

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**JL MAG RARE-EARTH CO., LTD.**

**江西金力永磁科技股份有限公司**

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

**(Stock Code: 6680)**

## **ANNOUNCEMENT**

### **PROPOSED CHANGE OF REGISTERED CAPITAL AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURE FOR GENERAL MEETINGS AND RULES OF PROCEDURE FOR SUPERVISORY COMMITTEE**

The board of directors (the “**Board**”) of JL MAG RARE-EARTH CO., LTD. (the “**Company**”) convened a board meeting on August 24, 2023 to consider and approve (1) the change of registered capital of the Company (the “**Proposed Change of Registered Capital**”); and (2) the amendments to the articles of association of JL MAG RARE-EARTH CO., LTD. (the “**Articles of Association**”) together with its attachment, the rules of procedure for general meetings of JL MAG RARE-EARTH CO., LTD. (the “**Rules of Procedure for General Meetings**”). On the same day, the Company convened a meeting of the supervisory committee (the “**Supervisory Committee**”) to consider and approve the amendments to the Rules of Procedure for the Supervisory Committee of JL MAG RARE-EARTH CO., LTD. (the “**Rules of Procedure for the Supervisory Committee**”) (the above amendments are collectively referred to as the “**Proposed Amendments**”).

#### **PROPOSED CHANGE OF REGISTERED CAPITAL**

In view of (1) the implementation of the 2020 Restricted Share Incentive Scheme by the Company, the attribution and registration of the second class of restricted shares were completed on April 10, 2023 and May 12, 2023, respectively, with a total of 1,145,600 A shares registered, and the total number of shares issued increased by 1,145,600 A shares accordingly; On June 21, 2023, the Company completed the repurchase and cancellation of the restricted shares granted to the resigned incentive participants but not yet unlocked, repurchased and cancelled a total of 14,016 A shares, and the total number of shares issued was reduced by 14,016 A shares accordingly; and (2) pursuant to the Capitalization Issue which forms part of the profit distribution plan of the Company for the year ended December 31, 2022, the total number of A shares of the Company will be increased by 428,173,069 A shares; and the total number of H shares of the Company increased by 75,279,600 H shares accordingly.

In conclusion, the total number of shares issued of the Company increased by 504,584,253 shares accordingly. The total number of shares issued of the Company increased from 837,956,198 shares to 1,342,540,451 shares, and the registered capital increased from RMB837,956,198 to RMB1,342,540,451. As a result of the above changes in the registered capital and total number of shares issued of the Company, the Board proposes to change the registered capital of the Company from RMB837,956,198 (divided into 837,956,198 Shares) to RMB1,342,540,451 (divided into 1,342,540,451 Shares).

## **PROPOSED AMENDMENTS**

On February 17, 2023, the State Council of the PRC and the China Securities Regulatory Commission (the “**CSRC**”) issued the Decision of the State Council on Repealing Certain Administrative Regulations and Documents and the Provisional Measures for the Administration of Overseas Offering and Listing of Securities by Domestic Enterprises, respectively, which became effective on March 31, 2023 (“**Changes in Regulations of the PRC**”). On the same day when the above new regulations came into effect, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (“**Mandatory Provisions**”) were abolished.

In light of the above Changes in Regulations of the PRC, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) also issued a consultation paper “Proposed Amendments to the Listing Rules in light of the New Regulation in Mainland China and other amendments to the provisions relating to PRC issuers” on February 24, 2023 and issued a consultation conclusion on July 23, 2023 (collectively, the “**Consultation Paper**”) setting out the corresponding amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”), which became effective on August 1, 2023. where the Stock Exchange (a) removes the class meeting requirements and other relevant requirements in relation to the issuance and repurchase of shares by PRC issuers; (b) abolish Appendix 13D to the Hong Kong Listing Rules which requires the articles of association of a PRC issuer to include the Mandatory Provisions and other ancillary provisions; (c) to amend Chapter 9 and Chapter 19A of the Hong Kong Listing Rules to reflect the filing system of the CSRC; (d) to delete the provisions on the solution in form of arbitration of disputes involving holders of H shares as required by the Mandatory Provisions; and (e) to amend other Hong Kong Listing Rules to address issues arising from the different classes of Domestic Shares and H shares.

As a result of Changes in Regulations of the PRC, holders of Domestic Shares and H shares are no longer deemed to be shareholders of different classes under the PRC law, and as a result, the substantive rights (including rights to voting, dividends and distributions of assets on a winding up) attached to these two classes of shares are identical. According to the Consultation Paper, the removal of the class meeting requirements would not prejudice the protection of the H Shareholders, and the removal of the class meeting is consistent with the existing arrangements of non-PRC issuers with dual listing on the stock exchange of PRC and the Stock Exchange, there is no requirement under the PRC regulations (and the Hong Kong Listing Rules) that shares listed on different exchanges shall be regarded as different classes of shares. In addition, the Stock Exchange has stated in its Consultation Paper that it considers the arbitration rules to be unnecessary, and that the deletion of such requirements would

bring it in line with the provisions of the Hong Kong Listing Rules applicable to overseas issuers without similar arbitration rules. The Consultation Paper emphasises that following the removal of the provisions of arbitration, shareholders of a PRC issuer may exercise their rights under the articles of association, like shareholders of other overseas issuers. In particular, they may seek to exercise their rights as shareholders of an overseas issuer by commencing legal proceedings in the courts of the place of incorporation of the issuer or in the courts of Hong Kong. Therefore, the Company considers that the Proposed Amendments will not have any negative impact on the Shareholders' protection mechanism as set out in the Articles of Association. Instead, the Proposed Amendments are in line with the Company's objective to provide Shareholders with the same level of protection as shareholders of non-PRC issuers listed on the Stock Exchange.

In view of the implementation of the above new requirements and the aforesaid changes in the registered capital of the Company, and in accordance with the latest requirements of relevant laws, regulations and regulatory documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the ChiNext Market of the Shenzhen Stock Exchange, the Guideline No. 2 on Self-regulatory Supervision of Companies Listed on the Shenzhen Stock Exchange – Standardised Operation of Companies Listed on the ChiNext Market and the Hong Kong Listing Rules, and taking into account the actual conditions of the Company, the Board approved and proposed to make amendments to the Articles of Association.

In view of the aforesaid proposed amendments to the Articles of Association of the Company, the Board and the Supervisory Committee have considered and approved the amendments to the relevant provisions of the Rules of Procedure for General Meetings and the Rules of Procedure for Supervisory Committee, respectively, on the same day.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this announcement. For details of the proposed amendments to the Rules of Procedure for General Meetings, please refer to Appendix II to this announcement. For details of the proposed amendments to the Rules of Procedure for the Supervisory Committee, please refer to Appendix III to this announcement.

The Proposed Change of Registered Capital and the Proposed Amendments are still subject to the approval of the shareholders of the Company at the extraordinary general meeting, the A Share Class Meeting and the H Share Class Meeting respectively by way of passing of the special resolutions. At the same time, the Board proposes to the general meeting to authorise the management of the Company to handle the subsequent industrial and commercial registration of changes, filing of the Articles of Association and other relevant matters. The authorization shall be valid from the date of approval at the general meeting to the date of completion of the filing of the relevant industrial and commercial registration of changes and the Articles of Association. The details of the amendments to the Articles of Association of the Company are subject to the industrial and commercial registration.

A circular containing, among other things, details of the Proposed Change of Registered Capital and the Proposed Amendments and a notice of the general meeting will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board  
**JL MAG RARE-EARTH CO., LTD.**  
**Cai Baogui**  
*Chairman*

Jiangxi, August 24, 2023

*As of the date of this announcement, the Board of the Company comprises Mr. Cai Baogui and Mr. Lyu Feng as executive Directors; Mr. Hu Zhibin, Mr. Li Xinnong, Mr. Liang Minhui and Mr. Li Xiaoguang as non-executive Directors; and Mr. Zhu Yuhua, Mr. Xu Feng and Ms. Cao Ying as independent non-executive Directors.*

## APPENDIX I

The details of the proposed amendments to the Articles of Association are as follows:

No.	Before Amendments	After Amendments
1	<p>Article 1 These Articles of Association are formulated, subject to approval from the shareholders' general meeting in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereafter referred to as the "Securities Law"), <u>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</u> (hereafter referred to as the "Special Regulations"), <u>the Mandatory Provisions for Articles of Association of Companies Listing Overseas</u> (hereafter referred to as the "Mandatory Provisions"), <u>the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (Zheng Jian Hai Han [1995] No.1)</u>, <u>the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies</u>, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of JL MAG RARE-EARTH CO., LTD.(hereafter referred to as the "Company"), its shareholders and creditors as well as regulating the organization and activities of the Company</p>	<p>Article 1 These Articles of Association are formulated, subject to approval from the shareholders' general meeting <b>in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereafter referred to as the "Securities Law"), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules")</b> and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of JL MAG RARE-EARTH CO., LTD.(hereafter referred to as the "Company"), its shareholders and creditors as well as regulating the organization and activities of the Company</p>
2	<p><b>Deleting "Special Regulations" in its entirety.</b></p>	

No.	Before Amendments	After Amendments
3	<p>Article 3 On August 23, 2018, pursuant to the approval by China Securities Regulatory Commission (hereinafter referred as to “CSRC”), the Company issued 41,600,000 RMB-denominated ordinary shares for initial public offering. The shares were listed on the ChiNext Market of the Shenzhen Stock Exchange on September 21, 2018</p> <p>On November 23, 2021, pursuant to the approval by CSRC, the Company <u>issued 125,466,000 overseas-listed foreign shares in Hong Kong (hereinafter referred to as “H shares”). The H shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on January 14, 2022.</u></p>	<p>Article 3 On August 23, 2018, pursuant to the approval by China Securities Regulatory Commission (hereinafter referred as to “CSRC”), the Company issued 41,600,000 RMB-denominated ordinary shares for initial public offering. The shares were listed on the ChiNext Market of the Shenzhen Stock Exchange on September 21, 2018</p> <p>On November 23, 2021, pursuant to the approval by CSRC, <b>the Company issued 125,466,000 ordinary shares in Hong Kong</b>, which were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on January 14, 2022.</p>
4	<p>Article 6 The registered capital of the Company is <u>RMB837,956,198.</u></p>	<p>Article 6 The registered capital of the Company is <b>RMB1,342,540,451.</b></p>
5	<p>Article 10(2) <u>Subject to the approval of the regulatory authority for the examination and approval of companies as authorized by the State Council, the Company may, according to its operation and management needs, conduct investment operations in accordance with the relevant provisions of the Company Law.</u></p>	<p><b>Deleted</b></p>
6	<p>Article 11(3) <u>The “legal action” referred to in the preceding paragraph includes the initiation of proceedings in a court or application to an arbitration institution for arbitration.</u></p>	<p><b>Deleted</b></p>
7	<p>Article 15 <u>The stocks of the Company shall take the form of shares. The Company shall have ordinary shares at all times. The ordinary shares issued by the Company include domestic shares and foreign shares. It may have other kinds of shares according to needs, upon approval of the examination and approval department authorized by the State Council, subject to the requirements of the laws and administrative regulations.</u></p>	<p>Article 15 <b>The stocks of the Company shall take the form of shares.</b></p>



No.	Before Amendments	After Amendments
8	<p>Article 18(1) The Company may, <u>with approval from the CSRC</u>, issue shares to domestic and overseas investors.</p>	<p>Article 18(1) The Company may, <b>after fulfilling the registration or filing procedures with CSRC in accordance with the law</b>, issue shares to domestic and overseas investors.</p>
9	<p>Article 19 <u>The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares.</u> The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as Foreign Shares. Foreign Shares listed overseas shall be referred to as “overseas-listed foreign shares”.</p> <p>“Foreign currencies” referred to in the previous paragraph means the legal currencies of countries or districts outside the PRC which are recognized by the foreign exchange authority of the State and which can be used to make the share price to the Company.</p> <p><u>Overseas-listed foreign shares issued by the Company and listed on the Hong Kong Stock Exchange are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</u></p> <p>Shareholders of domestic shares and shareholders of foreign shares are both ordinary shareholders and shall have the same rights and bear the same obligations.</p>	<p>Article 19 The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. <b>Domestic shares listed in the PRC are referred to as domestically listed domestic shares (“A shares”)</b>. The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as Foreign Shares. Foreign Shares listed overseas shall be referred to as “overseas-listed foreign shares”.</p> <p>“Foreign currencies” referred to in the previous paragraph means the legal currencies of countries or districts outside the PRC which are recognized by the foreign exchange authority of the State and which can be used to make the share price to the Company.</p> <p><b>Overseas-listed foreign shares issued by the Company and listed on the Hong Kong Stock Exchange (hereinafter referred to as “H shares”) are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</b></p> <p>Shareholders of domestic shares and shareholders of foreign shares are both ordinary shareholders and shall have the same rights and bear the same obligations.</p>

No.	Before Amendments	After Amendments
10	<p>Article 20 <u>The domestic-listed domestic shares issued by the Company shall be kept at the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. H shares issued by the Company shall primarily be put under custody of the Company authorized by the Hong Kong Securities Clearing Company Limited.</u></p>	<p>Article 20 The <b>A shares</b> issued by the Company shall be kept at the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. H shares issued by the Company shall primarily be put under custody of the Company authorized by the Hong Kong Securities Clearing Company Limited.</p>
11	<p>Article 22 <u>The total number of shares of the Company is 837,956,198, all of which are ordinary shares, including 712,490,198 shares, held by shareholders of domestic-listed domestic shares, accounting for approximately 85.03% of the total share capital of the Company; 125,466,000 shares held by shareholders of H shares, accounting for approximately 14.97% of the total share capital of the Company.</u></p>	<p>Article 22 The total number of shares of the Company is <b>1,342,540,451</b>, all of which are ordinary shares, including <b>1,141,794,851</b> shares, held by shareholders of A shares, accounting for approximately <b>85.05%</b> of the total share capital of the Company; <b>200,745,600</b> shares held by shareholders of H shares, accounting for approximately <b>14.95%</b> of the total share capital of the Company.</p>
12	<p>Article 23 <u>Upon approval by the securities regulatory authorities of the State Council of the proposal for issue of H shares and domestic shares, the Board of Directors of the Company may make implementation arrangements for such proposal by means of separate issuance.</u></p> <p><u>The Company's proposal for separate issuance of H shares and domestic shares in accordance with the preceding paragraph may be implemented respectively within 15 months from the date of approval by the securities regulatory authorities of the State Council or the department authorized by the State Council or the validity period of their approval document.</u></p>	<p><b>Deleted</b></p>
13	<p>Article 24 <u>Where the Company issues H shares and domestic shares respectively within the total number of shares defined in the issuance plan, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several stages subject to the approval by the securities regulatory authorities of the State Council or the department authorized by the State Council.</u></p>	<p><b>Deleted</b></p>



No.	Before Amendments	After Amendments
14	<p>Article 25(2) <u>The issuance of new shares by the Company shall be approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the Company’s shares are listed, and carried out in accordance with the relevant national laws, administrative regulations, departmental regulations and the procedures stipulated in the listing rules of the place where the Company’s shares are listed.</u></p>	<p>Article 23(2) <b>The issuance of new shares by the Company shall be carried out in accordance with the procedures stipulated in the relevant national laws, administrative regulations, departmental regulations, the listing rules of the place where the Company’s shares are listed, and the provisions of the Articles of Association.</b></p>
15	<p>Article 28 Where the Company acquires its shares under the circumstances set forth in Clause (I) and (II) of Article 27 of the Articles of Association, a resolution shall be passed at a shareholders’ general meeting. Where the Company acquires its shares under the circumstances set forth in Clause (III), (V) and (VI) of Article 27 of the Articles of Association, a resolution shall be passed at a meeting of the Board of Directors attended by two-thirds or more of the Directors. After the Company acquires its shares in accordance with the provisions of Article 27, the Company shall cancel the shares within 10 days from the date of acquisition in the case of Clause (I); transfer or cancel the shares within 6 months in the case of Clause (II) and (IV); transfer or cancel the shares within three years in the case of Clause (III), (V) and (VI) and the total number of shares held by the Company shall not exceed 10% of the total number of issued shares of the Company.</p>	<p>Article 26 Where the Company acquires its shares under the circumstances set forth in Clause (I) and (II) of Article 25 of the Articles of Association, a resolution shall be passed at a shareholders’ general meeting. Where the Company acquires its shares under the circumstances set forth in Clause (III), (V) and (VI) of Article 25 of the Articles of Association, a resolution shall be passed at a meeting of the Board of Directors attended by two-thirds or more of the Directors. After the Company acquires its shares in accordance with the provisions of Article 25, the Company shall cancel the shares within 10 days from the date of acquisition in the case of Clause (I); transfer or cancel the shares within 6 months in the case of Clause (II) and (IV); transfer or cancel the shares within three years in the case of Clause (III), (V) and (VI) and the total number of shares held by the Company shall not exceed 10% of the total number of issued shares of the Company.</p> <p><b>Where the laws and regulations of the place where the Company’s shares are listed or the listing rules of the stock exchange provide otherwise in respect of the above, such provisions shall apply.</b></p>

No.	Before Amendments	After Amendments
16	<p>Article 29 <u>The repurchase of shares by the Company with the approval of the relevant state authorities may be carried out by one of the following means:</u></p> <p>(I) <u>Issuing an offer to repurchase shares to all the shareholders in the same proportion;</u></p> <p>(II) <u>Repurchase through public trading on the stock exchange;</u></p> <p>(III) <u>Repurchase by agreement outside the stock exchange;</u></p> <p>(IV) <u>Other circumstances permitted by laws, administrative regulations and relevant competent authorities.</u></p>	<b>Deleted</b>
17	<p>Article 31 <u>When the Company repurchases its shares by agreement outside the stock exchange, it shall be approved in advance by the shareholders' general meeting in accordance with the provisions of the Articles of Association. With the prior approval of the shareholders' general meeting in the same manner, the Company may rescind or change the contract entered into by the aforementioned means or waive any of its rights in the contract.</u></p> <p><u>The contract for the repurchase of shares referred to in the preceding clauses includes but not limited to the agreement to assume the obligation to repurchase shares and to acquire the right to repurchase shares.</u></p> <p><u>The Company may not transfer the contract for the repurchase of its shares or any of the rights provided for in the contract. For the redeemable shares that the Company is entitled to repurchase, the listing rules of the place where the Company's shares are listed shall apply.</u></p>	<b>Deleted</b>

No.	Before Amendments	After Amendments
18	<p>Article 32 <u>With respect to the Company's right to repurchase the redeemable shares, the price shall not exceed a certain limit of maximum price if the redemption is not carried out on the market or through a tender; if the repurchase is carried out through a tender, the relevant tender must be issued to all the shareholders without discrimination.</u></p>	<b>Deleted</b>
19	<p>Article 33 <u>After the Company has bought back its shares in accordance with the law, it shall, within the period prescribed by laws and administrative regulations, cancel such part of the shares and apply to the original registration authority for registration of changes in its registered capital. The total par value of the cancelled shares shall be written off from the registered capital of the Company.</u></p>	<b>Deleted</b>
20	<p>Article 34 <u>Unless the Company has entered into liquidation, the repurchase of its issued shares shall comply with the following provisions:</u></p> <p>(I) <u>Should the Company repurchase its shares at par value, the funds therefor shall be deducted from the book balance of the distributable profits of the Company and the proceeds from issue of new shares for the purpose of repurchasing the existing shares.</u></p> <p>(II) <u>Should the Company repurchase its shares at a price higher than their par value, the amount equal to the par value shall be deducted from the book balance of the distributable profits of the Company and proceeds from issue of new shares for the repurchase of the existing shares; and the amount exceeding the par value shall be processed by the following means:</u></p> <p>1. <u>if the repurchased shares were issued at par value, the amount shall be deducted from the book balance of the distributable profit of the Company;</u></p>	<b>Deleted</b>

No.	Before Amendments	After Amendments
	<p data-bbox="352 219 831 1002">2. <u>if the repurchased shares were issued at a price higher than their par value, the amount shall be deducted from the book balance of the distributable profits of the Company and the proceeds from issue of new shares for the repurchase of the existing shares, provided that the amount to be deducted from the proceeds from issue of new shares shall not exceed the total premium received at the time of issue of the existing shares repurchased, nor the amount in the Company's premium account (or capital reserve account) at the time of repurchase (including the amount of the premium for new shares issued);</u></p> <p data-bbox="280 1044 831 1193">(III) <u>Payments made by the Company for the following purposes shall be charged to the distributable profits of the Company:</u></p> <ol data-bbox="352 1236 831 1566" style="list-style-type: none"> <li data-bbox="352 1236 831 1300">1. <u>obtaining the rights to repurchase its shares;</u></li> <li data-bbox="352 1342 831 1406">2. <u>revising the contract for the repurchase of its shares;</u></li> <li data-bbox="352 1449 831 1566">3. <u>releasing itself from its obligations under the repurchase contract.</u></li> </ol>	

No.	Before Amendments	After Amendments
	<p><u>(IV) After the total par value of the cancelled shares is written down from the registered capital of the Company in accordance with the relevant regulations, the amount deducted from the distributable profits for the portion of the par value of the shares to be repurchased shall be credited to the premium account (or capital reserve account) of the Company.</u></p> <p><u>Should the laws, regulations, rules, normative documents and the relevant regulations of the securities supervisory authority where the Company’s shares are listed provide otherwise for the financial treatment involved in the aforementioned share repurchase, such provisions shall prevail.</u></p>	
21	<p>Article 35 <u>Unless otherwise provided in the Company Law and other normative documents, the listing rules of the place where the Company’s shares are listed and the Articles of Association, fully paid-up shares of the Company are legally transferrable free of lien.</u></p>	<p><b>Article 28 The shares of the Company could be transferred in accordance with the law.</b></p>
22	<p>Article 44(2) <u>Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
23	<p data-bbox="280 225 833 672"><u>Article 45 During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all securities listing documents, listing on the Hong Kong Stock Exchange contain the below declarations and shall also instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such particular holder delivers to such share registrar a signed form for such shares containing the declarations below:</u></p> <p data-bbox="280 710 833 987"><u>(I) The acquirer of shares agrees with the Company and its shareholders, and the Company agrees with each shareholder, to observe and comply with relevant provisions of the laws and regulations such as the Company Law and the Special Regulations and these Articles of Association;</u></p> <p data-bbox="280 1025 833 1821"><u>(II) The acquirer of shares agrees with the Company and its shareholders, directors, supervisors, the general manager and other senior management, and the Company (for itself and on behalf of its directors, supervisors, the general manager and other senior management) agrees with its shareholders to refer all disputes and claims arising from these Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with these Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</u></p>	<p data-bbox="874 225 970 257"><b>Deleted</b></p>



No.	Before Amendments	After Amendments
	<p><u>(III) The acquirer of shares agrees with the Company and its shareholders that the Company's shares are freely transferable by the holder thereof;</u></p> <p><u>(IV) The acquirer of shares authorizes the Company to enter into a contract on his behalf with each director and senior management whereby such director and senior management undertake to observe and comply with their obligations to shareholders stipulated in these Articles of Association.</u></p>	
24	<p><u>Article 48 Pursuant to the understanding reached and agreement entered into between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities, the Company may keep the register of shareholders of overseas-listed foreign shares and entrust an overseas entity to manage it. The original register of shareholders of shareholders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</u></p> <p><u>The Company shall keep a copy of the register of shareholders of overseas-listed foreign shares at the Company's residential address. The overseas entrusted agency shall at all times ensure consistency between the original and copy of the register of shareholders of overseas listed foreign shares.</u></p> <p><u>In case of inconsistency between the original and copy of the register of shareholders of overseas-listed foreign shares, the original shall prevail.</u></p>	<b>Deleted</b>

No.	Before Amendments	After Amendments
25	<p data-bbox="280 229 831 374"><u>Article 49 The Company must keep a complete register of shareholders. The register of shareholders shall include the following:</u></p> <p data-bbox="280 417 831 561">(I) <u>Register of shareholders kept at the Company’s residential address other than those specified in clauses (II) and (III) of this Article;</u></p> <p data-bbox="280 604 831 789">(II) <u>Register of the holders of overseas-listed foreign shares of the Company kept at the location of the stock exchange where such shares are listed; and</u></p> <p data-bbox="280 832 831 976">(III) <u>Register of shareholders kept in other locations according to the decision of the Board of Directors as required for the listing of the Company’s shares</u></p>	<b>Deleted</b>
26	<p data-bbox="280 1000 831 1261"><u>Article 50 Different parts of the shareholders’ register shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not be registered elsewhere in the register of shareholders as long as the shares remain registered.</u></p> <p data-bbox="280 1304 831 1485"><u>Any alteration or rectification to any part of the register of shareholders shall be made in accordance with the laws in the place where such part of the register of shareholders is maintained.</u></p>	<b>Deleted</b>

No.	Before Amendments	After Amendments
27	<p data-bbox="280 229 831 336">Article 63 Shareholders of ordinary shares of the Company shall have the following obligations:</p> <ul style="list-style-type: none"> <li data-bbox="280 378 831 597">(I) To abide by the laws, administrative regulations, departmental rules, normative documents, listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association;</li> <li data-bbox="280 640 831 746">(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</li> <li data-bbox="280 789 831 863">(III) Not to surrender the shares unless required by law and regulations;</li> <li data-bbox="280 906 831 1204">(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</li> </ul> <p data-bbox="355 1247 831 1459">Where shareholders of the Company abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws;</p> <p data-bbox="355 1502 831 1874">Where shareholders of the Company abuse Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p>	<p data-bbox="874 229 1425 336">Article 52 Shareholders of ordinary shares of the Company shall have the following obligations:</p> <ul style="list-style-type: none"> <li data-bbox="874 378 1425 597">(I) To abide by the laws, administrative regulations, departmental rules, normative documents, listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association;</li> <li data-bbox="874 640 1425 746">(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</li> <li data-bbox="874 789 1425 863">(III) Not to surrender the shares unless required by law and regulations;</li> <li data-bbox="874 906 1425 1204">(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</li> </ul> <p data-bbox="949 1247 1425 1459">Where shareholders of the Company abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws;</p> <p data-bbox="949 1502 1425 1874">Where shareholders of the Company abuse Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p>

No.	Before Amendments	After Amendments
	<p>(V) Other obligations as stipulated by the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed and the Articles of Association.</p> <p>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p><b>(V) When an investor holds, or jointly holds with others through agreements or other arrangements, up to 3% of the Company's issued shares through securities trading on a stock exchange, he or she shall make a written report to the Company's Board of Directors within three days from the date of occurrence of such fact. After a shareholder holds, or jointly holds with others through agreements or other arrangements, 3% of the Company's issued shares, he or she shall report in accordance with the preceding paragraph for every 3% increase or decrease in his or her shareholding of the Company's issued shares. The contents of the report shall include, but not limited to, an introduction of the person obligated to disclose information, the purpose of the change in interest, the manner of the change in interest, the source of funds for the transaction, the follow-up plan, an analysis of the impact on the listed company, the trading of listed shares within the preceding six months, the financial information of the person obligated to disclose information, other important matters, documents for inspection and declarations of the person obligated to disclose information and the legal representative.</b></p> <p>(VI) Other obligations as stipulated by the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed and the Articles of Association.</p> <p>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>

No.	Before Amendments	After Amendments
28	<p>Article 58 The Shareholders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To receive dividends and profit distributions in other forms in proportion to the shares held by them;</p> <p>(II) <u>To lawfully require, convene, preside over or attend shareholders’ general meeting either in person or by proxy and exercise their corresponding voting rights;</u></p> <p>(III) <u>To supervise, make recommendations or make inquiries about the operations of the Company;</u></p> <p>(IV) To transfer, gift or pledge their shares in accordance with the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed, and the Articles of Association;</p> <p>(V) <u>To obtain relevant information according to the provisions of the Articles of Association, including:</u></p> <p>1. <u>obtaining a copy of the Articles of Association after payment of the cost;</u></p>	<p>Article 47 The Shareholders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To receive dividends and profit distributions in other forms in proportion to the shares held by them;</p> <p>(II) <b>To lawfully require, convene, preside over or attend shareholders’ general meeting either in person or by proxy, to speak at the general meeting and exercise their corresponding voting rights;</b></p> <p>(III) <b>T o s u p e r v i s e , m a k e recommendations or make inquiries about the operations of the Company;</b></p> <p>(IV) To transfer, gift or pledge their shares in accordance with the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed, and the Articles of Association;</p> <p>(V) <b>To check the Articles of Association, register of shareholders, bond stubs, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Supervisory Committee, and financial accounting reports;</b></p>

No.	Before Amendments	After Amendments
	<p data-bbox="352 225 831 325">2. <u>inspecting and reproducing the following after payment of reasonable fees:</u></p> <p data-bbox="432 363 831 431">(1) <u>copies of all register of members;</u></p> <p data-bbox="432 470 831 921">(2) <u>the personal data of the directors, supervisors, general manager and other senior management of the Company, including: (a) present and past name and alias; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identity document and number;</u></p> <p data-bbox="432 959 831 1027">(3) <u>the share capital condition of the Company;</u></p> <p data-bbox="432 1066 831 1474">(4) <u>a report on the aggregate par value, quantity, the highest price and the lowest price of every class of shares the Company has repurchased since the previous accounting year, as well as all the expenses the Company has paid in this regard (breakdown by domestic shares and H Shares);</u></p> <p data-bbox="432 1513 831 1623">(5) <u>the minutes of shareholders' general meeting.</u></p> <p data-bbox="432 1661 831 1927"><u>The Company must prepare the documents set out in clauses (1) and (5) above at the Hong Kong address of the Company according to the requirements of the Hong Kong Listing Rules for inspection by the Shareholders free of charge;</u></p>	<p data-bbox="874 225 1425 400">(VI) In the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;</p> <p data-bbox="874 438 1425 644">(VII) To require the Company to acquire the shares held by the Shareholders who object to a resolution proposed at the shareholders' general meeting concerning the merger or division of the Company;</p> <p data-bbox="874 683 1425 921">(VIII) Other rights as stipulated by the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed or the Articles of Association.</p> <p data-bbox="874 959 1425 1166">Where any person directly or indirectly owning interests does not disclose his/her interests to the Company, the Company shall not therefore exercise any right to freeze or otherwise impair any rights attached to the shares held by such person.</p>



No.	Before Amendments	After Amendments
	<p>(VI) In the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;</p> <p>(VII) To require the Company to acquire the shares held by the Shareholders who object to a resolution proposed at the shareholders' general meeting concerning the merger or division of the Company;</p> <p>(VIII) Other rights as stipulated by the laws, administrative regulations, department rules, regulatory documents, the listing rules of the stock exchange in the place where the Shares of the Company are listed or the Articles of Association.</p> <p>Where any person directly or indirectly owning interests does not disclose his/her interests to the Company, the Company shall not therefore exercise any right to freeze or otherwise impair any rights attached to the shares held by such person.</p>	
29	<p>Article 85 When a shareholders' general meeting is convened by the Company, the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding 3% or more of the shares of the Company shall be entitled to raise proposals to the Company.</p> <p><u>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposed resolutions in writing to the convener of the shareholders' general meeting 10 days before the convening of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of the proposals and announce the contents thereof.</u></p>	<p>Article 74 When a shareholders' general meeting is convened by the Company, the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding 3% or more of the shares of the Company shall be entitled to raise proposals to the Company.</p> <p><b>The convener of a shareholders' general meeting shall take the best interests of the Company and the shareholders as its code of conduct and examine the proposals for the shareholders' general meeting in accordance with the provisions of the Articles of Association. If the convener considers that the content of the proposal or the procedure for making the proposal is in compliance with the provisions of the Articles of Association after examination, the</b></p>

No.	Before Amendments	After Amendments
	<p><u>Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor add new proposals.</u></p> <p><u>The shareholders' general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice or are inconsistent with Article 84 hereof.</u></p>	<p><b>proposal shall be included in the agenda of that shareholders' general meeting. If the convener considers that the content of the proposal or the procedure for making the proposal is not in compliance with the provisions of the Articles of Association, he or she shall provide an explanation and justification at that shareholders' general meeting.</b></p> <p>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposed resolutions in writing to the convener of the shareholders' general meeting 10 days before the convening of the shareholders' general meeting, <b>whereas the provisional proposals should have clear topics and specific resolutions. After reviewing in accordance with the requirements of the preceding paragraph, the content and submission procedures of the proposal comply with the provisions of the Articles of Association.</b> The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of the proposals and announce the contents thereof.</p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor add new proposals.</p> <p>The shareholders' general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice or are inconsistent with <b>Article 73</b> hereof.</p>

No.	Before Amendments	After Amendments
30	<p>Article 93(3) If the shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize one or more people it deems appropriate to act as its representatives at any shareholders' general meeting or <u>class meeting</u>; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The power of attorney shall be signed by a person authorized by the recognized clearing house. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.</p>	<p>Article 82(3) If the shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize one or more people it deems appropriate to act as its representatives at any shareholders' general meeting or <b>meeting of creditors</b>; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The power of attorney shall be signed by a person authorized by the recognized clearing house. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.</p>
31	<p><b>Deleting “or class meeting” in its entirety.</b></p>	
32	<p>Article 109 A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company. <u>Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes within seven days after receipt of the reasonable payment therefor.</u></p>	<p>Article 98 <b>A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company.</b></p>
33	<p>Article 143 <u>Directors shall be elected or replaced at the shareholders' general meeting, and could be dismissed by the shareholder's general meeting before the expiration of the term of office. The term of office of the directors shall be three (3) years. Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment.</u></p>	<p>Article 124 <b>Directors shall be elected or replaced at the shareholders' general meeting with the term of office of 3 years.</b> Upon maturity of the current term of office, a director shall be eligible to offer himself for re-election and reappointment. <b>A director cannot be removed without cause by the General Meeting of Shareholders before the expiration of his or her term of office.</b></p>

No.	Before Amendments	After Amendments
	<p><u>A written notice to be delivered to the Company stating the intention to nominate a candidate for the position of director and the candidate’s consent to be nominated in writing shall be delivered to the Company at least seven days in advance.</u></p> <p><u>In accordance with relevant laws and administrative regulations and requirements of the securities regulatory authority where the Company’s shares are listed, a director whose terms of office has not expired can be removed at the shareholders’ general meeting by an ordinary resolution (however, claims for compensation pursuant to any contract will not be affected).</u></p> <p><u>The terms of office of director commences on the date of appointment to the expiry of the term of the session of the Board of Directors. Where a director has not been timely re-elected at the expiry of the term of office, prior to the assumption by the re-elected director, the former director shall perform his/her duty as a director in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the company are listed and the provision of this Articles of Association.</u></p> <p><u>A director’ s post may be assumed by the general manager or other senior management officer(s), but the sum of the total number of directors who also assume the duties of the general manager or other senior management officer(s) and the number of staff representative directors, shall not exceed one half of the total number of directors of the Company.</u></p>	<p>A written notice to be delivered to the Company stating the intention to nominate a candidate for the position of director and the candidate’s consent to be nominated in writing shall be delivered to the Company at least seven days in advance.</p> <p>In accordance with relevant laws and administrative regulations and requirements of the securities regulatory authority where the Company’s shares are listed, a director whose terms of office has not expired can be removed at the shareholders’ general meeting by an ordinary resolution (however, claims for compensation pursuant to any contract will not be affected). <b>Applicable circumstances include, but are not limited to, circumstances under which a director is prohibited from holding such position under laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company’s shares are listed, and the Articles of Association, or circumstances under which the Company’s interests are jeopardized as a result of failing to fulfill the obligations of fidelity and diligence.</b></p> <p>The terms of office of director commences on the date of appointment to the expiry of the term of the session of the Board of Directors. Where a director has not been timely re-elected at the expiry of the term of office, prior to the assumption by the re-elected director, the former director shall perform his/her duty as a director in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the company are listed and the provision of this Articles of Association.</p>

No.	Before Amendments	After Amendments
	<p><u>Directors shall not be required to hold shares of the Company.</u></p>	<p>A director's post may be assumed by the general manager or other senior management officer(s), but the sum of the total number of directors who also assume the duties of the general manager or other senior management officer(s) and the number of staff representative directors, shall not exceed one half of the total number of directors of the Company.</p> <p>Directors shall not be required to hold shares of the Company.</p>
34	<p><b>Deleting “chairman of the meeting” and replacing that with “chairperson of the meeting” in its entirety</b></p>	
35	<p><u>Article 135 Shareholders holding different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy the rights and assume the obligations in accordance with the laws, administrative regulations and the Articles of Association.</u></p> <p><u>Apart from holders of other classes of shares, holders of domestic shares and H shares are deemed to be shareholders of different classes.</u></p> <p><u>The Company shall ensure adequate voting rights for the holders of preference shares under appropriate circumstances.</u></p>	<p><b>Deleted</b></p>
	<p><u>Article 136 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such proposed change or abrogation has been approved by way of a special resolution at a shareholders' general meeting and by a separate shareholder meeting convened by the shareholders of the class of shares so affected in accordance with Articles 138 to 142.</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p data-bbox="280 225 831 336"><u>Article 137 The following circumstances shall be deemed as change or abrogation of the rights of shareholders of a certain class:</u></p> <p data-bbox="280 378 831 634">(I) <u>To increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</u></p> <p data-bbox="280 676 831 895">(II) <u>To change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;</u></p> <p data-bbox="280 938 831 1051">(III) <u>To cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of the said class;</u></p> <p data-bbox="280 1093 831 1272">(IV) <u>To reduce or cancel rights attached to the shares of the said class to preferentially receive dividends or to receive distributions of assets in a liquidation of the Company;</u></p> <p data-bbox="280 1315 831 1534">(V) <u>To add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of the said class;</u></p> <p data-bbox="280 1576 831 1719">(VI) <u>To cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of the said class;</u></p> <p data-bbox="280 1761 831 1904">(VII) <u>To create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of the said class;</u></p>	<p data-bbox="874 225 970 257"><b>Deleted</b></p>



No.	Before Amendments	After Amendments
	<p><u>(VIII) To restrict the transfer or ownership of the shares of the said class or to impose additional restrictions;</u></p> <p><u>(IX) To issue rights to subscribe for, or to convert into, shares of the said class or another class;</u></p> <p><u>(X) To increase the rights and privileges of the shares of another class;</u></p> <p><u>(XI) To restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;</u></p> <p><u>(XII) To amend or cancel provisions in the section.</u></p>	
	<p><u>Article 138 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning clauses (II) to (VIII), (XI) and (XII) under Article 137, but interested Shareholders shall not be entitled to vote at class meetings.</u></p> <p><u>The term "interested shareholders" in the preceding paragraph shall have the following meanings:</u></p> <p><u>(I) In case of a buyback of shares by the Company by way of a general offer to all shareholders in equal proportion or by way of open market transactions on a stock exchange in accordance with Article 29 hereof, the controlling shareholders as defined in these Articles of Association shall be the "interested shareholders";</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p>(II) <u>In case of a buyback of shares by the Company by an over-the-counter agreement in accordance with Article 29 hereof, holders of shares in relation to such agreement shall be the “interested shareholders”;</u></p> <p>(III) <u>In case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on the other shareholders of that class or who have an interest in the proposed restructuring that is different from the general interests in such proposed restructuring of the other shareholders of that class shall be the “interested shareholders”.</u></p>	
	<p><u>Article 139 Resolution of a shareholders’ class meeting shall be passed only by twothirds or above of the total voting rights of that class being held by the shareholders attending the shareholders class meeting in accordance with Article 138.</u></p>	<p><b>Deleted</b></p>
	<p><u>Article 140 When the Company is to convene a shareholders’ class meeting, the requirements of the notice period of the meeting shall be governed by the relevant provisions of Article 86 of these Articles of Association, and all the registered shareholders of such class of shares shall be notified of the matters to be considered at the meeting and the date and place of the meeting.</u></p> <p><u>If there are special provisions in the listing rules of the stock exchange where the shares of the Company are listed, such provisions shall prevail.</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p><u>Article 141 Notice of the shareholders class meeting shall be served only on the shareholders entitled to vote thereat.</u></p> <p><u>The shareholders class meeting shall be held according to the procedure, to the extent possible, as that applicable to a shareholders' general meeting, the provisions of the Articles of Association of the Company relevant to the procedure for the holding of a shareholders' general meeting shall be applicable to a shareholder's' class meeting</u></p>	<b>Deleted</b>
	<p><u>Article 142 The special procedure for voting by class shareholders shall not apply under the following circumstances:</u></p> <p>(I) <u>Where with the approval by a special resolution at a shareholders' general meeting, the Company issues domestic shares and overseas-listed foreign shares in a period of 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed foreign shares proposed to be issued do not exceed 20% of its respective numbers of each of the issued and outstanding domestic shares and overseas-listed foreign shares;</u></p> <p>(II) <u>Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council;</u></p> <p>(III) <u>Where with approval of the securities regulatory authorities under the State Council, the holders of domestic shares of the Company transfer their shares to overseas investors and list and trade the said shares on overseas stock exchanges.</u></p>	<b>Deleted</b>

No.	Before Amendments	After Amendments
36	<p data-bbox="280 225 833 410"><u>Article 223 A person may not serve as a director, supervisor, general manager or other members of the senior management of the Company if any of the following circumstances apply:</u></p> <p data-bbox="280 449 833 523">(I) <u>A person without legal or with restricted legal capacity;</u></p> <p data-bbox="280 561 833 1006">(II) <u>A person who has been found guilty of sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order where less than a term of five years have elapsed since the sentence was served; or a person who has been deprived of his political rights, in each case where less than five years have elapsed since the sentence was served;</u></p> <p data-bbox="280 1044 833 1459">(III) <u>A person who is a former director, factory manager or general manager of a company or enterprise which has been entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</u></p> <p data-bbox="280 1498 833 1832">(IV) <u>A person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to a violation of the law and who incurred personal liability, where less than three years has elapsed since the date of the revocation of the business license;</u></p> <p data-bbox="280 1870 833 1944">(V) <u>A person who has a relatively large amount of debts due and outstanding;</u></p>	<p data-bbox="874 225 1425 410">Article 204 A person may not serve as a director, supervisor, general manager or other members of the senior management of the Company if any of the following circumstances apply:</p> <p data-bbox="874 449 1425 523">(I) A person without legal or with restricted legal capacity;</p> <p data-bbox="874 561 1425 1006">(II) A person who has been found guilty of sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order where less than a term of five years have elapsed since the sentence was served; or a person who has been deprived of his political rights, in each case where less than five years have elapsed since the sentence was served;</p> <p data-bbox="874 1044 1425 1459">(III) A person who is a former director, factory manager or general manager of a company or enterprise which has been entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p data-bbox="874 1498 1425 1832">(IV) A person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to a violation of the law and who incurred personal liability, where less than three years has elapsed since the date of the revocation of the business license;</p> <p data-bbox="874 1870 1425 1944">(V) A person who has a relatively large amount of debts due and outstanding;</p>

No.	Before Amendments	After Amendments
	<p>(VI) <u>A person who is under criminal investigation by judicial organization for the violation of the criminal law which is not yet concluded;</u></p> <p>(VII) <u>A person who is not eligible to act as an executive of an enterprise according to laws and administrative regulations;</u></p> <p>(VIII) <u>A non-natural person;</u></p> <p>(IX) <u>The prohibition of a person on conducting activities in the security market imposed by the securities regulatory authority of the State Council has not expired;</u></p> <p>(X) <u>A person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction;</u></p> <p>(XI) <u>Other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents or the listing rules of the stock exchange(s) where the shares of the Company are listed.</u></p> <p><u>Where the Company elects and appoints a director or a Supervisor or employs member of the senior management to which this Article applies, such election, appointment or employment shall be null and void. A director, a supervisor and member of the senior management to which any of the above circumstances under this Article applies during his/her term of office shall be released of his/her duties by the Company.</u></p>	<p>(VI) A person who is under criminal investigation by judicial organization for the violation of the criminal law which is not yet concluded;</p> <p>(VII) A person who is not eligible to act as an executive of an enterprise according to laws and administrative regulations;</p> <p>(VIII) A non-natural person;</p> <p>(IX) The prohibition of a person on conducting activities in the security market imposed by the securities regulatory authority of the State Council has not expired;</p> <p>(X) A person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction;</p> <p>(XI) Other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents or the listing rules of the stock exchange(s) where the shares of the Company are listed.</p> <p><b>In addition to the above circumstances that preclude a candidate from serving as a director, supervisor, general manager or other senior management of the Company, a candidate for a non-independent director of the Company shall have more than five years of experience in business management in the same line of business as that of the Company's current main business, or professional competence and knowledge appropriate to the performance of his/her duties as a director, except for experience in serving in a position recognized by the Board of Directors.</b></p>

No.	Before Amendments	After Amendments
		Where the Company elects and appoints a director or a Supervisor or employs member of the senior management to which this Article applies, such election, appointment or employment shall be null and void. A director, a supervisor and member of the senior management to which any of the above circumstances under this Article applies during his/her term of office shall be released of his/her duties by the Company.
37	Article 217(2) The appointment and removal of the chairman of the Supervisory Committee shall be approved by a vote of <u>more than two-thirds</u> of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee; if the chairman of the Supervisory Committee is unable to or fails to perform his or her duties, more than half of the supervisors shall jointly elect a supervisor to convene and preside over the meetings of the Supervisory Committee.	Article 198(2) The appointment and removal of the chairman of the Supervisory Committee shall be approved by a vote of <b>more than half</b> of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee; if the chairman of the Supervisory Committee is unable to or fails to perform his or her duties, more than half of the supervisors shall jointly elect a supervisor to convene and preside over the meetings of the Supervisory Committee.
38	Article 219(3) The Chairman of the Supervisory Committee shall be responsible for convening the meetings of Supervisory Committee. The voting of the Supervisory Committee shall be on a one-person-one-vote basis. A resolution of the Supervisory Committee must be approved by <u>more than two-thirds</u> of the members of the Supervisory Committee.	Article 200(3) The Chairman of the Supervisory Committee shall be responsible for convening the meetings of Supervisory Committee. The voting of the Supervisory Committee shall be on a one-person-one-vote basis. A resolution of the Supervisory Committee must be approved by <b>more than half</b> of the members of the Supervisory Committee.

No.	Before Amendments	After Amendments
39	Article 253(2) The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company is listed or the requirements of the relevant provisions of the stock exchanges. <u>The receiving agents appointed on behalf of holders of the H Shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</u>	Article 234(2) <b>The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company is listed or the requirements of the relevant provisions of the stock exchanges.</b>
40	Article 259 <u>In the event that the position of accounting firm is vacant, the Board of Directors may appoint an accounting firm to fill such vacancy before convening the shareholders' general meeting, provided that it shall be confirmed by an ordinary resolution passed at the next shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.</u>	<b>Deleted</b>
41	Article 262 The remuneration of the accounting firm or the manner in which the firm is to be remunerated shall be determined by the shareholders' general meeting. <u>The remuneration of the accounting firm appointed by the Board of Directors shall be determined by the Board of Directors, provided that it shall be confirmed by an ordinary resolution passed at the next shareholders' general meeting.</u>	Article 242 <b>The remuneration of the accounting firm or the manner in which the firm is to be remunerated shall be determined by the shareholders' general meeting.</b>
42	Article 267 Notice of a shareholders' general meeting of the Company shall be <u>served by announcement.</u>	Article 247 Notice of a shareholders' general meeting of the Company <b>shall be given in the form prescribed in Article 245 hereof.</b>

No.	Before Amendments	After Amendments
43	<p>Article 277 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of property. The Company shall notify all creditors within 10 days after adoption of the merger resolution and <u>shall make at least three announcements in the newspapers designated by the Company for information disclosure as specified in Article 273 of the Articles of Association within 30 days.</u> The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>	<p>Article 257 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of property. The Company shall notify all creditors within 10 days after adoption of the merger resolution and <b>shall make announcements in the newspapers designated by the Company for information disclosure as specified in Article 253 of the Articles of Association within 30 days.</b> The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>
44	<p>Article 279(2) Where the Company is divided, the parties to the division shall sign a division agreement and a balance sheet and an inventory of property shall be prepared. The Company shall notify all creditors within 10 days after adoption of the division resolution and <u>shall make at least three announcements in the newspapers designated by the Company for information disclosure as specified in Article 273 of the Articles of Association within 30 days.</u></p>	<p>Article 259(2) Where the Company is divided, the parties to the division shall sign a division agreement and a balance sheet and an inventory of property shall be prepared. The Company shall notify all creditors within 10 days after adoption of the division resolution and <b>shall make announcements in the newspapers designated by the Company for information disclosure as specified in Article 253 of the Articles of Association within 30 days.</b></p>
45	<p>Article 281(2) The Company shall notify the creditors within 10 days from the date of making the resolution to reduce the registered capital, and <u>shall make at least three announcements in the newspapers designated by the Company for information disclosure as specified in Article 273 of the Articles of Association within 30 days.</u> The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>	<p>Article 261(2) The Company shall notify the creditors within 10 days from the date of making the resolution to reduce the registered capital, and <b>shall make announcements in the newspapers designated by the Company for information disclosure as specified in Article 253 of the Articles of Association within 30 days.</b> The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>



No.	Before Amendments	After Amendments
46	<p>Article 283 The Company may be dissolved for the following reasons:</p> <p>(I) The term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;</p> <p>(II) A resolution for dissolution is passed at a shareholders' general meeting;</p> <p>(III) Merger or division of the Company entails dissolution;</p> <p>(IV) <u>The Company is legally declared insolvent due to its failure to repay debts as they become due;</u></p> <p>(V) The business license is revoked or the Company is ordered to close down or be de registered according to the law;</p> <p>(VI) Where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through other channels, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</p>	<p>Article 263 The Company may be dissolved for the following reasons:</p> <p>(I) The term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;</p> <p>(II) A resolution for dissolution is passed at a shareholders' general meeting;</p> <p>(III) Merger or division of the Company entails dissolution;</p> <p>(IV) <b>The business license is revoked or the Company is ordered to close down or be de-registered according to the law;</b></p> <p>(V) <b>Where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through other channels, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</b></p>

No.	Before Amendments	After Amendments
47	<p>Article 284(3),(4),(5) <u>Where the Company is dissolved in accordance with clauses (I), (II) and (VI) of Article 283 hereof, a liquidation committee shall be established within 15 days from the date of occurrence of the cause of liquidation to start liquidate. The members of the liquidation committee shall be determined by shareholders through ordinary resolutions at the shareholders' general meeting.</u></p> <p><u>Where the Company is dissolved according to clause (IV) of Article 283 of the articles of association, the people's court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</u></p> <p><u>Where the Company is dissolved according to the clause (V) of Article 283 of the articles of association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</u></p>	<p>Article 264(3),(4),(5) <b>If the Company is dissolved due to the clauses (I), (II), (IV) and (V) of Article 263 hereof, a liquidation group shall be established within 15 days from the date of occurrence of the cause of dissolution to commence liquidation. The liquidation group shall be composed of directors or persons determined by the general meeting.</b></p>
48	<p>Article 287(1) <u>The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements at least 3 times in the newspapers designated by the company for information disclosure specified in Article 273 of the Articles of Association within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</u></p>	<p>Article 267(1) The liquidation committee shall notify all creditors within 10 days after its establishment and <b>shall make announcements in the newspapers designated by the Company for information disclosure specified in Article 253 of the Articles of Association within 60 days.</b> The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</p>

No.	Before Amendments	After Amendments
49	<p>Article 298 <u>If the amendment to the articles of association involves the content of the Mandatory Provisions, it will take effect after being approved by the company approval authority authorized by the State Council and the securities regulatory authority of the State Council. If company registration is involved, change shall be registered according to law.</u></p>	<p>Article 278 <b>Amendments to the Articles of Association shall be reported to the competent authorities for approval if such amendments should be subject to the approval of the competent authorities. If company registration is involved, change shall be registered according to law.</b></p>
50	<p>Article 299 <u>The Company shall abide by the following principles of dispute resolution:</u></p> <p>(I) <u>Any dispute or claim arising between holders of overseas-listed foreign shares and the Company; holders of overseas-listed foreign shares and the Company’s directors, supervisors or senior management; or holders of overseas-listed foreign shares and holders of domestic shares, in respect of any rights or obligations arising from the Articles of Association, the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.</u></p> <p><u>When a dispute or claim of rights referred to in the preceding paragraph is submitted for arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person in the Company, or the Company’s shareholders, directors, supervisors, or senior management, comply with the arbitration.</u></p> <p><u>Dispute in respect of the definition of shareholders and dispute in relation to the register of members need not be resolved by arbitration.</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p data-bbox="280 229 831 672"><u>(II) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its Rules or at Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</u></p> <p data-bbox="355 715 831 1044"><u>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.</u></p> <p data-bbox="280 1087 831 1310"><u>(III) If any disputes or claims of rights are settled by way of arbitration in accordance with clause (I) of this Article, the laws of the PRC govern, save as otherwise provided in law and administrative regulations.</u></p> <p data-bbox="280 1353 831 1461"><u>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</u></p>	

No.	Before Amendments	After Amendments
51	<p>Article 300(1), (2) <u>Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting separately or consistently with others; or a shareholder who holds more than 30% of the shares externally issued by the Company when acting separately or consistently with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercising of more than 30% of the voting rights of the Company when acting separately or consistently with others; or a shareholder who factually controls the Company by other means when acting separately or consistently with others.</u></p> <p><u>(II) De facto controller: A person that can effectively control the Company through investment, agreement or other arrangement.</u></p>	<p>Article 279(1), (2) <b>(I) Controlling shareholders are shareholders whose holdings of common shares (including preferred shares with restored voting rights) account for more than 50% of the Company’s total share capital; and shareholders whose holdings are less than 50% but whose voting rights based on their holdings are sufficient to exert a significant influence on the resolutions of the shareholders’ general meeting.</b></p> <p><b>(II) De facto controller means a person who is not a shareholder of the Company, but who, through an investment relationship, agreement or other arrangement, is able to practically dominate the Company’s behavior.</b></p>

*Note:* As a result of the foregoing amendments, the numbering of each clause of the amended Articles of Association will be rearranged and the numbering of other clauses in the document referred to in the clauses will be amended accordingly.

## APPENDIX II

The details of the proposed amendments to Rules of Procedure for General Meetings are as follows:

No.	Before Amendments	After Amendments
1	<p>Article 1 In order to safeguard the legitimate rights and interests of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Company”) and its shareholders, clarify the procedures of general meetings according to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), “Securities Law of the People’s Republic of China”, “Rules of General Meetings of Listed Companies”, “Self-regulatory Guidance No. 2 for Companies Listed on the Shenzhen Stock Exchange – Standardised Operation of Companies Listed on the ChiNext Market”, <u>“Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies”</u>, <u>“Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”</u>, <u>“Letter of Opinions on Supplements and Amendments to Articles of Association of Companies Listed in Hong Kong”</u> (Zheng Jian Hai Han [1995] No. 1), <u>“Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies”</u> and “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as “Hong Kong Listing Rules”), The Rules of Procedure (the “Rules”) are formulated in accordance with the laws, regulations and regulatory documents of the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the Articles of Association of JL MAG RARE-EARTH CO., LTD. (the “Articles of Association”).</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Company”) and its shareholders, clarify the procedures of general meetings according to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), “Securities Law of the People’s Republic of China”, “Rules of General Meetings of Listed Companies”, “Self-regulatory Guidance No. 2 for Companies Listed on the Shenzhen Stock Exchange – Standardised Operation of Companies Listed on the ChiNext Market” and “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as “Hong Kong Listing Rules”), The Rules of Procedure (the “Rules”) are formulated in accordance with the laws, regulations and regulatory documents of the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the Articles of Association of JL MAG RARE-EARTH CO., LTD. (the “Articles of Association”).</p>

No.	Before Amendments	After Amendments
2	<b>Deleting “or class meeting”; amending “Chairman of the meeting” to “Chairperson of the meeting” in its entirety</b>	
3	<p>Article 15 When the Company convenes a general meeting of shareholders, the Board of Directors, the Supervisory Committee and shareholders who individually or collectively hold more than 3% of the Company’s shares shall have the right to submit proposals to the Company.</p> <p>Shareholders who individually or collectively hold more than 3% of the shares of the Company may put forward a provisional proposal and submit it in writing to the convenor 10 days prior to the convening of the shareholders’ general meeting. If the convenor decides to include the proposal in the agenda of the meeting, he shall issue a supplementary notice of the shareholders’ general meeting within 2 days after the receipt of the proposal, announcing the contents of the provisional proposal; if the convenor decides not to include the shareholders’ proposal in the agenda of the meeting, he <u>or she</u> shall provide explanations and clarifications at that shareholders’ general meeting.</p> <p>Except for the circumstances set forth in the preceding paragraph, the convenor shall not amend the proposals already set forth in the notice of the shareholders’ <u>general</u> meeting or add new proposals after issuing the notice of the shareholders’ <u>general</u> meeting announcement.</p>	<p>Article 15 When the Company convenes a general meeting of shareholders, the Board of Directors, the Supervisory Committee and shareholders who individually or collectively hold more than 3% of the Company’s shares shall have the right to submit proposals to the Company.</p> <p><b>The convenor of a general meeting of shareholders shall act in the best interests of the Company and the shareholders, and review proposals for the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the convenor considers that the content of the proposal or the procedure for making the proposal is in compliance with the provisions of the Articles of Association after examination, the proposal shall be included in the agenda of that shareholders’ meeting. If the convenor considers that the content of the proposal or the procedure for making the proposal is not in compliance with the provisions of the Articles of Association, he or she shall provide an explanation and justification at that shareholders’ <u>general</u> meeting.</b></p>

No.	Before Amendments	After Amendments
	<p>The shareholders' meeting shall not vote and make resolutions on proposals that are not set out in the notice of the shareholders' meeting or that do not comply with the provisions of Article 14 of these Rules.</p>	<p>Shareholders who individually or collectively hold more than 3% of the shares of the Company may put forward a provisional proposal and submit it in writing to the convenor 10 days prior to the convening of the shareholders' general meeting. <b>The provisional proposals should have clear topics and specific resolutions. After reviewing in accordance with the requirements of the preceding paragraph, the content of the proposal and the procedure for submitting it comply with the provisions of the Articles of Association.</b> If the convenor decides to include the proposal in the agenda of the meeting, he shall issue a supplementary notice of the shareholders' general meeting within 2 days after the receipt of the proposal, announcing the contents of the provisional proposal; if the convenor decides not to include the shareholders' proposal in the agenda of the meeting, he shall provide explanations and clarifications at that shareholders' general meeting.</p> <p>Except for the circumstances set forth in the preceding paragraph, the convenor shall not amend the proposals already set forth in the notice of the shareholders' meeting or add new proposals after issuing the notice of the shareholders' meeting announcement.</p> <p>The shareholders' meeting shall not vote and make resolutions on proposals that are not set out in the notice of the shareholders' meeting or that do not comply with the provisions of Article 14 of these Rules.</p>



No.	Before Amendments	After Amendments
4	<p>Article 24(3) If such Shareholder is a recognized clearing house within the meaning of the relevant laws and regulations of the place where the shares of the Company are listed or its nominee(s), such Shareholder may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Shareholders or at any <u>class meeting of Shareholders</u>; provided that, if more than one person is so authorized, the power of attorney, signed by an authorized officer of the recognized clearing house, shall specify the number and class of shares in respect of which each such person is so authorized. authorized officer of the Clearing House. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its nominee) (without having to produce proof of shareholding, a notarized authorization and/or further evidence confirming that he or she is duly authorized to do so) and exercise the rights as if such person were an individual shareholder of the Company.</p>	<p>Article 24(3) If such Shareholder is a recognized clearing house within the meaning of the relevant laws and regulations of the place where the shares of the Company are listed or its nominee(s), such Shareholder may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Shareholders or at any <b>meeting of creditors</b>; provided that, if more than one person is so authorized, the power of attorney, signed by an authorized officer of the recognized clearing house, shall specify the number and class of shares in respect of which each such person is so authorized. authorized officer of the Clearing House. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its nominee) (without having to produce proof of shareholding, a notarized authorization and/or further evidence confirming that he or she is duly authorized to do so) and exercise the rights as if such person were an individual shareholder of the Company.</p>
5	<p><u>Article 60 Shareholders holding shares of different categories are class shareholders. Class shareholders shall enjoy rights and bear obligations in accordance with the provisions of laws, administrative regulations and the Articles of Association.</u></p> <p><u>In addition to shareholders of other classes of shares, shareholders of domestic shares and shareholders of H shares shall be regarded as different classes of shareholders.</u></p> <p><u>Where appropriate, the Company shall ensure that the preferred shareholders are granted sufficient voting rights.</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p><u>Article 61 The Company’s proposal to alter or abolish the rights of a class of shareholders shall be approved by a special resolution of the shareholders in general meeting and by the affected class of shareholders at a shareholders’ meeting convened in accordance with Articles 63 to 67 respectively.</u></p>	<p><b>Deleted</b></p>
	<p><u>Article 62 The following circumstances shall be deemed to modify or abolish the rights of a class of shareholders:</u></p> <p>(i) <u>To increase or decrease the number of shares of that class, or increase or decrease the number of shares of a class that enjoys equal or greater voting, distribution, or other privileges than the shares of that class;</u></p> <p>(ii) <u>To convert all or part of the shares of that class into another class, or to convert all or part of the shares of another class into shares of that class or to grant such conversion rights;</u></p> <p>(iii) <u>To cancel or reduce the rights to receive dividends or cumulative dividends that have arisen from the shares of that class;</u></p> <p>(iv) <u>To reduce or cancel the right to receive preferential dividends or to receive preferential distribution of property in the event of the company’s liquidation, which the shares of that class have;</u></p> <p>(v) <u>To increase, cancel or reduce the rights of conversion, option, voting, transfer, preferential allotment and acquisition of corporate securities of that class of shares;</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p>(vi) <u>To cancel or reduce the rights of the class of shares to receive payments due to the Company in a specific currency;</u></p> <p>(vii) <u>To create a new class of shares with equal or greater voting, allotment or other privileges than those enjoyed by that class of shares;</u></p> <p>(viii) <u>To impose or increase restrictions on the transfer or ownership of shares of that class;</u></p> <p>(ix) <u>To issue subscription rights or rights of conversion for shares of that or another class;</u></p> <p>(x) <u>To increase the rights and privileges of other classes of shares;</u></p> <p>(xi) <u>A corporate reorganization plan that would constitute a disproportionate liability of different classes of shareholders in the reorganization;</u></p> <p>(xii) <u>To amend or repeal the provisions set forth in this section.</u></p>	

No.	Before Amendments	After Amendments
	<p><u>Article 63 Affected class shareholders, whether or not they originally had voting rights at the general meeting, shall have voting rights at the class shareholders' meeting when it comes to the matters referred to in subparagraphs (2) to (8) and (11) to (12) of Article 62, but interested shareholders shall not have voting rights at the class shareholders' meeting.</u></p> <p><u>The meaning of interested shareholders referred to in the preceding paragraph is as follows:</u></p> <p>(i) <u>In the event that the Company issues a repurchase offer to all shareholders in the same proportion or repurchases its own shares through public trading on the stock exchange in accordance with Article 29 of the Articles of Association, "interested shareholders" shall mean controlling shareholders as defined in the Articles of Association;</u></p> <p>(ii) <u>In the case of a company repurchasing its own shares by agreement outside the stock exchange in accordance with Article 29 of the Articles of Association, "interested shareholders" means shareholders related to the agreement;</u></p> <p>(iii) <u>In the case of a corporate reorganization plan, "interested shareholders" means shareholders who are liable in a lesser proportion than the other shareholders of the class or shareholders who have a different interest from the other shareholders of the class.</u></p>	

No.	Before Amendments	After Amendments
	<p><u>Article 64 Resolutions of the class shareholders' meeting shall be made only by a vote of more than two-thirds of the shareholdings entitled to vote present at the class shareholders' meeting in accordance with Article 63.</u></p>	<p><b>Deleted</b></p>
	<p><u>Artilce 65 When the Company convenes a class meeting of shareholders, the requirements for the period of notice of the meeting shall be governed by the relevant provisions of Article 86 of the Articles of Association, and all shareholders of record of that class of shares shall be notified of the matters to be considered at the meeting, as well as the date and place of the meeting.</u></p> <p><u>If the listing rules of the stock exchange where the Company's shares are listed contain special provisions, such provisions shall apply.</u></p>	<p><b>Deleted</b></p>
	<p><u>Article 66 Notice of a meeting of class shareholders shall be given only to those shareholders entitled to vote at such meeting. A meeting of class shareholders shall be held by the same procedure as a general meeting as far as possible, and the provisions of the Articles of Association relating to the procedure for holding general meetings shall apply to meetings of class shareholders.</u></p>	<p><b>Deleted</b></p>

No.	Before Amendments	After Amendments
	<p data-bbox="280 225 831 368"><u>Article 67 The following circumstances shall not be subject to the special procedures for voting by classes of shareholders:</u></p> <p data-bbox="280 417 831 932">(i) <u>Where, subject to the approval of the shareholders' general meeting by way of a special resolution, the Company issues domestically listed domestic shares and overseas listed foreign shares, either separately or concurrently, at intervals of 12 months, and the number of domestically listed domestic shares and overseas listed foreign shares to be issued each does not exceed 20% of the issued and outstanding shares of such class;</u></p> <p data-bbox="280 974 831 1304">(ii) <u>Where the plan to issue domestically listed domestic shares and overseas listed foreign shares at the time of the establishment of the company is completed within 15 months from the date of approval by the securities regulatory authorities under the State Council;</u></p> <p data-bbox="280 1347 831 1676">(iii) <u>The transfer of shares held by shareholders of the Company's domestic shares to foreign investors and the listing and trading of such shares on overseas stock exchanges, as approved by the securities regulatory authorities under the State Council.</u></p>	<p data-bbox="874 225 983 257"><b>Deleted</b></p>

No.	Before Amendments	After Amendments
6	Article 70 A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company. <u>Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes within seven days after receipt of the reasonable payment therefor.</u>	<b>Article 62 A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company.</b>

*Note:* After the addition or deletion of the relevant articles, the serial numbers of original articles will change.

### APPENDIX III

The details of the proposed amendments to Rules of Procedure for Supervisory Committee are as follows:

No.	Before Amendments	After Amendments
1	<p>Article 1 In order to standardize the manner of deliberation and decision-making procedures of the Supervisory Committee of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Company”), the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China”, the “Guidelines on the Regulated Operation of Listed Companies on the GEM Board of the Shenzhen Stock Exchange”, the “Special Provisions of the State Council Concerning the Overseas Raising of Shares by Shareholding Companies Limited and Listing of Shares in the Stock Exchanges of the People’s Republic of China”, the “Required Provisions in the Articles of Association of the Companies Listed Overseas”, and the “Letter Concerning the Opinions on the Supplementary Amendments to Articles of Association of Listed Companies in Hong Kong (Zheng Jian Hai Han [1995] No. 1)” the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”, “The Stock Exchange of Hong Kong” hereinafter referred to as the “Hong Kong Stock Exchange”) and other laws and regulations, regulatory documents and relevant provisions of the Articles of Association of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Articles of Association”), these Rules of Procedure are hereby formulated.</p>	<p>Article 1 In order to standardize the manner of deliberation and decision-making procedures of the Supervisory Committee of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Company”), the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China”, the “Guidelines on the Regulated Operation of Listed Companies on the GEM Board of the Shenzhen Stock Exchange”, the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”, “The Stock Exchange of Hong Kong” hereinafter referred to as the “Hong Kong Stock Exchange”) and other laws and regulations, regulatory documents and relevant provisions of the Articles of Association of JL MAG RARE-EARTH CO., LTD. (hereinafter referred to as the “Articles of Association”), these Rules of Procedure are hereby formulated.</p>



No.	Before Amendments	After Amendments
2	Article 4(2) The Supervisory Committee shall have one chairperson. The appointment and removal of the chairperson of the Supervisory Committee shall be approved by <u>more than two-thirds</u> of the members of the Supervisory Committee.	Article 4(2) The Supervisory Committee shall have one chairperson. The appointment and removal of the chairperson of the Supervisory Committee shall be approved by <b>more than half</b> of the members of the Supervisory Committee.
3	Article 17(1) Resolutions of the Supervisory Committee shall be voted by open ballot or by a show of hands. Resolutions of the Supervisory Committee shall be passed by <u>more than two-thirds</u> of the members of the Supervisory Committee.	Article 17(1) Resolutions of the Supervisory Committee shall be voted by open ballot or by a show of hands. Resolutions of the Supervisory Committee shall be passed by <b>more than half</b> of the members of the Supervisory Committee.
4	Article 32 <u>These Rules shall take effect from the date on which the overseas listed foreign shares (H shares) publicly issued by the Company are listed and traded on the Hong Kong Stock Exchange upon consideration and approval at the general meeting of the Company. The original Rules of Procedure for the Supervisory Committee of JL MAG RARE-EARTH CO., LTD. shall automatically become invalid from the effective date of these Rules.</u>	Article 32 <b>These Rules shall come into effect and be implemented from the date of approval by the general meeting of the Company and shall be amended accordingly.</b>

*Note:* After the addition or deletion of the relevant articles, the serial numbers of original articles will change.