve months, the total amount is calculated to fall short of the disclosure standard.</u></p> <p><u>The connected transactions that meet the above measurement standards and other connected transactions that are exempted from disclosure according to the requirements of the SSE and the Stock Exchange shall be subject to the consideration and approval of the president of the Company and the signing of a written agreement before implementation.</u></p> <p>...</p>	

*Note: Due to the additional articles, the subsequent articles will be renumbered accordingly. In the event of any discrepancy between the Chinese version and the English translation, the Chinese version shall prevail.*

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# NOTICE OF THE ANNUAL GENERAL MEETING

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中國交通建設股份有限公司  
**CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED**  
*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1800)**

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of China Communications Construction Company Limited (the “Company”) will be held at CCCC Building, 85 De Sheng Men Wai Street, Xicheng District, Beijing, the PRC at 2:00 p.m. on Monday, 16 June 2025 to consider and, if thought fit, to pass the following resolutions (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 16 May 2025):

### Ordinary Resolutions

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2024.
2. To consider and approve the distribution plan of profit for the year of 2024 and the authorization for pre-distribution of dividends for the year of 2025.
3. To consider and approve the report of the Board for the year of 2024.
4. To consider and approve the reports of duty performance of the Independent Directors for the year of 2024.
5. To consider and approve the report of the Supervisory Committee for the year of 2024.
6. To consider and approve the re-appointment of Ernst & Young as the Company's international auditor and Ernst & Young Hua Ming LLP as the Company's domestic auditor for a term ending at the 2025 annual general meeting of the Company and the authorisation to the Board to determine their respective remuneration.
7. To consider and approve the Investment Plan for 2025.
8. To consider and approve the estimated cap for the internal guarantees of the Group in 2025.
9. To consider and approve the proposed launch of asset-backed securitization.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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10. To consider and approve the proposed cancellation of the Supervisory Committee.
11. To consider and approve the Cash Dividend Plan (2025-2027).
12. To consider and approve the proposed amendments to the Connected Transactions Management Measures.

### Special Resolutions

13. To consider and approve the proposed amendments to the Articles of Association.
14. To consider and approve the proposed amendments to the Rules of Procedures for General Meetings of the Shareholders.
15. To consider and approve the proposed amendments to the Rules of Procedures for Meetings of the Board.

By order of the Board

**China Communications Construction Company Limited**

**LIU Zhengchang**

*Board Secretary*

**YU Jingjing**

*Company Secretary*

Beijing, the PRC

16 May 2025

*As at the date of this notice, the Directors are WANG Tongzhou, WANG Haihuai, LIU Xiang, LIU Hui<sup>#</sup>, CHAN Wing Tak Kevin<sup>#</sup>, WU Guangqi<sup>#</sup> and ZHOU Xiaowen<sup>#</sup>.*

<sup>#</sup> Independent non-executive Director

*Notes:*

#### 1. CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE AGM

For purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 11 June 2025 to Monday, 16 June 2025 (both days inclusive), during which time no share transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 10 June 2025. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Monday, 16 June 2025 are entitled to attend the AGM.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### 2. PROXY

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

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Sunday, 15 June 2025). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar. Return of a form of proxy will not preclude a Shareholder of the Company from attending in person and voting at the AGM if he so wishes.

If more than one proxy is appointed, such proxies shall only be entitled to vote by poll.

Shareholders or their proxies are required to produce their identification documents when attending the AGM.

### 3. OTHERS

The AGM is expected to last for around one hour. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.