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

If you have sold or transferred all your Shares in **CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.**, you should at once hand this circular and the form of proxy to the purchaser or 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 transferee.

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中國國際海運集裝箱(集團)股份有限公司

CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

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

(Stock Code: 2039)

- (1) PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION
PROPOSAL FOR 2020;**
- (2) APPLICATION FOR REGISTRATION ISSUANCE OF DEBT
FINANCING INSTRUMENTS OF THE ASSOCIATION OF FINANCIAL
MARKET INSTITUTIONAL INVESTORS;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND THE RULES OF PROCEDURES FOR THE
GENERAL MEETINGS; AND**
- (4) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO
ISSUE SHARES**

The 2020 AGM will be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:40 p.m. on Wednesday, 2 June 2021. Notice of the 2020 AGM containing the resolutions to be considered and, if thought fit, approved at the 2020 AGM, together with relevant form of proxy have been despatched to the Shareholders on 30 April 2021, and are published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cimc.com>).

Both A shareholders and H shareholders are entitled to attend and vote at the 2020 AGM.

Whether or not you are able to attend the 2020 AGM, you are requested to complete and return the form of proxy despatched to the Shareholders on 30 April 2021 in accordance with the instructions printed thereon, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the 2020 AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM (or any adjournment thereof) should you so wish.

30 April 2021

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DEFINITIONS

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

“2020 AGM”	the 2020 annual general meeting of the Company to be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:40 p.m. on Wednesday, 2 June 2021;
“2020 General Mandate”	the general mandate granted to the Board at the 2019 annual general meeting;
“2021 General Mandate”	the general mandate granted to the Board at the 2020 AGM;
“A Share(s)”	the domestic share(s) in the registered capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB;
“A Shareholder(s)”	the holder(s) of the A Share(s);
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Company”	China International Marine Containers (Group) Co., Ltd. (中國國際海運集裝箱(集團)股份有限公司), a joint stock company incorporated in the PRC with limited liability under the Company Law of the PRC, the H shares of which are listed on the Hong Kong Stock Exchange and the A shares of which are listed on the Shenzhen Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign share(s) in the registered share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s H Share Registrar;

DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Share(s);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	28 April 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rules of Procedures for the General Meetings”	the Rules of Procedures for the General Meetings of China International Marine Containers (Group) Co., Ltd.;
“Share(s)”	the share(s) of the Company, including the A Share(s) and the H Share(s);
“Shareholder(s)”	the holder(s) of Share(s) of the Company, including the holder(s) of A Share(s) and H Share(s);
“%”	per cent.

EXPECTED TIMETABLE

2021

Latest time for lodging transfers of the H Shares to qualify
for attendance and voting at the 2020 AGM 4:30 p.m.
on Tuesday, 25 May

H Share register closed From Wednesday, 26 May to
Wednesday, 2 June
(both days inclusive)

Latest time for lodging the form of proxy for
the 2020 AGM 2:40 p.m.
on Tuesday, 1 June

2020 AGM 2:40 p.m.
on Wednesday, 2 June

H Share register re-opens Thursday, 3 June

LETTER FROM THE BOARD



中國國際海運集裝箱(集團)股份有限公司
CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2039)

Board of Directors:

Executive Director:

Mr. MAI Boliang (*Chairman*)

Non-executive Directors:

Mr. ZHU Zhiqiang (*Vice-chairman*)

Mr. HU Xianfu (*Vice-chairman*)

Mr. KONG Guoliang

Mr. DENG Weidong

Mr. MING Dong

**Legal address, registered address and
address of head office:**

8th Floor, CIMC R&D Centre,

2 Gangwan Avenue,

Shekou, Nanshan District,

Shenzhen,

Guangdong, the PRC

Independent non-executive Directors:

Mr. HE Jiale

Mr. PAN Zhengqi

Ms. LUI FUNG Mei Yee, Mabel

Hong Kong, 30 April 2021

To the Shareholders

Dear Sirs,

- (1) PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION
PROPOSAL FOR 2020;**
**(2) APPLICATION FOR REGISTRATION ISSUANCE OF DEBT
FINANCING INSTRUMENTS OF THE ASSOCIATION OF FINANCIAL
MARKET INSTITUTIONAL INVESTORS;**
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND THE RULES OF PROCEDURES FOR THE
GENERAL MEETINGS; AND**
**(4) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO
ISSUE SHARES**

I. INTRODUCTION

Reference is made to (1) the announcement of the Company dated 29 March 2021 in relation to the resolutions of the seventh meeting in 2021 of the ninth session of the Board; (2) the announcement of the Company dated 29 March 2021 in relation to the proposed registration issuance of debt financing instruments of the association of financial market institution investors; (3) the announcement of the Company dated 29 March 2021 in relation to the amendments to the Article of Association and the Rules of Procedures for the General Meetings; and (4) the announcement of the Company dated 30 April 2021 in relation to the notice of the 2020 AGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further details of the (1) Profit Distribution and Dividend Distribution Proposal for 2020; (2) Application for the registration issuance of debt financing instruments of the association of financial market institution investors; (3) Proposed Amendments to the Articles of Association and the Rules of Procedures for the General Meetings; and (4) Proposed General Mandate Granted to the Board to issue the Shares, so that you can make absolute informed decisions regarding your voting on the resolutions to be proposed at the 2020 AGM.

II. PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PROPOSAL FOR 2020

An ordinary resolution will be proposed by the Company at the 2020 AGM, to consider and approve, if appropriate, based on the total share capital of the Company as at the record date of dividend payment, a cash dividend of RMB2.8 (tax inclusive) per 10 Shares will be distributed to all Shareholders, no bonus shares will be issued and no capital surplus will be capitalized (based on the total share capital of the Company of 3,595,013,590 Shares as at 31 December 2020, the total distributable dividend will be RMB1,006,604,000), and upon distribution, the total share capital of the parent of the Company will be 3,595,013,590 Shares, and the balance of the profit available for distribution will be RMB7,835,938,000.

The proposed dividend is expected to be payable around 20 July 2021. For further details on the final dividend for 2020, please refer to the announcement of the Company dated 29 March 2021. Further announcement(s) regarding the respective record dates for A Shareholders and H Shareholders will be made by the Company in due course.

III. APPLICATION FOR REGISTRATION ISSUANCE OF DEBT FINANCING INSTRUMENTS OF THE ASSOCIATION OF FINANCIAL MARKET INSTITUTIONAL INVESTORS

To further broaden the financing channels, optimize the debt structure of the Group, reasonably control the financial costs and flexibly select the financing instruments, the Company, upon satisfying relevant requirements of the National Association of Financial Market Institutional Investors (the “**Association**”) for the “first-tier mature enterprises” in accordance with the Working Rules and Procedures for the Public Issuance and Registration of Non-financial Corporate Debt Financing Instruments (2020 Edition) issued by the Association and other relevant regulations, proposed to apply to the Association for the registration of the issuance of multi-type debt financing instruments (the “**DFI**”), including super & short-term commercial papers, short-term commercial papers, medium-term notes, perpetual notes, asset-backed notes, green debt financing instruments and private placement notes, etc. The Company will issue the DFI during the term of registration (the “**Registration Issuance**”), the specific contents of which are as follows:

LETTER FROM THE BOARD

Registration Issuance Plan

1. **Registration and Issuance:** It is proposed to register and issue multi-type debt financing instruments, including super & short-term commercial papers, short-term commercial papers, medium-term notes, perpetual notes, asset-backed notes, green debt financing instruments and private placement notes, etc. Upon completion of the registration procedures, the Group will commence issuance in tranches and determine the types, amounts and maturities, etc. of respective issuance according to the capital needs of the Group and market interest rates;
2. **Registration amount and issuance size:** The registration amount does not require any prior setup, and the issuance size of each type under such debt financing instrument shall not exceed a total of RMB12 billion;
3. **Issuance costs:** The final interest rate is subject to the market interest rate at the time of the proposed issuance, the capital needs of the Group and negotiations with the underwriter, taking into account the AAA credit rating of the Group;
4. **Issuance method:** Public or private issuance in the inter-bank market through centralized book building and centralized placing.

Authorization Matters of the Registration Issuance

A resolution will be proposed at the general meeting by the Board of the Company to authorize it and agree with its authorization to Mr. MAI Boliang, the chairman and CEO of the Group, or any person authorized by him to determine the specific matters in relation to the unified registration of the issuance of multi-type DFI to the extent permitted under the authorization at the general meeting and in accordance with the opinions of approval authorities and relevant laws and regulations, including but not limited to:

1. To the extent permitted under relevant laws and regulations and based on the issuance policies issued by regulatory authorities, market conditions and the needs of the Company, formulating, modifying and adjusting the specific plans for issuance of the DFI, including but not limited to all matters relating to the terms of issuance such as the type, timing, size, term, amount and interest rate of the issuance and use of proceeds from the issuance;
2. Selecting and engaging underwriters and other intermediary institutions;
3. Dealing with the approval, registration, filing and other procedures with relevant regulatory authorities relating to the application for the issuance;

LETTER FROM THE BOARD

4. Executing, implementing and modifying the contracts, agreements and documents relating to the issuance and listing of the DFI, including but not limited to application documents, prospectus, underwriting agreements and various announcements, and disclosing relevant information in accordance with regulatory rules;
5. In the event of changes in the regulatory policies or in the market conditions, and to the extent permitted under the authorization at the general meeting, making corresponding adjustments to the specific plans for issuance of the DFI and other relevant matters in accordance with the opinions of regulatory authorities or prevailing market conditions, except for matters that shall be subject to additional voting at the general meeting according to relevant laws, regulations and the articles of association of the Company;
6. Dealing with any other specific matters in respect of the registration and issuance of the DFI;
7. The authorization shall remain valid from the date on which the resolution is considered and approved at the general meeting until the date of expiry of the term of the registration notice of the non-financial corporate debt financing instruments.

Approval Procedures of the Registration Issuance

The Registration Issuance has been considered and passed at the seventh meeting in 2021 of the ninth session of the Board of the Company held on 29 March 2021, pending submission to the general meeting of the Company for consideration and approval by way of special resolution. It is subject to the registration with the Association. The Company is not a party subject to liabilities for dishonesty.

There is uncertainty as to whether the Registration Issuance will be approved. The Company will fulfill its information disclosure obligation in a timely manner in compliance with the requirements under the relevant laws and regulations. Investors are advised to pay attention to the investment risks.

LETTER FROM THE BOARD

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS

On 29 March 2021, at the seventh meeting in 2021 of the ninth session of the Board, the Board considered and approved the “Resolution Regarding the Amendments to the Articles of Association of China International Marine Containers (Group) Co., Ltd.” and the “Resolution Regarding the Amendments to the Rules of Procedures for the General Meetings of China International Marine Containers (Group) Co., Ltd.”. Given the changes in the registered capital of the Company and its business development, the Company intends to make amendments to certain articles of the Articles of Association and the Rules of Procedure for the General Meetings, details of which are set out in the Appendix I and Appendix II to this circular. Amendments to articles of the Articles of Association and the Rules of Procedure for the General Meetings are subject to the approval at the 2020 AGM.

V. PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES

At the 2019 annual general meeting, the Board was granted the 2020 General Mandate to issue Shares to exercise the general power of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of its share capital in issue as at the date of the 2019 annual general meeting. The 2020 General Mandate will lapse upon expiration of the 12-month period from the date of approval of the relevant resolution at the 2019 annual general meeting unless renewed. On 26 March 2020, as approved by the Board, the Company proposed to allot, and issue not more than 411,978,386 H Shares under the 2020 General Mandate. As at the Latest Practicable Date, the Proposed Issuance of H Shares has not been completed.

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any Shares, a special resolution will be proposed at the 2020 AGM to grant the unconditional general mandate to the Board during the relevant period under the general mandate, to separately or concurrently issue, allot and deal with additional A Shares and H Shares of not more than 20% of each of its existing A Shares and H Shares in issue as at the date of the relevant resolution to be proposed and passed at the 2020 AGM.

As at the Latest Practicable Date, the Company’s issued share capital comprised of 2,059,891,930 H Shares and 1,535,121,660 A Shares. Therefore, (1) subject to the granting of the 2021 General Mandate to be approved and assuming that the Proposed Issuance of H Shares has not been completed and no additional Shares will be issued prior to the 2020 AGM, the Board will be entitled to issue a maximum of 411,978,386 H Shares and 307,024,332 A Shares; (2) subject to the granting of the 2021 General Mandate to be approved and assuming that the Proposed Issuance of H Share has been completed (in aggregate 411,978,386 H Shares) and no additional Shares will be issued prior to the 2020 AGM, the Board will be entitled to issue a maximum of 494,374,063 H Shares and 307,024,332 A Shares.

LETTER FROM THE BOARD

The 2021 General Mandate, upon approval at the 2020 AGM, will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; (ii) the expiration of the 12-month period following the passing of this resolution at the 2020 AGM; or (iii) the date on which the 2021 General Mandate set out in this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting. The Board shall comply with pertinent provisions of the Hong Kong Listing Rules, the Articles of Association and applicable PRC laws and regulations when exercising powers pursuant to the 2021 General Mandate. Notwithstanding the granting of the 2021 General Mandate, the Company is still required to seek the Shareholders' approval at the general meeting for the issuance of any A Shares according to pertinent PRC laws and regulations, but exempt from Shareholders' approvals at the class meeting of A Shareholders and the class meeting of H Shareholders.

VI. THE 2020 AGM

The 2020 AGM, will be held at 2:40 p.m. on Monday, 2 June 2021 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC to consider and, if thought fit, pass matters as set out in the notice of the 2020 AGM. To the best of the Directors' knowledge, as at the Latest Practicable Date, no other Shareholders were required to abstain from voting on the resolutions at the 2020 AGM.

A form of proxy for use at the 2020 AGM has been despatched together with a notice convening the 2020 AGM dated 30 April 2021. Whether or not the Shareholders intend to attend the 2020 AGM in person, they are requested to complete the form of proxy and return it to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding of the 2020 AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the 2020 AGM or adjourned meeting (as the case may be) in person should they so wish.

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the Articles of Association, the resolutions to be proposed at the 2020 AGM will be voted by way of poll.

Closure of H Share Register

The register of members of H Shares will be closed from Wednesday, 26 May 2021 to Wednesday, 2 June 2021 (both days inclusive), during which no transfers of H Shares will be effected. The H Shareholders who intend to attend the 2020 AGM must deliver the share certificates and registration documents to the 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, 25 May 2021. The H Shareholders whose names appear on the register of members of the Company on Wednesday, 2 June 2021 are entitled to attend and vote in respect of the resolutions to be proposed at the 2020 AGM.

LETTER FROM THE BOARD

VII. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions in respect of, among other things, (1) Profit Distribution and dividend distribution proposal for 2020; (2) application for registration issuance of debt financing instruments of the association of financial market institution investors; (3) proposed amendments to the Articles of Association and the Rules of Procedures for the General Meetings; (4) proposed general mandate granted to the Board to issue the Shares are in the interests of the Company and the Shareholders as a whole. None of the Directors abstained from voting on these Board resolutions. The Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the forthcoming 2020 AGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of providing information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

The Chinese text of this circular shall prevail over the English text in the event of inconsistency.

Yours faithfully,

By order of the Board

China International Marine Containers (Group) Co., Ltd.

WU Sanqiang

Joint Company Secretary

Current Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 6 The registered capital of the Company is RMB <u>3,584,504,382</u> .	Article 6 The registered capital of the Company is RMB <u>3,595,013,590</u> .
<p>Article 20 After the inception of the Company, a total of 2,598,396,051 ordinary shares have been issued, including 1,167,915,542 domestic-listed domestic-invested shares and 1,430,480,509 domestic-listed foreign-invested shares.</p> <p>As approved by a special resolution passed at the shareholders' general meeting and authorized by securities regulatory bodies under the State Council, the Company's domestic-listed foreign-invested shares were migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares.</p> <p>Following the aforesaid domestic-listed foreign-invested shares migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares, the Company's share capital consists of 2,662,396,051 ordinary shares, among which 1,430,480,509 shares are held by holders of overseas-listed foreign-invested shares (H Shares) and 1,231,915,542 shares are held by holders of domestic-listed domestic-invested shares, representing 53.73% and 46.25% of the total number of issued ordinary shares of the Company respectively.</p> <p>As of 31 December 2019, under the shareholding structure of the Company, there are <u>3,584,504,382</u> ordinary shares, including <u>1,524,612,452</u> domestic-listed domestic-invested shares and 2,059,891,930 overseas-listed foreign-invested shares (H Shares), representing <u>42.53%</u> and <u>57.47%</u> of the total number of issued ordinary shares of the Company respectively.</p>	<p>Article 20 After the inception of the Company, a total of 2,598,396,051 ordinary shares have been issued, including 1,167,915,542 domestic-listed domestic-invested shares and 1,430,480,509 domestic-listed foreign-invested shares.</p> <p>As approved by a special resolution passed at the shareholders' general meeting and authorized by securities regulatory bodies under the State Council, the Company's domestic-listed foreign-invested shares were migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares.</p> <p>Following the aforesaid domestic-listed foreign-invested shares migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares, the Company's share capital consists of 2,662,396,051 ordinary shares, among which 1,430,480,509 shares are held by holders of overseas-listed foreign-invested shares (H Shares) and 1,231,915,542 shares are held by holders of domestic-listed domestic-invested shares, representing 53.73% and 46.25% of the total number of issued ordinary shares of the Company respectively.</p> <p>As of 31 December 2020, under the shareholding structure of the Company, there are <u>3,595,013,590</u> ordinary shares, including <u>1,535,121,660</u> domestic-listed domestic-invested shares and 2,059,891,930 overseas-listed foreign-invested shares (H Shares), representing <u>42.70%</u> and <u>57.30%</u> of the total number of issued ordinary shares of the Company respectively.</p>

Current Articles of the Articles of Association	Amended Articles of the Articles of Association
<p>Article 63 The shareholders' general meeting is the organ of power of the Company and shall lawfully exercise its powers as follows:</p> <p>...</p> <p>(9) make a resolution on the issuance of <u>shares, bonds and other financing instruments</u> by the Company;</p> <p>...</p>	<p>Article 63 The shareholders' general meeting is the organ of power of the Company and shall lawfully exercise its powers as follows:</p> <p>...</p> <p>(9) make a resolution on the issuance of bonds by the Company;</p> <p>...</p>

Other than the above amendments, the contents of other articles in the Articles of Association remain unchanged.

Current Article of the Rules of Procedure for the General Meetings	Amended Article the Rules of Procedure for the General Meetings
Article 11 The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws: ... (ix) making resolution on the issuance of <u>shares, bonds and other financing instruments</u> ; ...	Article 11 The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws: ... (ix) making resolution on the issuance of bonds; ...

Other than the above amendments, the contents of other articles in the Rules of Procedures for the General Meetings remain unchanged.