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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SINOPEC Engineering (Group) Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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中石化煉化工程(集團)股份有限公司 SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION II. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE SHAREHOLDERS MEETINGS III. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE BOARD MEETINGS IV. PROPOSED APPOINTMENT OF DIRECTORS

A letter from the Board is set out on pages 4 to 8 of this circular.

The Company will convene the first extraordinary general meeting (the “EGM”), the second class meeting for Domestic Shareholders (the “Domestic Shares Class Meeting”) and the second class meeting for H Shareholders (the “H Shares Class Meeting”) of the Company for the year 2023 at A67, Ande Road, Xicheng District, Beijing, the PRC at 9 a.m. on Friday, 20 October 2023. The notice of meetings are set out on pages 9 to 17 of this circular.

If you intend to attend the EGM, the Domestic Shares Class Meeting and/or the H Shares Class Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than Thursday, 28 September 2023.

Whether or not you are able to attend the EGM, the Domestic Shares Class Meeting and/or the H Shares Class Meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time scheduled for holding such meetings (or any adjourned meeting thereof). Completion and delivery of the proxy form shall not preclude you from attending and voting at the EGM, the Domestic Shares Class Meeting and/or the H Shares Class Meeting or any adjournment thereof should you so wish.

* For identification purposes only

20 August 2023

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DEFINITIONS

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

“Articles of Association”	the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share), as amended, supplemented or otherwise modified from time to time
“Board of Directors” or “Board”	the board of directors of the Company
“Company”	SINOPEC Engineering (Group) Co., Ltd., a joint stock limited liability company incorporated under the laws of the PRC on 28 August 2012, which is listed on the Hong Kong Stock Exchange (Stock Code: 2386)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) of the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shares Class Meeting”	the second class meeting for Domestic Shareholders of the Company for the year 2023 to be held on Friday, 20 October 2023
“Domestic Shares Class Meeting Notice”	the notice for convening the Domestic Shares Class Meeting set out on pages 12 to 14 of this circular
“Domestic Shareholder(s)”	the Shareholder(s) who/which hold Domestic Share(s)
“EGM”	the first extraordinary general meeting of the Company for the year 2023 to be convened and held on Friday, 20 October 2023
“EGM Notice”	the notice for convening the EGM set out on pages 9 to 11 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange

DEFINITIONS

“H Shares Class Meeting”	the second class meeting for H Shareholders of the Company for the year 2023 to be held on Friday, 20 October 2023
“H Shares Class Meeting Notice”	the notice for convening the H Shares Class Meeting set out on pages 15 to 17 of this circular
“H Shareholder(s)”	the Shareholder(s) who/which hold H Share(s)
“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, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “People’s Republic of China”	the People’s Republic of China
“Proposed Appointment of Directors”	the proposed appointment of Mr. YU Renming as a non-executive Director and the proposed appointment of Mr. ZHAO Jinsong as an independent non-executive Director
“RMB”	the lawful currency of the PRC
“Rules and Procedures for the Board Meetings”	the Rules and Procedures for the Board Meetings of SINOPEC Engineering (Group) Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Rules and Procedures for the Shareholders Meetings”	the Rules and Procedures for the Shareholders Meetings of SINOPEC Engineering (Group) Co., Ltd., as amended, supplemented or otherwise modified from time to time
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Sinopec Corp.”	China Petroleum & Chemical Corporation (中國石油化工股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC, which is listed on the Hong Kong Stock Exchange (Stock Code: 0386) and the Shanghai Stock Exchange (Stock Code: 600028)
“subsidiary(ies)”	Has/have the meaning ascribed to it/them under the Hong Kong Listing Rules

LETTER FROM THE BOARD



中石化煉化工程(集團)股份有限公司 SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

Executive Directors:

JIANG Dejun (蔣德軍) (*Chairman*)
XIANG Wenwu (向文武) (*Vice Chairman*)
ZHANG Xinming (張新明) (*President*)
XIE Yanli (謝艷麗) (*Employee Representative Director*)

Non-executive Directors:

LI Chengfeng (李成峰)
WU Wenxin (吳文信)

Independent Non-executive Directors:

HUI Chiu Chung, Stephen (許照中)
DUAN Xue (段雪)
YE Zheng (葉政)

20 August 2023

To the Shareholders

Dear Sir or Madam,

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
**II. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE
SHAREHOLDERS MEETINGS**
**III. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE
BOARD MEETINGS**
IV. PROPOSED APPOINTMENT OF DIRECTORS

I. INTRODUCTION

References are made to the announcements of the Company dated 20 August 2023. The purpose of this circular is to provide you with, among other things, further information in relation to the following resolutions to be proposed at the EGM, (as applicable) the Domestic Shares Class Meeting and the H Shares Class Meeting, to consider and approve:

1. the proposed amendments to the Articles of Association;

* For identification purposes only

LETTER FROM THE BOARD

2. the proposed amendments to the Rules and Procedures for the Shareholders Meetings;
3. the proposed amendments to the Rules and Procedures for the Board Meetings; and
4. the Proposed Appointment of Directors.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. Rationale for and Impact of the Proposed Amendments to the Articles of Association

Given the rescission of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council of the PRC (《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》) and the Mandatory Provisions for Companies Listing Overseas on 1 March 2023, as well as the recent amendments to the Hong Kong Listing Rules, in order to improve the Company's corporate governance system and ensure the compliance of the Articles of Association with relevant domestic and overseas regulations, the Board proposed to make corresponding amendments to the Articles of Association, including Article 1. In addition, as the Company relocated to a new office address, Article 3 of the Articles of Association shall be amended; and in accordance with the relevant requirements of Beijing Administration for Market Regulation (北京市市場監督管理局) regarding the all-around implementation of standardized registration of market entities' scope of business, Article 12 of the Articles of Association shall be amended as well. The impact of the proposed amendments to the Articles of Association is consistent with that of the adjustments to relevant rules.

2. Details of the Proposed Amendments to the Articles of Association

The details of the proposed amendments to the Article of Association are set out in Appendix I to this circular. In the case of any discrepancies between the Chinese version and the English version, the Chinese version shall prevail.

III. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE SHAREHOLDERS MEETINGS

In the light of the abovementioned proposed amendments to the Articles of Association, the Company proposes to make amendments to relevant articles of the Rules and Procedures for the Shareholders Meetings, the details of which are set out in Appendix II to this circular.

IV. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR THE BOARD MEETINGS

In the light of the abovementioned proposed amendments to the Articles of Association, the Company proposes to make amendments to relevant articles of the Rules and Procedures for the Board Meetings, the details of which are set out in Appendix III to this circular.

LETTER FROM THE BOARD

V. PROPOSED APPOINTMENT OF DIRECTORS

The Board held the thirteenth meeting of the Fourth Session of the Board on 18 August 2023 and approved the proposed appointment of Mr. YU Renming as a non-executive Director and the proposed appointment of Mr. ZHAO Jinsong as an independent non-executive Director. According to the Articles of Association, the relevant proposals in relation to the Proposed Appointment of Directors will be submitted, by way of ordinary resolutions, at the EGM for the consideration and approval of Shareholders.

The Company will enter into service contracts with Mr. YU Renming and Mr. ZHAO Jinsong, respectively, upon the resolutions in relation to the Proposed Appointment of Directors being approved at the EGM, both for a term commencing from the date of their appointments at the EGM and ending on the expiry of the term of the Fourth Session of the Board. Mr. YU Renming, as non-executive director, will not receive any remuneration from the Company. Mr. ZHAO Jinsong, as independent non-executive director, will receive remuneration under his service contract, which will be determined in accordance with the relevant laws and regulations of the People's Republic of China and the relevant measures on remuneration of the Company. Pursuant to the Hong Kong Listing Rules, the Company will disclose in its annual report the remuneration received by Mr. YU Renming and Mr. ZHAO Jinsong from the Company during the relevant reporting period.

Biographical details of Mr. YU Renming and Mr. ZHAO Jinsong are set out below:

Mr. YU Renming (俞仁明), aged 59, is a deputy chief engineer and general manager of the refining department of Sinopec Corp., and a senior engineer at professor level. From June 2000 to September 2006, Mr. YU Renming was a deputy general manager of SINOPEC Zhenhai Refining & Chemical Company Limited (中國石化鎮海煉油化工股份有限公司). From June 2003 to September 2006, he served as a director of SINOPEC Zhenhai Refining & Chemical Company Limited (中國石化鎮海煉油化工股份有限公司). From September 2006 to September 2007, he served as a deputy manager of Zhenhai Refining & Chemical Branch of China Petroleum & Chemical Corporation (中國石油化工股份有限公司鎮海煉化分公司). From September 2007 to March 2008, he served as a manager of Zhenhai Refining & Chemical Branch of China Petroleum & Chemical Corporation (中國石油化工股份有限公司鎮海煉化分公司). He served as the director of production and operation management department of Sinopec Corp., from January 2008 to December 2017. He served as an employee representative supervisor of Sinopec Corp. from December 2010 to January 2021, and served as the director of refining department of Sinopec Corp. from December 2017 to December 2019. From December 2017 to December 2019, he served as the vice chairman of the board of directors and chairman of the audit committee of Yanbu Aramco Sinopec Refining Company Ltd. From December 2019 to December 2020, Mr. YU served as the Chairman of the Board of Directors of the Company. Since December 2020, he has been the deputy chief engineer and general manager of the refining department of Sinopec Corp.

LETTER FROM THE BOARD

Mr. ZHAO Jinsong (趙勁松), aged 54, is the director and professor of the Institute of Process Systems Engineering, Department of Chemical Engineering, Tsinghua University (清華大學化學工程系過程系統工程研究所), the deputy director of the Beijing Key Laboratory of Industrial Big Data System and Application (工業大數據系統與應用北京市重點實驗室), and the executive vice chairman of the Culture and Ethics Committee of the Chinese Engineers Association (中國工程師聯合體文化與倫理委員會), chairman of the Engineering Ethics Education Committee of China Society of Chemical Engineering (中國化工學會工程倫理教育工作委員會), vice chairman of the Committee of Process Systems Engineering of China Society of Systems Engineering (中國系統工程學會過程系統工程專業委員會), associate editor of *Chinese Journal of Chemical Engineering*, editor of an international journal *Computers & Chemical Engineering, Process Safety and Environmental Protection*, a member of the expert group of the Safety Committee of the State Council on the Safety of Hazardous Chemicals (國務院安委會危險化學品安全專業委員會), a member of the first ecological environmental emergency expert group of the Ministry of Ecology and Environment, and a discipline leader in the field of production safety in Beijing. Mr. ZHAO Jinsong served as a post-doctoral associate researcher at Purdue University in the United States from August 1997 to March 2001, and worked as a senior engineer at Day & Zimmermann and AET in the United States from March 2001 to March 2005. From March 2005 to March 2008, he served as a professor and doctoral supervisor at the School of Information of Beijing University of Chemical Technology. Since April 2008, he has been a professor and doctoral supervisor of the Department of Chemical Engineering of Tsinghua University, during which he served as the head of the Department of Chemical Engineering of Tsinghua University from June 2013 to December 2020.

In relation to the proposed appointment of Mr. ZHAO Jinsong as an independent non-executive Director, the Board and the Nomination Committee under the Board have complied with the Board diversity policy and the nomination procedures for Directors of the Company, taking into account the Company's development strategy, the expertise and experience required for the overall operation of the Board as well as the candidates' cultural and educational background, gender, age and other factors. Mr. ZHAO Jinsong is an expert in chemical safety and environmental protection in China. The Board believes that he will play a greater role in guiding the Company's transformation and development, enhancing ESG governance and improving lean management capabilities and will enhance the diversity of the Board composition. Mr. ZHAO Jinsong has satisfied the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and is independent pursuant thereto.

As of the date of this circular, save as disclosed above, each of Mr. YU Renming and Mr. ZHAO Jinsong did not serve as a director in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the date of this circular, Mr. YU Renming and Mr. ZHAO Jinsong do not (i) hold any other positions with the Group, (ii) have any relationship with any director, supervisor, senior management or substantial or controlling shareholder of the Company (as defined under the Hong Kong Listing Rules), or (iii) have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above, the Board is not aware of any other matter in relation to the Proposed Appointment of Directors that needs to be brought to the attention of Shareholders, or any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

VI. RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the resolutions set out in the EGM Notice, the Domestic Shares Class Meeting Notice and the H Shares Class Meeting Notice, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommended all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM, the Domestic Shares Class Meeting and the H Shares Class Meeting.

By Order of the Board

SINOPEC ENGINEERING (GROUP) CO., LTD.

JIA Yiqun

Chief Financial Officer, Secretary to the Board and Company Secretary

Beijing, the PRC

20 August 2023

NOTICE OF THE EGM



中石化炼化工程(集團)股份有限公司 SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2023 AND CLOSURE OF REGISTER OF MEMBERS

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “**EGM**”) of SINOPEC Engineering (Group) Co., Ltd. (the “**Company**”) for the year 2023 will be held at A67, Ande Road, Xicheng District, Beijing, the PRC at 9:00 a.m. on Friday, 20 October 2023 for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 20 August 2023 (the “**Circular**”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE EGM

By way of ordinary resolutions

- (1) to consider and approve the proposed appointment of Mr. YU Renming as a non-executive Director of the Fourth Session of the Board.
- (2) to consider and approve the proposed appointment of Mr. ZHAO Jinsong as an independent non-executive Director of the Fourth Session of the Board.

By way of special resolutions

- (3) to consider and approve the proposed amendments to the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share) (the “**Articles of Association**”), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Articles of Association as they deem necessary and appropriate, handle or authorise handling the relevant legal procedures necessary for the proposed amendments to the Articles of Association according to the specific requirements of the regulatory authorities during the course of approval and filing procedures upon the approval of the proposed amendments to the Articles of Association at the EGM and the class meetings;

* *For identification purposes only*

NOTICE OF THE EGM

- (4) to consider and approve the proposed amendments to the Rules and Procedures for the Shareholders Meetings of SINOPEC Engineering (Group) Co., Ltd. (the “**Rules and Procedures for the Shareholders Meetings**”), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Rules and Procedures for the Shareholders Meetings as they deem necessary and appropriate according to the requirements of the regulatory authorities for amendments upon the approval of the proposed amendments to the Rules and Procedures for the Shareholders Meetings at the EGM and the class meetings; and
- (5) to consider and approve the proposed amendments to the Rules and Procedures for the Board Meetings of SINOPEC Engineering (Group) Co., Ltd. (the “**Rules and Procedures for the Board Meetings**”), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Rules and Procedures for the Board Meetings as they deem necessary and appropriate according to the requirements of the regulatory authorities for amendments upon the approval of the proposed amendments to the Rules and Procedures for the Board Meetings at the EGM.

Details of the above resolutions proposed at the EGM are set out in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) or on the website of the Company (www.segroup.cn).

By Order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.

JIA Yiqun

Chief Financial Officer, Secretary of the Board and Company Secretary

Beijing, the PRC
20 August 2023

As at the date of this notice, directors of the Company are: JIANG Dejun[#], XIANG Wenwu[#], LI Chengfeng^{}, WU Wenxin^{*}, ZHANG Xinming[#], XIE Yanli[#], HUI Chiu Chung, Stephen⁺, DUAN Xue⁺ and YE Zheng⁺.*

[#] *Executive Directors*

^{*} *Non-executive Directors*

⁺ *Independent non-executive Directors*

This notice is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

NOTICE OF THE EGM

Notes:

ATTENDEE OF THE EGM

1. Eligibility and Registration Procedure for Attending the EGM

- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Friday, 20 October 2023 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business day on Wednesday, 20 September 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.
- (c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Ltd. before 4:30 p.m. on Tuesday, 19 September 2023 for registration.
- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (e) Domestic Shareholders and H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Thursday, 28 September 2023.
- (f) Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. Proxy

- (a) A Shareholder eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Miscellaneous

- (a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (b) The address of the Share Registrar of H Shares, Computershare Hong Kong Investor Services Ltd., is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The place of business of the Company is at:

A67, Ande Road, Xicheng District, Beijing, the PRC
Post Code: 100120
Telephone No.: (+86) 10 5673 0525
E-mail: seg.ir@sinopec.com

NOTICE OF THE DOMESTIC SHARES CLASS MEETING



中石化炼化工程(集團)股份有限公司 SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

NOTICE OF THE SECOND DOMESTIC SHARES CLASS MEETING FOR THE YEAR 2023

NOTICE IS HEREBY GIVEN that the second class meeting for Domestic Shareholders (the **“Domestic Shares Class Meeting”**) of SINOPEC Engineering (Group) Co., Ltd. (the **“Company”**) for the year 2023 will be held at A67, Ande Road, Xicheng District, Beijing, the PRC immediately after the first extraordinary general meeting of the Company for the year 2023 (the **“EGM”**) to be convened and held on the same date at the same place on Friday, 20 October 2023 for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 20 August 2023.

By way of special resolutions:

- (1) to consider and approve the proposed amendments to the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share) (the **“Articles of Association”**), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Articles of Association as they deem necessary and appropriate, handle or authorise handling the relevant legal procedures necessary for the proposed amendments to the Articles of Association according to the specific requirements of the regulatory authorities during the course of approval and filing procedures upon the approval of the proposed amendments to the Articles of Association at the EGM and the class meetings; and
- (2) to consider and approve the proposed amendments to the Rules and Procedures for the Shareholders Meetings of SINOPEC Engineering (Group) Co., Ltd. (the **“Rules and Procedures for the Shareholders Meetings”**), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Rules and Procedures for the Shareholders Meetings as they deem necessary and appropriate according to the

* *For identification purposes only*

NOTICE OF THE DOMESTIC SHARES CLASS MEETING

requirements of the regulatory authorities for amendments upon the approval of the proposed amendments to the Rules and Procedures for the Shareholders Meetings at the EGM and the class meetings.

By Order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.

JIA Yiqun

Chief Financial Officer, Secretary of the Board and Company Secretary

Beijing, the PRC

20 August 2023

As at the date of this notice, directors of the Company are: JIANG Dejun[#], XIANG Wenwu[#], LI Chengfeng^{}, WU Wenxin^{*}, ZHANG Xinming[#], XIE Yanli[#], HUI Chiu Chung, Stephen⁺, DUAN Xue⁺ and YE Zheng⁺.*

[#] *Executive Directors*

^{*} *Non-executive Directors*

⁺ *Independent non-executive Directors*

This notice is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

NOTICE OF THE DOMESTIC SHARES CLASS MEETING

Notes:

ATTENDEE OF THE DOMESTIC SHARES CLASS MEETING

1. Eligibility and Registration Procedure for Attending the Domestic Shares Class Meeting

- (a) Closure of Register of Members. For the purpose of ascertaining Domestic Shareholders who are entitled to attend and vote at the Domestic Shares Class Meeting, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Friday, 20 October 2023 (both days inclusive).
- (b) Domestic Shareholders whose names appear on the register of members of the Company before the close of business day on Wednesday, 20 September 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the Domestic Shares Class Meeting.
- (c) A Domestic Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Domestic Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the Domestic Shares Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (d) Domestic Shareholders intending to attend the Domestic Shares Class Meeting should return the reply slip for attending the Domestic Shares Class Meeting to the Company on or before Thursday, 28 September 2023.
- (e) Domestic Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. Proxy

- (a) A Domestic Shareholder eligible to attend and vote at the Domestic Shares Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company for Domestic Shareholders not less than 24 hours before the time designated for holding of the Domestic Shares Class Meeting.
- (d) A Domestic Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Miscellaneous

- (a) The Domestic Shares Class Meeting is expected to take place immediately after the EGM. Domestic Shareholders attending the Domestic Shares Class Meeting shall be responsible for their own travel and accommodation expenses.
- (b) The place of business of the Company is at:

A67, Ande Road, Xicheng District, Beijing, the PRC
Post Code: 100120
Telephone No.: (+86) 10 5673 0525
E-mail: seg.ir@sinopec.com

NOTICE OF THE H SHARES CLASS MEETING



中石化炼化工程(集團)股份有限公司 SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

NOTICE OF THE SECOND H SHARES CLASS MEETING FOR THE YEAR 2023

NOTICE IS HEREBY GIVEN that the second class meeting for H Shareholders for the year 2023 (the **“H Shares Class Meeting”**) of SINOPEC Engineering (Group) Co., Ltd. (the **“Company”**) will be held at A67, Ande Road, Xicheng District, Beijing, the PRC immediately after the first extraordinary general meeting of the Company for the year 2023 (the **“EGM”**) and the second class meeting for Domestic Shareholders for the year 2023 (the **“Domestic Shares Class Meeting”**) to be convened and held on the same date at the same place on Friday, 20 October 2023 for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated 20 August 2023.

By way of special resolutions:

- (1) to consider and approve the proposed amendments to the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share) (the **“Articles of Association”**), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Articles of Association as they deem necessary and appropriate, handle or authorise handling the relevant legal procedures necessary for the proposed amendments to the Articles of Association according to the specific requirements of the regulatory authorities during the course of approval and filing procedures upon the approval of the proposed amendments to the Articles of Association at the EGM and the class meetings; and
- (2) to consider and approve the proposed amendments to the Rules and Procedures for the Shareholders Meetings of SINOPEC Engineering (Group) Co., Ltd. (the **“Rules and Procedures for the Shareholders Meetings”**), and approve the authorisation to the Board and the authorisation from the Board to the chairman of the Board and its delegates to make such amendments to the Rules and Procedures for the Shareholders Meetings as they deem necessary and appropriate according to the

* For identification purposes only

NOTICE OF THE H SHARES CLASS MEETING

requirements of the regulatory authorities for amendments upon the approval of the proposed amendments to the Rules and Procedures for the Shareholders Meetings at the EGM and the class meetings.

By Order of the Board
SINOPEC ENGINEERING (GROUP) CO., LTD.

JIA Yiqun

Chief Financial Officer, Secretary of the Board and Company Secretary

Beijing, the PRC

20 August 2023

As at the date of this notice, directors of the Company are: JIANG Dejun[#], XIANG Wenwu[#], LI Chengfeng^{}, WU Wenxin^{*}, ZHANG Xinming[#], XIE Yanli[#], HUI Chiu Chung, Stephen⁺, DUAN Xue⁺ and YE Zheng⁺.*

[#] *Executive Directors*

^{*} *Non-executive Directors*

⁺ *Independent non-executive Directors*

This notice is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

NOTICE OF THE H SHARES CLASS MEETING

Notes:

ATTENDEE OF THE H SHARES CLASS MEETING

1. Eligibility and Registration Procedure for Attending the H Shares Class Meeting

- (a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Friday, 20 October 2023 (both days inclusive).
- (b) H Shareholders whose names appear on the register of members of the Company before the close of business day on 20 September 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the H Shares Class Meeting.
- (c) H Shareholders who wish to attend the H Shares Class Meeting shall lodge their share certificates accompanied by the transfer documents with the Company's share registrar of H Shares before 4:30 p.m. on Tuesday, 19 September 2023 for registration.
- (d) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If an H Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the H Shares Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (e) H Shareholders intending to attend the H Shares Class Meeting should return the reply slip for attending the H Shares Class Meeting to the Company on or before Thursday, 28 September 2023.
- (f) H Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. Proxy

- (a) An H Shareholder eligible to attend and vote at the H Shares Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the H Shares Class Meeting.
- (d) An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Miscellaneous

- (a) The H Shares Class Meeting is expected to take place immediately after the EGM and the Domestic Shares Class Meeting. Shareholders attending the H Shares Class Meeting shall be responsible for their own travel and accommodation expenses.
- (b) The address of the Share Registrar of H Shares, Computershare Hong Kong Investor Services Ltd., is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The place of business of the Company is at:

A67, Ande Road, Xicheng District, Beijing, the PRC
Post Code: 100120
Telephone No.: (+86) 10 5673 0525
E-mail: seg.ir@sinopec.com

Current Articles of Association	Proposed Amendments
CHAPTER 1 GENERAL	CHAPTER 1 GENERAL
<p>Article 1 These Articles of Association are drawn up 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” (“Securities Law”), “Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” (the “Special Regulations”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”), “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (“Listing Rules”) and other relevant laws and regulations to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate the organization and conducts of the Company.</p> <p>The Company is a joint stock limited liability company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the People’s Republic of China (“China”, for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan).</p> <p>.....</p>	<p>Article 1 These Articles of Association are drawn up 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 (“Securities Law”), “Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” (the “Special Regulations”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”); The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and other relevant laws and regulations to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate the organization and conducts of the Company.</p> <p>The Company is a joint stock limited liability company established in accordance with the Company Law,the Special Regulations and other relevant laws and administrative regulations of the People’s Republic of China (“China”, for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan).</p> <p>.....</p>
<p>Article 3 The address of the Company: 101, 5/F, Building 8, Shenggujiayuan, Chaoyang District, Beijing, China</p> <p>Zip: 100029 Tel: 86-10-56730522 Fax: 86-10-56730500</p>	<p>Article 3 The address of the Company: A67, Ande Road, Xicheng District, Beijing, China</p> <p>Zip: 100120 Tel: 86-10-56730522 Fax: 86-10-56730500</p>

Current Articles of Association	Proposed Amendments
<p>Article 6 These Articles of Association shall become effective as of the date on which the overseas-listed foreign-invested shares are listed on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”); the original Articles of Association of the Company shall automatically expire on the effective date of these Articles of Association.</p> <p>From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.</p>	<p>Article 6 These Articles of Association shall become effective as of the date on which the overseas-listed foreign-invested shares are listed on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”); the original Articles of Association of the Company shall automatically expire on the effective date of these Articles of Association.</p> <p>From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.</p>
CHAPTER 2 THE COMPANY’S OBJECTIVES AND SCOPE OF BUSINESS	CHAPTER 2 THE COMPANY’S OBJECTIVES AND SCOPE OF BUSINESS
<p>Article 7 These Articles of Association are binding on the Company, its shareholders, directors, supervisors and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association.</p> <p>A shareholder may take legal action against the Company, other shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association, and the Company may take legal action against shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association.</p> <p>The legal actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>.....</p>	<p>Article 7 These Articles of Association are binding on the Company, its shareholders, directors, supervisors and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association.</p> <p>A shareholder may take legal action against the Company, other shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association, and the Company may take legal action against shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association.</p> <p>The legal actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>.....</p>

Current Articles of Association	Proposed Amendments
<p>Article 12 The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company.</p> <p>The Company's scope of business includes: licensed projects: dispatch of labour required for overseas projects; general projects: contracting in respect of (among others) local and overseas oil refining, petrochemical engineering, coal chemical engineering, natural gas and unconventional gas engineering, ocean engineering, environmental engineering, energy saving engineering, biological and renewable energy engineering, storage and transportation engineering, inorganic chemical engineering, pharmaceuticals, power and municipal engineering projects; project consultancy, exploration, design, procurement, construction, installation, transportation, supervision, startup services, operation and maintenance services, energy saving and environmental protection services and projects management services; engineering project management; technical research and development, technical transfer, technical consultancy and technical services; investment and investment management; design and sale of pressure vessels and equipment; import and export business; dispatch of labour required for overseas projects; computer system services; software development; data processing (excluding bank card centre and cloud computing data centres with PUE values above 1.5 in data processing); sale of electronic products and machinery. (Enterprises independently choose to operate projects and carry out business activities according to laws; Projects that are required to be approved according to laws can only be conducted after being approved by relevant authorities; Business activities prohibited or restricted by industrial policies of the city are not allowed.)</p>	<p>Article 12 The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company.</p> <p>The Company's scope of business includes: Licensed projects: construction engineering design; construction engineering construction; construction engineering survey; construction engineering supervision. General projects: engineering management services; procurement agency services; foreign contracting projects; engineering and technology research and experimental development; technology services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; energy conservation management services; environmental protection consulting services; soil pollution treatment and restoration services; investment activities with self-owned funds; asset management services for self-owned funds; information system integration services; information technology consulting services; information system operation and maintenance services; software development; data processing and storage support services; sales of electronic products; wholesale of computer software and hardware and auxiliary equipment; sales of special equipment for oil refining and chemical production; sales of special equipment for environmental protection. (The market entities independently choose to operate projects and carry out business activities according to laws; projects that are required to be approved according to laws can only be conducted within the approved content after being approved by relevant authorities; business activities prohibited or restricted by industrial policies of the country and city are not allowed.)</p>

Current Articles of Association	Proposed Amendments
CHAPTER 3 SHARES AND REGISTERED CAPITAL	CHAPTER 3 SHARES AND REGISTERED CAPITAL
<p>Article 13 There must, at all times, be ordinary shares in the Company. Subject to the approval of authorities authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p>	<p>Article 13 There must, at all times, be ordinary shares in the Company. After completing the registration or filing procedures with the securities regulatory authorities of the State Council in accordance with the law, the Company may, according to its requirements, create different classes of shares.</p>
<p>Article 15 Shares of the Company are in the form of share certificates.</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors. The issue of shares by the Company shall adhere to the principle of equality and fairness. Shares of the same class shall have the same rights. Shares issued at the same time shall be equal in price and shall be subject to the same conditions. The price paid by any organization or individual for each share of the same class during the same share issue shall be the same.</p> <p>“Foreign Investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan. “Domestic Investors” mean those investors who subscribe for the Company’s shares and who are located within China.</p>	<p>Article 15 Shares of the Company are in the form of share certificates.</p> <p>After completing the registration or filing procedures with the securities regulatory authorities of the State Council in accordance with the law, the Company may issue shares to Domestic Investors and Foreign Investors. The issue of shares by the Company shall adhere to the principle of equality, fairness and openness. Shares of the same class shall have the same rights. Shares issued at the same time shall be equal in price and shall be subject to the same conditions. The price paid by any organization or individual for each share of the same class during the same share issue shall be the same.</p> <p>“Foreign Investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan. “Domestic Investors” mean those investors who subscribe for the Company’s shares and who are located within China.</p>

Current Articles of Association	Proposed Amendments
<p>Article 16 Shares which the Company issues to Domestic Investors for subscription in Renminbi are called “Domestic-Invested Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies are called “Foreign-Invested Shares”. Foreign-invested Shares which are listed overseas are called “Overseas-Listed Foreign-Invested Shares”.</p> <p>Holders of Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares are all ordinary shareholders of the Company, having the same rights and obligations.</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, shareholders of the Company may list and transact the unlisted shares they are holding overseas. These shares, which are listed and transacted on an overseas stock exchange, shall also comply with the regulatory procedures, rules and requirements of the relevant overseas securities markets.</p>	<p>Article 16 Shares which the Company issues to Domestic Investors for subscription in Renminbi are called “Domestic-Invested Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies are called “Foreign-Invested Shares”. Foreign-invested Shares which are listed overseas are called “Overseas-Listed Foreign-Invested Shares”.</p> <p>Holders of Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares are all ordinary shareholders of the Company, having the same rights and obligations.</p> <p>After completing the registration or filing procedures with the securities regulatory authorities of the State Council in accordance with the law, shareholders of the Company may list and transact the unlisted shares they are holding overseas. These shares, which are listed and transacted on an overseas stock exchange, shall also comply with the regulatory procedures, rules and requirements of the relevant overseas securities markets.</p>
<p>Article 19 The Company’s board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the securities regulatory authorities of the State Council.</p> <p>The Company may implement its proposals to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>Article 20 Where the Company separately issues Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, and the total number of shares to be issued is within the issuance proposals, the shares should be fully allotted in one issuance. If this is not possible due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued on separate occasions.</p>	<p>(Deleted)</p>
<p>Article 22 The Company may, based on its operational and development needs, authorize the increase of its capital pursuant to these Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) by offering new shares for subscription by general investors; (2) by placement of new shares to existing shareholders; (3) by allotting new shares to existing shareholders; (4) by increasing the share capital out of the common reserve fund; (5) by any other means which is permitted by the laws, administrative regulations and authorized by the securities regulatory authorities of the State Council. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association, the issuance should be made in accordance with the procedures set out in the relevant laws and administrative regulations.</p>	<p>Article 20 The Company may, based on its operational and development needs, authorize the increase of its capital pursuant to laws and regulations and these Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) Public offering of shares; (2) Non-public offering of shares; (3) by allotting bonus shares to existing shareholders; (4) by increasing the share capital out of the common reserve fund; (5) by any other means which is permitted by the laws, administrative regulations and authorized by the securities regulatory authorities of the State Council. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association, the issuance should be made in accordance with the procedures set out in the relevant laws and administrative regulations.</p>

Current Articles of Association	Proposed Amendments
CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES
<p>Article 25 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper(s) within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee for such debt within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement.</p> <p>The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p> <p>The Company shall complete the registration of capital reduction with the authorities in accordance with the law.</p>	<p>Article 23 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper(s) within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee for such debt within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement.</p> <p>The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p> <p>The Company shall complete the registration of capital reduction with the authorities in accordance with the law.</p>
<p>Article 27 The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:</p> <ol style="list-style-type: none"> (1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis; (2) by on-market repurchase; (3) by off-market repurchase through an agreement; (4) by any other means which is permitted by competent authorities. <p>Where shares of the Company are repurchased in accordance with Articles 26 (3), (5) and (6) of the Articles of Association, such repurchase shall be carried out in a public and centralised manner.</p>	<p>Article 25 The Company's acquisition of its shares can be carried out through public and centralized transactions, or other methods as approved by laws and administrative regulations and the China Securities Regulatory Commission.</p> <p>Where shares of the Company are repurchased in accordance with Articles 24 (3), (5) and (6) of the Articles of Association, such repurchase shall be carried out in a public and centralised manner.</p>

Current Articles of Association	Proposed Amendments
<p>Article 28 The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in these Articles of Association before it can effect an off-market repurchase through an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereunder.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement which causes the Company to become entitled or obliged to repurchase its shares.</p> <p>The Company may not assign any contract for the repurchase of its shares or any right contained in such contract.</p> <p>Where the Company has the right to repurchase redeemable shares:</p> <p>(1) repurchases not made on-market or by tender shall be limited to a maximum price;</p> <p>(2) if repurchases are made by tender, tenders shall be made to all shareholders alike.</p>	<p>Article 26 The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in these Articles of Association before it can effect an off-market repurchase through an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereunder.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement which causes the Company to become entitled or obliged to repurchase its shares.</p> <p>The Company may not assign any contract for the repurchase of its shares or any right contained in such contract.</p> <p>Where the Company has the right to repurchase redeemable shares:</p> <p>(1) repurchases not made on-market or by tender shall be limited to a maximum price;</p> <p>(2) if repurchases are made by tender, tenders shall be made to all shareholders alike.</p>

Current Articles of Association	Proposed Amendments
<p>Article 30 Unless the Company is in liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases shares at nominal value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares of the Company at a premium, payment up to the nominal value may be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose. Payment of the premium shall be effected as follows:</p> <ol style="list-style-type: none"> 1. if the shares being repurchased were issued at nominal value, payment shall be made out of the book balance of the distributable profits of the Company; 2. if the shares being repurchased were issued at a premium, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose, provided that the amount paid out of the proceeds from the new issue shall not exceed the premium received by the Company on the issue of the repurchased shares nor shall it exceed the book value of the Company's capital common reserve fund account (including any premiums on the new issue) at the time of the repurchase; 	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>(3) the Company shall make any payment for the following purposes out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the right to repurchase its own shares; 2. variation of any contract for the repurchase of its shares; 3. release of the Company's obligation(s) under any contract for the repurchase of shares; <p>(4) after the Company's registered capital has been reduced by the aggregate nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the nominal value of shares which have been repurchased shall be recorded in the Company's capital common reserve fund account.</p>	
<p>CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES IN THE COMPANY</p>	<p>The whole chapter is deleted and replaced with:</p> <p>Article 28 The Company or its subsidiaries (including enterprises affiliated to the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to any person purchasing or intending to purchase its own shares.</p>
<p>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS</p>	<p>The two chapters are consolidated into chapter 5 "Shareholders' Rights and Obligations" and the specific amendments are as follows:</p>

Current Articles of Association	Proposed Amendments
<p>Article 34 Share certificates of the Company shall be in registered form.</p> <p>The share certificates of the Company shall bear the following main items:</p> <ol style="list-style-type: none"> (1) name of the Company; (2) date of registration and establishment of the Company; (3) type of share, nominal value and the number of shares it represents; (4) number of the share certificate; (5) other matters as required by the Company Law, Special Regulations and the stock exchange(s) on which the shares are listed. 	(Deleted)
<p>Article 35 The share certificates of the Company may be transferred, gifted, inherited and pledged in accordance with relevant laws, administrative rules, regulations of competent authorities as well as these Articles of Association.</p> <p>The assignment of transfer of shares shall be registered with the share registrar appointed by the Company.</p>	(Deleted)
<p>Article 37 Share certificates of the Company shall be signed by the chairman of the Company's board of directors. Where the stock exchange(s) on which the Company's shares are listed require other senior management personnel of the Company to sign, the share certificates shall also be signed by such officer(s). The share certificates become effective after being sealed or imprinted with the seal of the Company, or with the seal sign in printed form. The share certificate shall only be sealed with the Company's seal under the authorization of the board of directors. The signatures of the chairman of the board of directors or other senior officer(s) of the Company may be in printed form.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 38 The Company shall keep a register of shareholders which shall contain the following particulars:</p> <ol style="list-style-type: none"> (1) the name and address (residence), the occupation or type of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 30 The Company shall create a register of shareholders based on vouchers provided by securities registries, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p> <p>Shareholders enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held by them. Shareholders holding the same class of shares are entitled to the same rights and assume the same obligations.</p>
<p>Article 39 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate registers of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate registers of shareholders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>Article 40 The Company shall keep a complete register of shareholders. The register of shareholders shall comprise the following parts:</p> <p>(1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in subparagraphs (2) and (3) of this Article);</p> <p>(2) the register of shareholders in respect of the holders of Overseas-Listed Foreign-Invested Shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed;</p> <p>(3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.</p>	(Deleted)
<p>Article 41 Different parts of the register of shareholders shall not overlap. While transferred shares continue to be registered in one part of the register of shareholders, they shall not be registered in another part of the register. Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason therefor:</p> <ol style="list-style-type: none"> (1) a fee of HK\$2.50 per instrument of transfer or such higher amount agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer only relates to Overseas-Listed Foreign-Invested Shares listed in Hong Kong; (3) the stamp duty which is chargeable on the document of transfer has already been paid; (4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) if it is intended that the shares be transferred to joint holders, the maximum number of joint holders shall not be more than four (4); and (6) the Company does not have any lien on the relevant shares. 	

Current Articles of Association	Proposed Amendments
<p>All Overseas-Listed Foreign-Invested Shares shall be transferred by an instrument in writing in the usual or common form or any other form which the board of directors may accept. The instrument of transfer of any share may be executed by hand without seal, or if the assignor or the assignee is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“Recognized Clearing house”) or its agent, the share transfer form may be executed by hand or in mechanically-printed form. All share transfer forms shall be maintained in the legal address of the Company or other places designated by the board of directors from time to time.</p>	
<p>Article 42 No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders’ general meeting or within five days before the determination date for the Company’s distribution of dividends.</p>	<p>Article 31 Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchange(s) or regulatory authorities where shares of the Company are listed contain provisions which stipulate the period when share registration and transfer shall be closed prior to a general meeting or the record date set by the Company for the purpose of distribution of dividends, such requirements shall prevail.</p>
<p>Article 43 When the Company needs to convene a shareholders’ meeting for the purposes of dividend distribution, liquidation or for any other purpose for which shareholdings need to be determined, the board of directors or the convenor of the shareholders’ general meeting shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.</p>	<p>Article 32 When the Company needs to identify shareholders in an event such as the holding of a shareholders’ meeting, dividend distribution or liquidation, the board of directors or the convenor of the shareholders’ general meeting shall decide the date of record. The shareholders whose names appear on the register of shareholders at the close of trading on the date of record are entitled to the relevant rights of shareholders.</p>

Current Articles of Association	Proposed Amendments
<p>Article 44 Any person who disputes the register of shareholders and asks for inclusion of his name in or removal of his name from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.</p>	(Deleted)
<p>Article 45 For any person who is a registered shareholder or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the “original certificate”) relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>Application by a holder of Domestic-Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the relevant requirements of the Company Law.</p> <p>Application by a holder of Overseas-Listed Foreign-Invested Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>The issuance of a replacement share certificate to a shareholder of Overseas-Listed Foreign-Invested Shares, who has lost his share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of loss, and the declaration that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the board of directors.</p> <p>.....</p>	
<p>Article 46 Where the Company issues a replacement share certificate pursuant to these Articles of Association, a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a holder of the shares (if he is a bona fide purchaser), his name shall not be removed from the register of shareholders.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>Article 47 The Company shall not be liable for any damage sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove fraud on the part of the Company.</p>	(Deleted)
<p>Article 48 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy equal rights and assume the same class of obligations.</p> <p>No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who have direct or indirect interests therein have failed to disclose such to the Company.</p> <p>For joint shareholders, upon the death of any joint shareholder, only the surviving shareholder(s) shall be deemed by the Company to have the ownership of the related shares, but the board of directors is entitled to request for the provision of a death certificate as it may deem fit for the purpose of revising the shareholders' register. For joint shareholders of any shares, only the first-named shareholder in the shareholders' register has the right to receive the share certificates for the relevant shares, receive notices from the Company, attend the shareholders' general meeting and exercise voting rights; and any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholders of the relevant shares.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 49 The shareholders of ordinary shares of the Company enjoy the following rights:</p> <ol style="list-style-type: none"> (1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings; (2) to attend or appoint a proxy to attend shareholders' general meetings and to exercise voting rights; (3) to supervise and manage the Company's business operations, to make proposals and to raise queries; (4) to transfer shares in accordance with laws, administrative regulations and the provisions of these Articles of Association; (5) subject to production of the relevant documents evidencing the class and quantity of shares held and verification of their identities as shareholders by the Company, to obtain relevant information in accordance with law, administrative regulations and the provisions of these Articles of Association, including: <ol style="list-style-type: none"> 1. a copy of these Articles of Association, subject to payment of costs; 2. the right to inspect and copy, subject to payment of a reasonable fee: <ol style="list-style-type: none"> (i) all parts of the register of shareholders; 	<p>Article 33 The shareholders of ordinary shares of the Company enjoy the following rights:</p> <ol style="list-style-type: none"> (1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings; (2) To legally require, convene, preside over, participate in or appoint a shareholder proxy to participate in the shareholders' general meeting and exercise corresponding rights to speak and vote; (3) to supervise and manage the Company's business operations, to make proposals and to raise queries; (4) to transfer, gift or pledge their shares in accordance with laws, administrative regulations and the provisions of these Articles of Association; (5) to inquire these Articles of Association, registers of shareholders, stubs of company bonds, the minutes of shareholders' meetings, resolutions of the board meetings, resolutions of the meetings of the supervisory committee and the financial accounting reports; (6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;

Current Articles of Association	Proposed Amendments
<p>(ii) personal particulars of each of the Company's directors, supervisors, senior management personnel including:</p> <p>(a) present and former names and aliases;</p> <p>(b) principal address (place of residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification documents and numbers;</p> <p>(iii) status of the Company's share capital;</p> <p>(iv) counterfoil of the Company's debentures;</p> <p>(v) reports showing the aggregate nominal value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the previous accounting year and the aggregate amount paid by the Company for this purpose;</p>	<p>(7) to require the Company to purchase their shares in the event of objection to resolutions of the general meetings concerning merger or division of the Company;</p> <p>(8) other rights conferred by law, administrative regulations and these Articles of Association.</p>

Current Articles of Association	Proposed Amendments
<p>(vi) minutes of shareholders' general meetings, resolutions of the board of directors meetings and supervisors meetings, and financial statements and accountants' reports.</p> <p>(6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;</p> <p>(7) other rights conferred by law, administrative regulations and these Articles of Association.</p>	
(Newly added)	<p>Article 34 If any shareholder proposes to inquire the relevant information mentioned in the preceding article or request for information, the shareholder shall provide the Company with written documents proving the class and number of shares of the Company held by the shareholder, and the Company shall provide the information as required by the shareholder upon verification of the shareholder's identity.</p>

Current Articles of Association	Proposed Amendments
<p>Article 50 The shareholders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with these Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to surrender the shares unless required by law or administrative regulations; (4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company; where the shareholder's abuse of its power causes damage to other shareholders, he shall be liable to compensation in accordance with the law; where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company; (5) other obligations imposed by law, administrative regulations and provisions of these Articles of Association. <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms agreed by the subscriber of the relevant shares at the time of subscription.</p>	<p>Article 35 The shareholders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with laws and administrative laws and these Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to surrender the shares unless required by law or administrative regulations; (4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company; where the shareholder's abuse of its power causes damage to other shareholders, he shall be liable to compensation in accordance with the law; where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company; (5) other obligations imposed by law, administrative regulations and provisions of these Articles of Association. <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms agreed by the subscriber of the relevant shares at the time of subscription.</p>

Current Articles of Association	Proposed Amendments
<p>Article 51 In addition to the obligations imposed by law, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder, in exercising its shareholder's rights, shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or a portion of the shareholders of the Company:</p> <p>(1) to exempt a director or supervisor from the obligation of acting honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with these Articles of Association).</p>	(Deleted)
<p>Article 52 For the purpose of the foregoing Article, a "controlling shareholder" means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, when acting alone or in concert with others, has the power to appoint more than half of the directors;</p> <p>(2) a person who, when acting alone or in concert with others, has the power to exercise 30% or more of the voting rights or has power to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) a person who, when acting alone or in concert with others, holds 30% or more of the issued shares of the Company;</p>	(Deleted)
(Newly added)	<p>Article 36 In the event that a shareholder holding more than 5% of the voting shares of the Company pledges the shares he/she holds, he/she shall report to the Company in writing on the date of making the pledge.</p>

Current Articles of Association	Proposed Amendments
CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS	CHAPTER 6 SHAREHOLDERS' GENERAL MEETINGS
<p>Article 54 The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; 	<p>Article 38 The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;

Current Articles of Association	Proposed Amendments
(10) to pass resolutions on the issue of debentures by the Company;	(10) to pass resolutions on the issue of debentures by the Company;
(11) to pass resolutions or grant authorisations on the repurchase of shares of the Company;	(11) to pass resolutions or grant authorisations on the repurchase of shares of the Company;
(12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company;	(12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company;
(13) to amend these Articles of Association;	(13) to amend these Articles of Association;
(14) to consider motions raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company;	(14) to consider motions raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company;
(15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;	(15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;
(16) to decide on other matters which, according to laws, administrative regulations, regulations of the competent authorities or these Articles of Association, need to be approved by shareholders in general meetings.	(16) to consider and approve the change in use of proceeds raised;
.....	(17) to consider share option incentive plans and employee stock ownership plans;
	(18) to decide on other matters which, according to laws, administrative regulations, regulations of the competent authorities, regulatory rules of the place where the shares of the Company are listed or these Articles of Association, need to be approved by shareholders in general meetings.

Current Articles of Association	Proposed Amendments
<p>Article 55 Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>	<p>Article 39 Save that the Company is under exceptional circumstances such as crisis, unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>
<p>Article 59 A notice of a shareholders' general meeting shall be given 45 days before the date of the meeting (excluding the date of meeting) to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the shareholders' general meeting. A shareholder who intends to attend the shareholders' general meeting shall deliver his written reply to the Company 20 days before the date of the shareholders' general meeting.</p>	<p>Article 43 When the Company convenes an annual general meeting, a notice of the meeting shall be given 20 working days before the date of the meeting (excluding the date of meeting) to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the meeting. When the Company convenes an EGM, a notice of the meeting shall be given 15 days or 10 working days (whichever is longer) before the date of the meeting (excluding the date of meeting).</p> <p>If the notice period of a shareholders' general meeting as required by the regulatory requirements and listing rules of the place where the shares of the Company are listed exceeds the period specified in the first paragraph above, such provisions shall prevail.</p>

Current Articles of Association	Proposed Amendments
<p>Article 60 The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the shareholders' general meeting, calculate the number of voting shares held by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the shareholders' general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement the matters to be considered, and the place and date for, the general meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.</p> <p>Matters which are not specified in the notice shall not be decided at an EGM.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 61 The notice of a shareholders' general meeting shall satisfy the following requirements:</p> <ol style="list-style-type: none"> (1) it should be in writing; (2) specifies the place, date and time of the meeting; (3) sets out the matters to be discussed at the meeting; (4) provides the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. This includes (but is not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained; (5) contains a disclosure of the nature and extent of the material interests of any director, supervisor, manager and other senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class; (6) contains the full text of any special resolution to be proposed at the meeting; (7) contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder; (8) specifies the time and place for lodging proxy forms for the meeting. 	<p>Article 44 The notice of a shareholders' general meeting shall include the following contents:</p> <ol style="list-style-type: none"> (1) the time, place and period of the meeting; (2) the matters and proposals submitted to the meeting for consideration; (3) the notice shall state in explicit words: all ordinary shareholders (including preferred shareholders with voting rights restored) are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company; (4) the equity registration date of shareholders entitled to attend the general meeting; (5) name and telephone number of the permanent contact person of the meeting; (6) the voting timing and procedures in relation to such internet or other methods; (7) Other content as stipulated by laws, administrative regulations, regulations of the competent authorities, regulatory rules of the place where the shares of the Company are listed or these Articles of Association.

Current Articles of Association	Proposed Amendments
<p>Article 62 Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 45 Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council pursuant to the notice period requirement under these Articles of Association. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>
<p>Article 63 If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>Article 64 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> (1) the shareholders' right to speak at the meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll. 	<p>Article 46 All ordinary shareholders or their proxies in the register of shareholders on the equity registration date shall be entitled to attend the general meeting and exercise their voting rights according to relevant laws, regulations and these Articles of Association.</p> <p>Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend, speak and vote on their behalf.</p>
<p>Article 66 The proxy form shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting.</p> <p>If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision-making body shall attend the shareholders' meeting of the Company on its behalf.</p>	<p>Article 48 The proxy form shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting.</p> <p>If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision-making body shall attend the shareholders' meeting of the Company on its behalf.</p>

Current Articles of Association	Proposed Amendments
<p>If the said shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or any class meetings of shareholders; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The persons after such authorization may represent the recognized clearing house (or its agent) to exercise the rights, as if they were the individual shareholders of the Company.</p>	<p>If the said shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more suitable persons to act as its proxy representative—at any shareholders' general meeting or any class meetings of shareholders; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The persons after such authorization may represent the recognized clearing house (or its agent) to exercise the rights, as if they were the individual shareholders of the Company.</p>
<p>Article 68 A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the relevant meeting.</p>	<p>(Deleted)</p>
<p>Article 69 The shareholders who request to convene an EGM or class meeting shall follow the following procedures:</p> <p>(1) Shareholders who separately or jointly hold 10% or more of the voting shares of the Company may request the board of directors to convene an EGM or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the EGM. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of the law, administrative regulations and these Articles of Association. The board of directors shall convene an EGM or class meeting as soon as practicable upon receipt of the foresaid written request. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement.</p>	<p>Article 50 The shareholders who request to convene an EGM or class meeting shall follow the following procedures:</p> <p>(1) Shareholders who separately or jointly hold 10% or more of the voting shares of the Company shall be entitled to request the Board to convene an EGM, and shall put forward such request to the Board in writing. The Board shall, pursuant to laws, administrative regulations and these Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal.</p> <p>(2) If the Board agrees to convene the EGM, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p>

Current Articles of Association	Proposed Amendments
(2) In the event that the board of directors cannot or fails to perform its duty to convene a meeting, the supervisory committee shall convene and chair the meeting promptly; if the supervisory committee fails to convene and chair the meeting for more than 90 consecutive days, shareholders who separately or jointly hold more than 10% of the voting shares of the Company may convene and chair the meeting themselves.	(3) If the Board does not agree to hold the EGM or fails to give a reply within 10 days after receipt of the proposal, shareholder(s) who separately or jointly hold 10% or above shares of the Company shall be entitled to propose to the supervisory committee to convene an EGM, and shall put forward such request to the supervisory committee in writing.
If the shareholders call and convene a meeting by themselves since the board of directors cannot convene a meeting in accordance with the foresaid requirement, the expenses reasonably incurred shall be borne by the Company and be deducted from the amounts due to the defaulting directors.	<p>(4) If the supervisory committee agrees to convene the EGM, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>(5) In the case of failure to issue the notice for the shareholders' meeting within the period stipulated, the supervisory committee shall be deemed as failing to convene and preside over the shareholders' meeting, and the shareholder(s) severally or jointly holding 10% or above shares of the Company for more than 90 consecutive days may convene and preside over such meeting by itself/themselves.</p> <p>If the shareholders call and convene a meeting by themselves since the board of directors cannot convene a meeting in accordance with the foresaid requirement, the expenses reasonably incurred shall be borne by the Company and be deducted from the amounts due to the defaulting directors.</p>

Current Articles of Association	Proposed Amendments
<p>Article 70 Shareholders who separately or jointly hold more than 3% of the shares of the Company may submit a proposal to the board of directors in writing 10 days before the date of the shareholders' general meeting; the board of directors shall notify other shareholders within two days of receiving the proposal and include it for consideration at the shareholders' general meeting. The matters stated in the proposal must be within the functions and powers of the shareholders' general meeting and it shall have a clear subject and specific resolutions.</p> <p>Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the shareholders' general meeting or add new proposals upon issuance of the announcement on the notice of the shareholders' general meeting.</p>	<p>Article 51 At general meetings of the Company, the Board, the supervisory committee, and shareholder(s) who separately or jointly hold more than 3% of the Company's shares shall have the right to propose motions to the Company.</p> <p>Shareholders who separately or jointly hold more than 3% of the shares of the Company may submit a proposal to the board of directorsthe convener in writing 10 days before the date of the shareholders' general meeting; the board of directorsthe convener shall issue a supplemental notice of the shareholders' general meeting notify other shareholders within two days of receiving the proposal and announce the contents of the adhoc proposals. and include it for consideration at the shareholders' general meeting.</p> <p>The matters stated in the proposal of the shareholders' general meeting must be within the functions and powers of the shareholders' general meeting, and it shall have a clear subject and specific resolutions and shall be in compliance with relevant requirements of the laws, administrative regulations and these Articles of Association.</p> <p>Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the shareholders' general meeting or add new proposals upon issuance of the announcement on the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting shall not carry out voting and resolve on the proposals that are not stated in the notice of the shareholders' general meeting, or fail to meet the requirements under paragraph 3 of this article.</p>

Current Articles of Association	Proposed Amendments
<p>Article 71 The shareholders' general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by the vice chairman; if the vice chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by a director co-elected by more than half of the directors. If the board of directors cannot or fails to perform its duty to convene the shareholders' general meeting, the supervisory committee shall convene and chair the meeting promptly; if the supervisory committee cannot or fails to perform its duty to convene the shareholders' general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's voting shares may convene and chair the meeting by themselves. If the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.</p>	<p>Article 52 The shareholders' general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by the vice chairman; if the vice chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by a director co-elected by more than half of the directors. If the board of directors cannot or fails to perform its duty to convene the shareholders' general meeting, the supervisory committee shall convene and chair the meeting promptly; if the supervisory committee cannot or fails to perform its duty to convene the shareholders' general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's voting shares may convene and chair the meeting by themselves. If the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.</p> <p>The shareholders' general meeting convened by the supervisory committee shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his duties, a supervisor shall be jointly elected by more than half of the supervisors to chair the meeting.</p> <p>Shareholder(s) may convene the meeting themselves and a representative nominated by the convener(s) shall preside over the meeting.</p> <p>When the shareholders' general meeting is held and the chairman of the meeting violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the host of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting.</p>

Current Articles of Association	Proposed Amendments
<p>Article 73 At any shareholders' general meeting, a resolution shall be decided on a show of hands, unless a poll is demanded before or after a vote is carried out by a show of hands by any of the following, or if otherwise required by the listing rules of the stock exchanges on which the Company's shares are listed:</p> <ol style="list-style-type: none"> (1) by the chairman of the meeting; (2) by at least two shareholders present in person or by proxy and being entitled to vote; (3) by one or more shareholders present in person or by proxy and holding 10% or more of all voting shares present at the meeting solely or jointly. <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the passing of such resolution. There is no need to prove the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	<p>Article 54 The shareholders' general meeting takes the votes by poll.At any shareholders' general meeting, a resolution shall be decided on a show of hands, unless a poll is demanded before or after a vote is carried out by a show of hands by any of the following, or if otherwise required by the listing rules of the stock exchanges on which the Company's shares are listed:</p> <ol style="list-style-type: none"> (1) by the chairman of the meeting; (2) by at least two shareholders present in person or by proxy and being entitled to vote; (3) by one or more shareholders present in person or by proxy and holding 10% or more of all voting shares present at the meeting solely or jointly. <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the passing of such resolution. There is no need to prove the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>
<p>Article 74 A poll demanded to decide on the chairman of the meeting, or to adjourn the meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any other business may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
Article 75 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.	(Deleted)
Article 76 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.	(Deleted)
<p>Article 78 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors and supervisors assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by these Articles of Association to be adopted by special resolution. 	<p>Article 56 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors and supervisory committee assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual budget plan and final account plan preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) the issue of debentures of the Company; (6) annual report of the Company (7) matters other than those which are required by law and administrative regulations or by these Articles of Association to be adopted by special resolution.

Current Articles of Association	Proposed Amendments
<p>Article 79 The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of these Articles of Association; (5) any other matters required by law, administrative regulations or these Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions. 	<p>Article 57 The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) The increase or decrease of the registered capital the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (2) the division, split, merger, dissolution, liquidation or change of corporate form of the Company; (3) amendment of these Articles of Association; (4) acquisition or disposal of substantial assets or provision of guarantees within a year, the amount of which exceeding 30% of the audited total assets for the latest period; (5) share option incentive plans; (6) any other matters required by law, administrative regulations or these Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.

Current Articles of Association	Proposed Amendments
Article 80 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.	(Deleted)
Article 81 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.	Article 58 If the host-chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he may have the votes counted. If the host chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the host-chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.
Article 82 If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minutes.	(Deleted)
Article 83 Minutes of meetings shall be kept for shareholders' general meetings, and the secretary to the board of directors shall be responsible for such minutes. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and supervisors, the secretary to the board of directors, and the convener of the meeting or his proxy. The minutes of meetings shall be kept at the Company's place of residence together with the shareholders' attendance lists and proxy forms for the Company's records. —	Article 59 Minutes of meetings shall be kept for shareholders' general meetings, and the secretary to the board of directors shall be responsible for such minutes. The convener shall ensure that the contents of the minutes are true, accurate and complete. Minutes of meetings shall be signed by the host chairman of the meetings, attending directors and supervisors, the secretary to the board of directors, and the convener of the meeting or his proxy. The minutes of meetings shall be kept at the Company's place of residence together with the shareholders' attendance lists and proxy forms for the Company's records, and the preservation period shall be not less than 10 years.

Current Articles of Association	Proposed Amendments
<p>Article 84 Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven days after receipt of reasonable fees.</p>	(Deleted)
<p>CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS</p>	(Delete the whole chapter)
<p>CHAPTER 10 BOARD OF DIRECTORS</p>	CHAPTER 7 BOARD OF DIRECTORS
<p>Article 105 The board of directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposed disposal of the fixed assets exceeds thirty three percent of the value of the fixed assets as shown on the latest balance sheet considered and approved at the general meeting.</p> <p>Disposals of fixed assets mentioned herein include transfer of certain asset interests, but do not include provision of security interests by pledge of fixed assets.</p> <p>The effectiveness of the Company's disposal of fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 of this Article.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 107 The chairman of the board of directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors; (2) to review the implementation of resolutions passed by the board of directors; (3) to sign the certificates of shares, debentures and other securities for consideration issued by the Company; (4) to sign important documents of the board of directors and other documents which should be signed by the Company's legal representative; (5) to exercise the functions and powers of a legal representative; (6) where it is lawful and in the interest of the Company, to exercise the special right to deal with the Company's affairs during emergencies such as the occurrence of terrible natural disasters and other events of force majeure, and to report to the Company's board of directors and general meetings thereafter; (7) to exercise other powers conferred by the board of directors. 	<p>Article 73 The chairman of the board of directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors; (2) to supervise and review the execution implementation of resolutions passed by the board of directors; (3) to sign the certificates of shares, debentures and other securities for consideration issued by the Company; (3) to sign important documents of the board of directors and other documents which should be signed by the Company's legal representative; (4) to exercise the functions and powers of a legal representative; (5) where it is lawful and in the interest of the Company, to exercise the special right to deal with the Company's affairs during emergencies such as the occurrence of terrible natural disasters and other events of force majeure, and to report to the Company's board of directors and general meetings thereafter; (6) to exercise other powers conferred by the board of directors.

Current Articles of Association	Proposed Amendments
<p>Article 111 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him) are present.</p> <p>Each director shall have one vote. Resolutions made by the board of directors must be approved by a majority of all the directors.</p> <p>Where there is a tie in the votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.</p>	<p>Article 77 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him) are present.</p> <p>Each director shall have one vote. Resolutions made by the board of directors must be approved by a majority of all the directors.</p> <p>Where there is a tie in the votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.</p>
<p>Article 115 Matters determined in a board meeting shall be recorded in minutes of meetings. Minutes of meetings shall be signed by directors attending such meetings and the recorder. Directors shall be liable for board resolutions. If a board resolution is against the law, administrative rules or these Articles of Association and resolutions of the shareholders' general meetings, which causes the Company to suffer any loss, the directors who participate in voting shall assume the liability to compensate the Company; directors who have been proved as having expressed dissenting opinions on the resolution during the voting as recorded in the minutes of meeting shall be exempted from liability.</p>	<p>Article 81 Matters determined in a board meeting shall be recorded in minutes of meetings. Minutes of meetings shall be signed by directors attending such meetings and the recorder. Directors shall be liable for board resolutions. If a board resolution is against the law, administrative rules or these Articles of Association and resolutions of the shareholders' general meetings, which causes the Company to suffer any loss, the directors who participate in voting shall assume the liability to compensate the Company; directors who have been proved as having expressed dissenting opinions on the resolution during the voting as recorded in the minutes of meeting shall be exempted from liability.</p> <p>The minutes of board meetings shall be kept as the documents of the Company with a preservation period of not less than 10 years.</p>

Current Articles of Association	Proposed Amendments
CHAPTER 14 SUPERVISORY COMMITTEE	CHAPTER 11 SUPERVISORY COMMITTEE
Article 139 Records shall be made for all supervisors' meetings and be signed by all attending supervisors and the recording person.	Article 105 Records shall be made for all supervisors' meetings and be signed by all attending supervisors and the recording person. Any supervisor shall have the right to make an explanatory note in the minutes regarding his or her speech at the meeting. The minutes of the supervisory committee shall be kept as the documents of the Company with a preservation period of not less than 10 years.
CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT PERSONNEL OF THE COMPANY	CHAPTER 12 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT PERSONNEL OF THE COMPANY
Article 140 All reasonable fees incurred in respect of the engagement of professionals (such as, lawyers, certified public accountants or practicing auditors) which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.	(Deleted)
Article 141 A supervisor shall carry out his duties faithfully in accordance with laws, administrative regulations and these Articles of Association.	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 142 A person may not serve as a director or a senior management personnel of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and not more than five years have lapsed since the sentence was served or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license;</p>	<p>Article 106 A person may not serve as a director or a senior management personnel of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and not more than five years have lapsed since the sentence was served or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license;</p>

Current Articles of Association	Proposed Amendments
(5) a person who has a relatively large amount of debts which have become due and outstanding;	(5) a person who has a relatively large amount of debts which have become due and outstanding;
(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;	(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;
(7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise;	(7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise;
(8) a person other than a natural person;	(8) a person other than a natural person;
(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction;	(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction;
(10) other circumstances which are applicable according to laws and administrative regulations, or regulations of the competent authorities.	(10) persons who are banned by the China Securities Regulatory Commission from entering into the securities market for a period which has not yet expired;
<p>The election of directors, supervisors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management personnel during their term of office, the Company shall remove them from their position.</p>	<p>(11) other circumstances which are applicable according to laws and administrative regulations, or regulations of the competent authorities.</p> <p>The election of directors, supervisors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management personnel during their term of office, the Company shall remove them from their position.</p>

Current Articles of Association	Proposed Amendments
<p>Article 143 The validity of an act carried out by a director, a supervisor, a senior management personnel of the Company on behalf of the Company shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification.</p>	(Deleted)
<p>Article 144 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors and senior management personnel owes a duty to each shareholder, in the exercise of the duties and powers which the Company has entrusted to him:</p> <p>(1) not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence;</p> <p>(2) to act honestly and in the best interests of the Company;</p> <p>(3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities which may benefit the Company;</p> <p>(4) not to deprive of the individual interest of shareholders, including (without limitation to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders in general meeting for approval in accordance with these Articles of Association.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 145 Each of the Company's directors, supervisors, and senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>(Deleted)</p>
<p>Article 146 Each of the Company's directors, supervisors, and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations:</p> <ol style="list-style-type: none"> (1) to act bona fide in the best interests of the Company; (2) to act within the scope of his powers and not to exceed such powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to transfer the power to exercise his discretion to others; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; 	<p>Article 107 The directors shall comply with the laws, administrative regulations and these Articles of Association and shall faithfully perform their following obligations to the Company:</p> <p>Each of the Company's directors, supervisors, and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations:</p> <ol style="list-style-type: none"> (1) to act bona fide in the best interests of the Company; (2) to act within the scope of his powers and not to exceed such powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to transfer the power to exercise his discretion to others; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;

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<p>(5) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;</p> <p>(7) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;</p> <p>(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;</p> <p>(9) to comply with these Articles of Association, to perform his duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;</p> <p>(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</p>	<p>(1) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into or conduct any contract or transaction or arrangement with the Company in violation of these Articles of Association or without prior approval of the general shareholders' meeting;</p> <p>(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;</p> <p>(2) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;</p> <p>(3) not to accept and possess commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;</p> <p>(9) to comply with these Articles of Association, to perform his duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;</p> <p>(4) not to abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</p>

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<p>(11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in the any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;</p> <p>(12) not to divulge any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information to the court or other governmental authorities is made in the following circumstances:</p> <ol style="list-style-type: none"> 1. disclosure is required by law; 2. public interests so require; 3. the interests of the relevant director, supervisor, or senior management personnel so requires. 	<p>(5) not to misappropriate the Company's funds or to lend such funds to any other person; not to use the Company's assets or funds to set up deposit accounts in his own name or in the any other name; and not to violate the provisions of these Articles of Association to lend the Company's funds to others or to use such assets to guarantee others the debts of a shareholder of the Company or any other personal liabilities without the consent of the general meeting and the board of directors;</p> <p>(6) not to disclose confidential information of the Company without authorization; not to divulge any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information to the court or other governmental authorities is made in the following circumstances:</p> <ol style="list-style-type: none"> 1. disclosure is required by law; 2. public interests so require; 3. the interests of the relevant director, supervisor, or senior management personnel so requires. <p>(7) not to damage the interests of the Company by taking advantage of his/her affiliations;</p> <p>(8) other faithful obligations as required by the laws, administrative regulations, departmental rules and these Articles of Association.</p> <p>Income gained by Directors in violation of this article shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.</p>

Current Articles of Association	Proposed Amendments
<p>Article 147 Each director, supervisor, senior management personnel of the Company shall not direct the following persons or institutions (“associates”) to act in a manner which a director, supervisor or senior management personnel is prohibited from so acting:</p> <p>(1) the spouse or minor children of the director, supervisor, or senior management personnel of the Company;</p> <p>(2) the trustee of the director, supervisor, senior management personnel or trustee of any person described in sub-paragraph (1) above;</p> <p>(3) partners of directors, supervisors, senior management personnel or any person referred to in sub-paragraphs (1) and (2) of this Article;</p> <p>(4) a company in which a director, supervisor, senior management personnel, whether alone or jointly with one or more of the persons referred to in subparagraphs (1), (2) and (3) of this Article and other directors, supervisors, senior management personnel, has de facto controlling interest;</p> <p>(5) the directors, supervisors and senior management of a company which is being controlled in the manner set out in sub-paragraph (4) above.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
(Newly added)	<p>Article 108 Directors shall comply with the laws, administrative regulations and the Articles of Association and shall fulfill the following obligations of diligence:</p> <ol style="list-style-type: none"> (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 laws, administrative regulations and economic policies of China, not going beyond the scope of business specified in the Company's business license; (2) to treat all shareholders impartially; (3) to keep informed of the business operations and management of the Company; (4) to ensure the information disclosed by the Company is true, accurate and complete; (5) to honestly provide the supervisory committee with relevant information, and not to interfere with the supervisory committee or supervisors in performing their duties and powers; (6) to fulfill other diligent duties stipulated by laws, administrative regulations, department rules and these Articles of Association.

Current Articles of Association	Proposed Amendments
Article 149 A director, supervisor or senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting, save under the circumstances of Article 51 hereof.	(Deleted)
Article 151 Where a director, supervisor or senior management personnel of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.	(Deleted)
Article 152 The Company shall not pay taxes for or on behalf of a director, supervisor or senior management personnel in any manner.	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 153 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor or senior management personnel of the Company or its holding company or any of their respective associates.</p> <p>The foregoing prohibition shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> (1) provision of a loan or guarantee for a loan by the Company to its subsidiary; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or other payment to its directors, supervisors, senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of service contracts approved by the shareholders in general meetings; (3) if the ordinary course of business of the Company includes providing loans or guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a director, supervisor, senior management personnel or his associates in the ordinary course of its business on normal commercial terms. 	(Deleted)
<p>Article 154 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms and conditions of the loan, forthwith repay such funds.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 155 A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 150(1) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(1) the guarantee was provided in connection with a loan which was made to an associate of a director, supervisor, and senior management personnel of the Company or the Company's parent company and the lender of such funds was not aware of the relevant circumstances when making the loan;</p> <p>(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	(Deleted)
<p>Article 156 For the purposes of the foregoing provisions of this Chapter, a "guarantee" includes an undertaking or property provided to secure the obligor's performance of his obligations.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 157 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor or senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right:</p> <ol style="list-style-type: none"> (1) to demand such a director, supervisor or senior management personnel to compensate the Company for its losses sustained as a result of such breach; (2) to rescind any contract or transaction which has been entered into between the Company and such a director, supervisor or senior management personnel or entered into between the Company and a third party (where such third party knew or should have known that such a director, supervisor or senior management personnel representing the Company has breached his duties owed to the Company); (3) to demand such a director, supervisor or senior management personnel to surrender the gains made as result of the breach of his obligations; (4) to recover any monies which should have been received by the Company and which were received by such a director, supervisor or senior management personnel instead, including (without limitation to) commissions; (5) to demand repayment of interest earned or which may have been earned by a director, supervisor or senior management personnel on money that should have been paid to the Company. 	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
(Newly added)	Article 111 The provisions of Article 107 hereof concerning directors' Fiduciary duties and of sub-paragraphs (4), (5) and (6) of Article 108 hereof concerning the diligent duty shall also apply to senior management personnel.
(Newly added)	Article 112 Supervisors shall comply with laws, administrative regulations and these Articles of Association and bear fiduciary and diligent duties to the Company. Supervisors are prohibited from abusing their power to accept bribes or other illegal income and from misappropriating the Company's properties.
<p>Article 159 The Company shall enter into written contract with a director or supervisor in relation to emoluments, which shall be approved in advance by the shareholders in a general meeting. The aforesaid emoluments include:</p> <ul style="list-style-type: none"> (1) emoluments in respect of his service as director, supervisor, or senior management personnel of the Company; (2) emoluments in respect of his service as a director, supervisor or senior management personnel of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries; (4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him except pursuant to the preceding contracts.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
<p>Article 160 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company’s directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment for his loss of office or retirement. For the purposes of this paragraph, the acquisition of the Company includes any of the following:</p> <p>(1) an acquisition offer made by any person to the general body of shareholders;</p> <p>(2) an acquisition offer made by any person with a view to the offeror becoming a “controlling shareholder” within the meaning of Article 52 hereof.</p> <p>If the relevant director or supervisor does not comply with this Article, any payment so received by him shall belong to those persons who have sold their shares as a result of the aforementioned offer. The expenses incurred in distributing such payment on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be deducted from such payment.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING	CHAPTER 13 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING
Article 161 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC enterprise accounting standards formulated by the finance regulatory department of the State Council.	Article 114 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC enterprise accounting standards formulated by the finance regulatory department of the State Council rules of the relevant state departments.
Article 166 Any interim results of operation or financial information published or disclosed by the Company shall also be prepared in accordance with PRC enterprise accounting standards and regulations, and also in accordance with international accounting standards or the accounting standards of the place overseas where the Company's shares are listed.	(Deleted)
<p>Article 174 The Company shall pay cash dividends and other payments which are payable to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of Overseas-Listed Foreign-Invested Shares in Renminbi, and shall make such payments in foreign currencies. As for the foreign currency needed by the Company for payment of cash dividends and other payments which are payable to the holders of the Overseas-Listed Foreign-Invested Shares, it shall be handled in accordance with any related national regulations on foreign exchange control.</p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a subsequent dividend declaration.</p>	<p>Article 125 The Company shall pay cash dividends and other payments which are payable to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of Overseas-Listed Foreign-Invested Shares in Renminbi, and shall make such payments in foreign currencies. As for the foreign currency needed by the Company for payment of cash dividends and other payments which are payable to the holders of the Overseas-Listed Foreign-Invested Shares, it shall be handled in accordance with any related national regulations on foreign exchange control.</p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a subsequent dividend declaration.</p>

Current Articles of Association	Proposed Amendments
<p>Article 176 The Company shall appoint receiving agents for holders of the Overseas-Listed Foreign-Invested Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas-Listed Foreign-Invested Shares on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant regulations of such stock exchange.</p> <p>The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>In respect of dividends distributed to shareholders, the Company, subject to the requirements of the relevant stock exchanges, has the power to forfeit unclaimed dividends but such power shall not be exercised until the expiration of relevant period.</p> <p>When permitted by laws, the Company has the power to sell the shares of a shareholder who is untraceable under the following circumstances:</p> <ol style="list-style-type: none"> (1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (2) on expiry of such 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention. 	<p>Article 127 The Company shall appoint receiving agents for holders of the Overseas-Listed Foreign-Invested Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas-Listed Foreign-Invested Shares on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant regulations of such stock exchange.</p> <p>The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>In respect of dividends distributed to shareholders, the Company, subject to the requirements of the relevant stock exchanges, has the power to forfeit unclaimed dividends after the date of declaring dividends but such power shall not be exercised until the expiration of relevant period.</p> <p>When permitted by laws, the Company has the power to sell the shares of a shareholder who is untraceable under the following circumstances:</p> <ol style="list-style-type: none"> (1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (2) on expiry of such 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.

Current Articles of Association	Proposed Amendments
CHAPTER 17 APPOINTMENT OF ACCOUNTING FIRMS	CHAPTER 14 APPOINTMENT OF ACCOUNTING FIRMS
<p>Article 179 The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual financial report and review other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the founders' meeting before the first shareholders' annual meeting. The term of appointment of the accounting firm shall terminate at the end of the first shareholders' annual meeting.</p> <p>If the founders' meeting does not exercise its duties and powers according to the aforementioned provisions, then the board of directors shall exercise its duties and powers.</p>	<p>Article 130 The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit its financial statements, verify its net assets and provide other relevant consulting services.to audit the Company's annual financial report and review other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the founders' meeting before the first shareholders' annual meeting. The term of appointment of the accounting firm shall terminate at the end of the first shareholders' annual meeting.</p> <p>If the founders' meeting does not exercise its duties and powers according to the aforementioned provisions, then the board of directors shall exercise its duties and powers.</p> <p>The appointment of the accounting firm of the Company shall be decided at a shareholders' general meeting, and the board of directors shall not appoint the accounting firm prior to obtaining approval at the shareholders' general meeting.</p>

Current Articles of Association	Proposed Amendments
<p>Article 181 The accounting firm appointed by the Company shall be entitled to the following rights:</p> <p>(1) to review the books, records or vouchers of the Company at any time, the right to require the directors, supervisors, and senior management personnel of the Company to provide relevant information and explanations;</p> <p>(2) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of its duties as an accounting firm;</p> <p>(3) to attend to shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.</p>	<p>Article 132 The Company guarantees that the accounting documents, account books, financial and accounting reports and other accounting materials provided to the accounting firm are true and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.</p>
<p>Article 182 If there is a vacancy in the position of the accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period when such a vacancy arises.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>Article 183 The shareholders' general meeting may by ordinary resolution remove the accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the right of the accounting firm in claiming for damages which arise from its removal shall not be affected thereby.</p>	<p>(Deleted)</p>
<p>Article 184 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>	<p>Article 133 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>

Current Articles of Association	Proposed Amendments
<p>Article 185 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before issue of the notice of shareholders' general meeting) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures:</p> <p>(i) in any notice to shareholders for the resolution, state the fact of the representations having been made by the accounting firm leaving its post; and</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles of Association.</p>	<p>(Deleted)</p>

Current Articles of Association	Proposed Amendments
<p>(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be made at the shareholders' general meeting.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend to the following shareholders' general meetings:</p> <ul style="list-style-type: none"> (i) the general meeting at which its term of office would otherwise have expired; (ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and (iii) the general meeting which is convened as a result of its voluntary resignation. <p>The accounting firm which is leaving its post has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.</p>	

Current Articles of Association	Proposed Amendments
<p>Article 186 Prior notice of 15 days should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant competent authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also deliver or send a copy of such statement by way of the methods provided in these Articles of Association or by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>Article 134 Prior notice of 15 days should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant competent authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also deliver or send a copy of such statement by way of the methods provided in these Articles of Association or by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>
<p>CHAPTER 20 MERGER AND DIVISION</p>	<p>CHAPTER 17 MERGER AND DIVISION</p>

Current Articles of Association	Proposed Amendments
<p>Article 192 The Company may carry out mergers or division in accordance with law. In the case of merger or division of the Company, the board of directors shall provide the proposal, and, upon approval in accordance with the procedures under these Articles of Association, deal with the relevant approval procedures pursuant to laws. The board of directors of the Company shall take necessary measures to protect the legitimate interests of the shareholders who object to the plan of merger or division. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price.</p> <p>The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent or delivered by mail or by way of the methods provided in these Articles of Association to holders of Overseas-Listed Foreign-Invested Shares.</p>	(Deleted)

Current Articles of Association	Proposed Amendments
CHAPTER 21 DISSOLUTION AND LIQUIDATION	CHAPTER 18 DISSOLUTION AND LIQUIDATION
<p>Article 205 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the people's court for confirmation.</p> <p>The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>	<p>Article 152 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the people's court for confirmation, and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p> <p>The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>

Current Articles of Association	Proposed Amendments
CHAPTER 22 PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION	CHAPTER 19 PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION
<p>Article 209 Any amendment of these Articles of Association shall be made in the following manner:</p> <p>(1) The Board of directors draw up a proposal for amendment of these Articles of Association in accordance with these Articles of Association;</p> <p>(2) The foregoing proposal shall be furnished to the shareholders in writing and a shareholders' meeting shall be convened for voting;</p> <p>(3) The amendments shall be approved by a special resolution in a shareholders' general meeting.</p> <p>The board of directors shall amend these Articles of Association pursuant to the resolution of shareholders in a general meeting for amendment of these Articles of Association and the approval opinions of the competent authority.</p>	<p>Article 156 Any amendment of these Articles of Association shall be made in the following manner:</p> <p>(1) The Board of directors draw up a proposal for amendment of these Articles of Association in accordance with these Articles of Association; The board of directors, the supervisory committee and shareholder(s) individually and jointly holding more than 3% of the Company's shares may propose amendments to these Articles of Association;</p> <p>(2) The foregoing amendmentsproposal shall be furnished to the shareholders in writing and a shareholders' meeting shall be convened for voting;</p> <p>(3) The amendments shall be approved by a special resolution in a shareholders' general meeting.</p> <p>The board of directors shall amend these Articles of Association pursuant to the resolution of shareholders in a general meeting for amendment of these Articles of Association and the approval opinions of the competent authority.</p>

Current Articles of Association	Proposed Amendments
<p>Article 210 Amendment of these Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.</p> <p>If there is any change concerning the registration of the Company, application shall be made for change in registration in accordance with law.</p>	<p>Article 157 Amendments to these Articles of Association passed by resolutions at the shareholders in general meeting, which require review and approval by the competent authorities, shall be submitted to the competent authorities for approval;</p> <p>If there is any change concerning the registration of the Company, application shall be made for change in registration in accordance with law.</p> <p>Any amendment to these Articles of Association shall be subject to announcement if so required by the laws and regulations.</p>
<p>CHAPTER 24 RESOLUTION OF DISPUTES</p>	<p>(Whole chapter deleted)</p>
<p>CHAPTER 25</p>	<p>CHAPTER 21 SUPPLEMENTARY</p>
<p>Article 216 These Articles of Association are written in Chinese. Where versions in other languages or different versions have different interpretations or meanings, the latest verified Chinese version registered in the Company registration authority shall prevail.</p>	<p>Article 162 These Articles of Association are written in Chinese. Where versions in other languages or different versions have different interpretations or meanings, the latest verified—filed Chinese version registered in the Company registration authority shall prevail.</p>

Note: If the serial numbering of the chapters and articles of the Articles of Association, the Rules and Procedures for the Shareholders Meetings and the Rules and Procedures for the Board Meetings is changed due to the addition, deletion or re-arrangement of certain articles made in this amendment, the serial numbering of the Articles of Association, the Rules and Procedures for the Shareholders Meetings and the Rules and Procedures for the Board Meetings as so amended shall be changed accordingly, including cross-references.

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 1 These Rules are drawn up in accordance with the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, the “Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “Listing Rules”) and other regulatory regulations on domestic and overseas listed companies and the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the “Articles of Association”) to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) and its shareholders, and to clarify the responsibilities and powers of the shareholders meetings and ensure the regulated, effective and smooth operation, and the lawful exercise of the powers, of the shareholders meetings.</p>	<p>Article 1 These Rules are drawn up in accordance with the “Company Law of the People’s Republic of China”, the “Securities Law of the People’s Republic of China”, the “Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “Listing Rules”) and other regulatory regulations on domestic and overseas listed companies and the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the “Articles of Association”) to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) and its shareholders, and to clarify the responsibilities and powers of the shareholders meetings and ensure the regulated, effective and smooth operation, and the lawful exercise of the powers, of the shareholders meetings.</p>
<p>Article 6 Those shareholders who hold different classes of shares are class shareholders. Apart from the holders of other classes of shares, the holders of Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. Rights conferred on any class of shareholders may not be varied or cancelled save with the approval of a special resolution of shareholders in a general meeting and the approval of a class meeting in accordance with the Articles of Association.</p>	<p>(Deleted)</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 10 The shareholders' general meeting holds the powers of the Company and shall exercise the following functions and powers in accordance with the law:</p> <ul style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; 	<p>Article 9 The shareholders' general meeting holds the powers of the Company and shall exercise the following functions and powers in accordance with the law:</p> <ul style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of such directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
(10) to pass resolutions on the issue of debentures by the Company;	(10) to pass resolutions on the issue of debentures by the Company;
(11) to pass resolutions or grant authorisations on the repurchase of shares of the Company;	(11) to pass resolutions or grant authorisations on the repurchase of shares of the Company;
(12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company;	(12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company;
(13) to amend these Articles of Association;	(13) to amend these Articles of Association;
(14) to consider motions raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company;	(14) to consider motions raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company;
(15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;	(15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;
(16) to decide on other matters which, according to laws, administrative regulations, regulations of the competent authorities or these Articles of Association, need to be approved by shareholders in general meetings.	(16) to consider and approve changes in the use of proceeds;
Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	(17) to consider share option incentive plans and employee stock ownership plans;
	(18) to decide on other matters which, according to laws, administrative regulations, regulations of the competent authorities, regulatory rules of the place where the Company's shares are listed or these Articles of Association, need to be approved by shareholders in general meetings. Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 19 A proposal involving the following circumstances shall be deemed to be variation or cancellation of the rights attaching to a particular class of shares, and the board of directors shall submit it to the class shareholders' meeting for consideration:</p> <ol style="list-style-type: none"> (1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having equal or better voting, distribution or other rights to those of shares of that class; (2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class; (3) to remove or reduce rights to accrued dividends or to cumulative dividends attaching to shares of that class; (4) to reduce or remove preferential rights attaching to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attaching to shares of that class; 	(Deleted)

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>(6) to remove or reduce rights to receive payment from the Company in specific currencies attaching to shares of that class;</p> <p>(7) to create a new class of shares having equal or better voting, distribution or other rights to those of the shares of that class;</p> <p>(8) to impose or increase restrictions on the transfer or ownership of shares of that class;</p> <p>(9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;</p> <p>(10) to increase the rights or privileges of shares of another class;</p> <p>(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;</p> <p>(12) to vary or abrogate the provisions set out in Chapter 9 “Special Procedures for Voting by a Class of Shareholders” of the Articles of Association.</p>	

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 21 The convener of the meeting shall give a written notice 45 days prior to the convening of the shareholders' general meeting (excluding the date of the meeting) to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p>Article 19 The convener of the meeting shall give a written notice 20 days prior to the convening of an annual general meeting (excluding the date of the meeting), or 15 days or 10 business days prior to the convening of an extraordinary general meeting (excluding the date of the meeting, whichever period is longer) to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period for notice of the general meeting of the shareholders as stipulated in the Articles of Association. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
Article 22 Notice of class meetings need only be served on shareholders entitled to vote at the class meetings.	(Deleted)
<p>Article 23 The notice of a shareholders' general meeting shall satisfy the following requirements:</p> <ol style="list-style-type: none"> (1) it shall be given in the manner set out in Article 21 of these Rules; (2) it shall specify the place, date and time of the meeting; (3) it shall set out the matters to be discussed at the meeting; (4) it shall provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. This includes (but is not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained; (5) it shall contain a disclosure of the nature and extent of the material interests of any director, supervisor and senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class; 	<p>Article 20 The notice of a shareholders' general meeting shall contain:</p> <ol style="list-style-type: none"> (1) the time, venue and duration of the meeting; (2) the matters and proposals submitted for consideration at the meeting; (3) a clear statement that all ordinary shareholders (including preferred shareholders with restored voting rights) are entitled to attend the meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy needs not be a shareholder of the Company; (4) the record date of the shareholders entitled to attend the general meeting; (5) the name(s) and telephone number(s) of the permanent contact person(s) of the meeting; (6) the time and procedures for voting through internet or other means; (7) other contents as stipulated by laws, administrative regulations, competent department rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>(6) it shall contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) it shall contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder;</p> <p>(8) specifies the time and place for lodging proxy forms for the meeting;</p> <p>(9) the name(s) and telephone number(s) of the permanent contact person(s) of the meeting;</p>	

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 26 Shareholders individually or jointly holding more than 10% of the total voting shares of the Company are entitled to propose in writing to the board of directors to convene an extraordinary general meeting or a class meeting, and the board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether or not to convene an extraordinary general meeting or a class meeting within 10 days after receiving the request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening the meeting within 5 days after the resolution of the board of directors is made, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or a class meeting, or fails to give feedback within 10 days after receiving the request, shareholders individually or jointly holding more than 10% of the total voting shares of the Company are entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class meeting by submitting a request to the supervisory committee in writing.</p> <p>If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening the meeting within 5 days after receiving the request, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.</p> <p>If the supervisory committee fails to issue the notice of the meeting within the prescribed time limit, it shall be deemed that the supervisory committee has failed to convene and preside over the meeting, and shareholders individually or jointly holding more than 10% of the total voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.</p>	<p>Article 23 Shareholders individually or jointly holding more than 10% of the total voting shares of the Company are entitled to propose in writing to the board of directors to convene an extraordinary general meeting or a class meeting, and the board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether or not to convene an extraordinary general meeting or a class meeting within 10 days after receiving the request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening the meeting within 5 days after the resolution of the board of directors is made, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or a class meeting, or fails to give feedback within 10 days after receiving the request, shareholders individually or jointly holding more than 10% of the total voting shares of the Company are entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class meeting by submitting a request to the supervisory committee in writing.</p> <p>If the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice for convening the meeting within 5 days after receiving the request, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.</p> <p>If the supervisory committee fails to issue the notice of the meeting within the prescribed time limit, it shall be deemed that the supervisory committee has failed to convene and preside over the meeting, and shareholders individually or jointly holding more than 10% of the total voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 30 A shareholder who intends to attend the shareholders' general meeting shall deliver his written reply to the Company 20 days before the date of the shareholders' general meeting.</p> <p>The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the shareholders' general meeting, calculate the number of voting shares held by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the shareholders' general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement the matters to be considered, and the place and date for, the general meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.</p> <p>Matters which are not specified in the notice shall not be decided at an extraordinary general meeting.</p>	<p>Article 27 A shareholders' general meeting shall not make resolutions on matters not specified in the notice of the meeting.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 32 A shareholder may attend the general meeting in person, or appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> (1) the shareholders' right to speak at the meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxies may only vote on a poll. <p>The instrument appointing a proxy to attend the general meeting shall be in writing and shall be under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under its seal or under the hand of a director or a duly authorized attorney.</p>	<p>Article 29 All ordinary shareholders or their proxies registered on the record date are entitled to attend the meeting and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.</p> <p>A shareholder may attend the general meeting in person, or appoint a proxy to attend, speak and vote on his behalf.</p> <p>The instrument appointing a proxy to attend the general meeting shall be in writing and shall be under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under its seal or under the hand of a director or a duly authorized attorney.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 35 The proxy form shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting.</p> <p>If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision-making body shall attend the shareholders' meeting of the Company on its behalf.</p> <p>If the said shareholder is a recognized clearing house, the shareholder may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or any class meetings of shareholders; however, if two or more persons are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The persons after such authorization may represent the recognized clearing house or its agent to exercise the rights, as if they were the individual shareholders of the Company.</p>	<p>Article 32 The proxy form shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting.</p> <p>If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision-making body shall attend the shareholders' meeting of the Company on its behalf.</p> <p>If the said shareholder is a recognized clearing house, the shareholder may authorize one or more suitable persons to act as its representative proxy at any shareholders' general meeting or any class meetings of shareholders; however, if two or more persons are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The persons after such authorization may represent the recognized clearing house or its agent to exercise the rights, as if they were the individual shareholders of the Company.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Any form given to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, separate instructions being given in respect of each matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p> <p>A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the relevant meeting.</p>	<p>Any form given to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, separate instructions being given in respect of each matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p> <p>A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the relevant meeting.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 50 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>(I) Ordinary resolutions</p> <ol style="list-style-type: none"> 1. An ordinary resolution must be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: <ol style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors and supervisors assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution. 	<p>Article 47 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>(I) Ordinary resolutions</p> <ol style="list-style-type: none"> 1. An ordinary resolution must be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: <ol style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors and supervisors assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual preliminary budget and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) annual report of the Company; (6) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution.

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>(II) Special resolutions</p> <p>1. A special resolution must be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting.</p> <p>2. The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;</p> <p>(6) any other matters required by law, regulations or the Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>	<p>(II) Special resolutions</p> <p>1. A special resolution must be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting.</p> <p>2. The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) the increase or reduction in registered share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(2) the division, spin-off, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(3) amendment of the Articles of Association;</p> <p>(4) the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;</p> <p>(5) share option incentive plans;</p> <p>(6) any other matters required by law, regulations or the Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 51 Affected class shareholders, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 19 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings. "interested shareholder(s)", as such term is used in the preceding sentence, means:</p> <p>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 26, an "interested shareholder" is a controlling shareholder within the meaning of Article 51;</p> <p>(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 26 hereof, an "interested shareholder" is a holder of the shares to which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, an "interested shareholder" is a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</p>	(Deleted)

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 52 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding article, are entitled to vote.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, in a number not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares;</p> <p>(2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.</p>	(Deleted)

Current Rules and Procedures for the Shareholders Meetings	Proposed Amendments
<p>Article 55 At least one supervisor and two shareholder representatives shall be elected by the shareholders attending the meeting to participate in the vote counting and scrutiny before voting. Where the matters under consideration are related to shareholders, the related shareholders and their proxies shall not participate in the vote counting or scrutiny.</p> <p>When a resolution is voted on at a shareholders' general meeting, the shareholder representatives and the supervisors shall be jointly responsible for votes counting and scrutiny, and shall announce the voting results on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.</p> <p>Where there is a tie in the votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.</p> <p>The chairman of the meeting is responsible for deciding whether a resolution of the general meeting is passed, and his/her decision shall be final and shall be announced and recorded in the minutes of the meeting.</p> <p>If the chairman of the meeting has any doubt on the voting result of a resolution, the number of votes cast shall be counted. If the chairman of the meeting does not count the votes and any shareholders or their proxies present at the meeting disagree with the result announced by the chairman of the meeting, such shareholders or their proxies shall have the right to demand the counting of votes immediately after the result is announced, and the chairman of the meeting shall count the votes immediately.</p>	<p>Article 50 At least one supervisor and two shareholder representatives shall be elected by the shareholders attending the meeting to participate in the vote counting and scrutiny before voting. Where the matters under consideration are related to shareholders, the related shareholders and their proxies shall not participate in the vote counting or scrutiny.</p> <p>When a resolution is voted on at a shareholders' general meeting, the shareholder representatives and the supervisors shall be jointly responsible for votes counting and scrutiny, and shall announce the voting results on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.</p> <p>Where there is a tie in the votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.</p> <p>The chairman of the meeting is responsible for deciding whether a resolution of the general meeting is passed, and his/her decision shall be final and shall be announced and recorded in the minutes of the meeting.</p> <p>If the host-chairman of the meeting has any doubt on the voting result of a resolution, the number of votes cast shall be counted. If the host-chairman of the meeting does not count the votes and any shareholders or their proxies present at the meeting disagree with the result announced by the chairman of the meeting, such shareholders or their proxies shall have the right to demand the counting of votes immediately after the result is announced, and the host-chairman of the meeting shall count the votes immediately.</p>

Current Rules and Procedures for the Board Meetings	Proposed Amendments
<p>Article 1 In order to ensure that the board of directors of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) fulfils the duties and responsibilities conferred by all its shareholders, initiates constructive discussions, makes decisions on a scientific, prompt and prudent basis and regulates the operational procedures of the board of directors, these Rules are formulated according to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other regulations governing domestic and overseas listed companies as well as the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to ensure that the board of directors of SINOPEC Engineering (Group) Co., Ltd. (the “Company”) fulfils the duties and responsibilities conferred by all its shareholders, initiates constructive discussions, makes decisions on a scientific, prompt and prudent basis and regulates the operational procedures of the board of directors, these Rules are formulated according to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other regulations governing domestic and overseas listed companies as well as the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the “Articles of Association”).</p>

Current Rules and Procedures for the Board Meetings	Proposed Amendments
<p>Article 6 In order to ensure and improve the stability and efficiency of the Company's daily operations, the board of directors shall, in accordance with the provisions of the Articles of Association and the authorization of the shareholders' general meeting, exercise the following functions and powers and partially authorize them to the chairman or general manager.</p> <p>.....</p> <p>(II) External investments (including entrusted wealth management, entrusted loans, etc.), purchase or sale of assets, lease of assets (either as lessor or lessee), entrusted management of assets and businesses (either as entrustor or trustee), etc.</p> <p>.....</p> <p>3. In disposing of fixed assets, where the aggregate amount of the expected value of the fixed assets to be disposed of and the value of the fixed assets having been disposed of in the four months prior to such proposed disposal does not exceed 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall consider and approve such disposal, and the Chairman of the board of directors is authorised to consider and approve those fixed asset disposals of less than 10%.</p>	<p>Article 6 In order to ensure and improve the stability and efficiency of the Company's daily operations, the board of directors shall, in accordance with the provisions of the Articles of Association and the authorization of the shareholders' general meeting, exercise the following functions and powers and partially authorize them to the chairman or general manager.</p> <p>.....</p> <p>(II) External investments (including entrusted wealth management, entrusted loans, etc.), purchase or sale of assets, lease of assets (either as lessor or lessee), entrusted management of assets and businesses (either as entrustor or trustee), etc.</p> <p>.....</p> <p>3. In disposing of fixed assets, where the aggregate amount of the expected value of the fixed assets to be disposed of and the value of the fixed assets having been disposed of in the four months prior to such proposed disposal does not exceed 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall consider and approve such disposal, and the Chairman of the board of directors is authorised to consider and approve those fixed asset disposals of less than 10%.</p>