
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in the Company, you should at once hand this circular and the relevant proxy forms and reply slips to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Suntien Green Energy Corporation Limited*
新天綠色能源股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

(1) THE NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT
(2) THE NEW ASSET FINANCING SERVICES FRAMEWORK AGREEMENT
(3) ENTRUSTMENT OF PROJECT ASSET MANAGEMENT
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND RELEVANT CORPORATE GOVERNANCE POLICIES
AND
2023 THIRD EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders



Gram Capital Limited
嘉林資本有限公司

The Company will convene the 2023 third extraordinary general meeting (the "EGM") at 9:30 a.m. on Thursday, 30 November 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The notice of EGM is set out on pages EGM-1 to EGM-4 of this circular. A letter from the Board is set out on pages 7 to 44 of this circular. A letter from the Independent Board Committee containing its recommendations to the Independent Shareholders is set out on pages 45 to 46 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 47 to 56 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post but in any event not less than 24 hours before the time fixed for holding the EGM (i.e. before 9:30 a.m. on Wednesday, 29 November 2023). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

* *For identification purposes only*

9 November 2023

DEFINITIONS

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

“A Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each subscribed for and paid up in RMB, which is listed on the Main Board of the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	registered holder(s) of the A Share(s)
“A Share Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“agreement deposit”	a type of deposits in RMB offered by a PRC financial institution to its corporate customer, where a corporate customer deposits an initial minimum amount into its account with the financial institution, the interest rate for such portion will be calculated based on the demand deposit rate as announced by the PBOC from time to time, and the deposits in excess of the initial minimum amount will accrue interests at the interest rate for agreement deposit as announced by the PBOC from time to time
“Articles of Association”	the articles of association of the Company
“Asset Financing Services”	the Finance Leasing Services and other asset financing services (if any)
“associate(s)”	has the same meaning ascribed to it under the H Share Listing Rules
“Bill Discounting Service”	the bill discounting service provided to the Group by the Group Finance Company pursuant to the New Financial Services Framework Agreement
“Board”	the board of directors of the Company
“Company”	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 9 February 2010, the H Shares and A Shares of which are listed on the Main Board of the Hong Kong Stock Exchange and the Main Board of the Shanghai Stock Exchange, respectively

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“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“continuing connected transaction”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“Deposit Service”	the deposit service provided to the Group by the Group Finance Company pursuant to the New Financial Services Framework Agreement
“Director(s)”	the director(s) of the Company
“EGM”	the 2023 third extraordinary general meeting to be held by the Company at the Conference Room, 5th Floor, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:30 a.m. on Thursday, 30 November 2023 in relation to the matters referred to in this circular
“Entrusted Management Services”	the equity interests and daily business operations of the Entrusted Companies and the assets of the New Wind Energy Storage Projects to be contractually managed by the Company under the Entrustment Agreement
“Entrusted Companies”	the wholly-owned subsidiaries of HECIC for holding the New Business Opportunities
“Entrustment Contract”	The Equity and Operating Management Entrustment Services Agreement to be entered into by the Company and HECIC
“Entrustment Transaction”	the transaction of investment in the New Business Opportunity by the HECIC Group as agreed by the Company and entrustment of asset management of the New Wind Energy Storage Projects
“Existing Asset Financing Services Framework Agreement”	the asset financing services framework agreement entered into between the Company and Huihai on 21 December 2020, which will expire on 31 December 2023
“Existing Financial Services Framework Agreement”	the financial services framework agreement dated 28 October 2021 entered into between the Company and the Group Finance Company, which will expire on 31 December 2023

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“Finance Leasing Services”	the finance leasing services provided by Huihai to the Group under the New Asset Financing Services Framework Agreement, including direct lease service and sale-and-leaseback service
“Group”	the Company and its subsidiaries
“Group Finance Company”	HECIC Group Finance Company Limited* (河北建投集團財務有限公司), a limited liability company established in the PRC, which is a non-banking financial institution under the supervision of the NAFR and a non-wholly owned subsidiary of HECIC and a connected person of the Company
“Guiding Opinions”	the “Guiding Opinions on Promoting the Resolution of Industry Competition and Regulating Connected Transactions between State-Owned Shareholders and Listed Companies Controlled” (關於推動國有股東與所控股上市公司解決同業競爭規範關聯交易的指導意見) (Guo Zi Fa Chan Quan [2013] No. 202) jointly formulated by the State-owned Assets Supervision and Administration Commission of the State Council and the China Securities Regulatory Commission
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which is traded in Hong Kong dollars and listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	registered holder(s) of the H Share(s)
“H Share Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“HECIC”	Hebei Construction & Investment Group Co., Ltd.* (河北建設投資集團有限責任公司), a wholly state-owned enterprise incorporated in the PRC, and the controlling shareholder of the Company
“HKD” or “HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Huihai”	Huihai Finance Leasing Co., Ltd.* (匯海融資租賃股份有限公司), a limited liability company established in Shenzhen, the PRC, which is a non-wholly owned subsidiary of HECIC and a connected person of the Company
“Independent Board Committee”	an independent board committee established by the Company, comprising all of the independent non-executive Directors, namely Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao, for the purpose of advising the Independent Shareholders in respect of the terms of the Deposit Service and the maximum daily deposit balance
“Independent Financial Adviser” or “Gram Capital”	Gram Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Deposit Service and the proposed caps of the maximum daily deposit balance
“Independent Shareholders”	the Shareholders other than HECIC and its associates
“JEI”	Jointo Energy Investment Co., Ltd. Hebei* (河北建投能源投資股份有限公司) (formerly known as Shijiazhuang International Building (Group) Co., Ltd.* (石家莊國際大廈(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000600), which is controlled by HECIC and a connected person of the Company
“Latest Practicable Date”	3 November 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Loan Service”	the loan and entrusted loan service provided to the Group by the Group Finance Company pursuant to the New Financial Services Framework Agreement, which constitutes a continuing connected transaction exempt from the reporting, announcement, annual review and the Independent Shareholders’ approval requirements under Chapter 14A of the H Share Listing Rules
“Member Company(ies)”	the companies and entities controlled by the HECIC and/or the Group, and the affiliates of the HECIC and/or the Group

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“Miscellaneous Fee-based Financial Services”	miscellaneous fee-based financial services provided to the Group by the Group Finance Company pursuant to the New Financial Services Framework Agreement, including guarantee service, acceptance service, entrusted loan service and other fee-based services
“MW”	unit of power, megawatt. 1 MW = 1,000 kW. The installed capacity of power plants is generally expressed in MW
“NAFR”	National Administration of Financial Regulation (國家金融監督管理總局)
“New Asset Financing Services Framework Agreement”	the asset financing services framework agreement entered into between the Company and Huihai on 20 October 2023
“New Business Opportunities”	business opportunities to invest and operate the New Wind Energy Storage Projects
“New Financial Services Framework Agreement”	the financial services framework agreement dated 20 October 2023 entered into between the Company and the Group Finance Company in respect of the Deposit Service, the Loan Service, the Bill Discounting Service, the Miscellaneous Fee-based Financial Services and the Other Permitted Financial Services
“New Wind Energy Storage Projects”	the proposed constructed and investment projects, including Huai’an Longdong 150MW Wind Energy Storage Project, the Xuanhua Shenjing 150MW Wind Energy Storage Project and the Zhuolu Huiyao Phase I 200MW Wind Energy Storage Project located at Huai’an County, Xuanhua District, and Zhuolu County of Zhangjiakou, respectively
“Non-Competition Agreement”	the Non-Competition Agreement entered into between the Company and HECIC dated 19 September 2010, the details of which are disclosed under the section headed “Relationship with HECIC – Non-Competition Agreement and Undertakings” in the prospectus of the Company dated 29 September 2010

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“Other Permitted Financial Services”	other services approved by the NAFR that were provided to the Group by the Group Finance Company pursuant to the New Financial Services Framework Agreement, including but not limited to finance lease service and settlement service, financial and financing advisory services, credit authentication and relevant consulting and agency services, insurance agency service and corporate bonds underwriting service
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Shares
“subsidiaries”	has the same meaning ascribed to it under the H Share Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“%”	percentage

* *For identification purpose only*

LETTER FROM THE BOARD



China Suntien Green Energy Corporation Limited*
新天綠色能源股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

Board of Directors:

Non-executive Directors:

Dr. Cao Xin (*Chairman*)

Dr. Li Lian Ping

Mr. Qin Gang

Mr. Wang Tao

Executive Directors:

Mr. Mei Chun Xiao (*President*)

Mr. Wang Hong Jun

Independent Non-executive Directors:

Mr. Guo Ying Jun

Mr. Wan Yim Keung, Daniel

Dr. Lin Tao

**Registered Office and
Headquarters:**

9th Floor, Block A,
Yuyuan Plaza
No. 9 Yuhua West Road
Shijiazhuang City
Hebei Province
PRC

**Principal Place of Business
in Hong Kong:**

Suite 2103, 21st Floor
Prudential Tower
The Gateway, Harbour City
Kowloon
Hong Kong

9 November 2023

To the Shareholders:

Dear Sir or Madam,

(1) THE NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT
(2) THE NEW ASSET FINANCING SERVICES FRAMEWORK AGREEMENT
(3) ENTRUSTMENT OF PROJECT ASSET MANAGEMENT
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
RELEVANT
CORPORATE GOVERNANCE POLICIES
AND
2023 THIRD EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

References are made to (1) the announcement of the Company dated 20 October 2023 in relation to the New Financial Services Framework Agreement between the Company and the Group Finance Company and the New Asset Financing Service Framework Agreement

* *For identification purpose only*

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between the Company and Huihai; (2) the voluntary announcement of the Company dated 20 October 2023 on the Entrustment of Project Asset Management; and (3) the announcement of the Company dated 3 November 2023 on the proposed amendments of Articles of Association and relevant corporate governance policies.

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

2. CONTINUING CONNECTED TRANSACTIONS

2.1 The New Financial Services Framework Agreement

2.1.1 Background

Since 2013, the Company has entered into the relevant financial services framework agreements with the Group Finance Company to utilize various financial services provided by the Group Finance Company. On 28 October 2021, the Company and the Group Finance Company entered into the Existing Financial Services Framework Agreement, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize various financial services provided by the Group Finance Company. The Existing Financial Services Framework Agreement will expire on 31 December 2023.

In order to facilitate the Group to continue to utilize the services from the Group Finance Company in the future, on 20 October 2023, the Company and the Group Finance Company entered into the New Financial Services Framework Agreement, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize various financial services provided by the Group Finance Company. Upon approval of the Independent Shareholders of the Company, the New Financial Services Framework Agreement shall be valid from 1 January 2024 to 31 December 2026.

2.1.2 Principal Terms of the New Financial Services Framework Agreement

Date

20 October 2023

Parties

The Company and the Group Finance Company

Summary of Financial Services

Under the New Financial Services Framework Agreement, the Group Finance Company will provide the Group with financial services, including (i) the Deposit Service, (ii) the Loan Service, (iii) the Bill Discounting

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Service, (iv) the Miscellaneous Fee-based Financial Services (including non-financing guarantee service, acceptance service, entrusted loan service and other fee-based services), and (v) the Other Permitted Financial Services (including but not limited to the settlement service, financial and financing advisory services, credit authentication and relevant consulting and agency services, insurance agency service and corporate bonds underwriting service).

Under the New Financial Services Framework Agreement, the Group Finance Company has undertaken to the Company that whenever it provides financial services to the Group, the terms thereof shall not be less favorable than those offered by any commercial banks or other financial institutions for comparable financial services.

The Group will utilize the financial services from the Group Finance Company on a voluntary and non-compulsory basis and is not obliged to engage the Group Finance Company for any particular service.

The Group is not required to provide any asset pledge to the Group Finance Company for the Loan Service.

The Group Finance Company may, from time to time, enter into separate individual financial services agreements with the Group for the provision of particular financial services, provided that the principles as agreed in the New Financial Services Framework Agreement will be observed.

Pricing Policy

The fees and charges payable by the Group to the Group Finance Company under the New Financial Services Framework Agreement are determined on the following basis:

- (a) Deposit Service: the interest rates shall not be lower than (i) the lower limits of the interest rates promulgated by the PBOC from time to time for the same category of deposits; (ii) the interest rates offered to other member companies of HECIC by the Group Finance Company for the same category of deposits; and (iii) the interest rates individually obtained from commercial banks by the Group member using the Deposit Service for deposits with the same term and of the same stage and category.
- (b) Loan Service: the interest rates shall not be higher than (i) the upper limits of the interest rates promulgated by the PBOC from time to time for the same category of loans; and (ii) the interest rates individually obtained from commercial banks by the Group member using the Loan Service for loans with the same term and of the same stage and category.

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- (c) Bill Discounting Service: the discounting rates offered by the Group Finance Company are the same as or more favorable than those offered by any third party financial institutions to the Group for the same period.
- (d) Miscellaneous Fee-based Financial Services: the interest rates or service fees charged for the Miscellaneous Fee-based Financial Services shall (i) comply with the standard rates as promulgated by the PBOC or the NAFR for comparable financial services from time to time (if applicable); and (ii) not be higher than the interests or service fees charged by commercial banks for comparable financial services to the Group member using such services.
- (e) Other Permitted Financial Services: subject to the approval by the NAFR, the Group Finance Company may provide other services to the Group in the future, and the service fees to be charged for such services shall (i) comply with the standard rates as promulgated by the PBOC or the NAFR for comparable financial services from time to time (if applicable); (ii) not be higher than the service fees charged by commercial banks for comparable financial services; and (iii) not be higher than the service fees charged by the Group Finance Company for the provision of comparable financial services to other members of the HECIC.

Term

The New Financial Services Framework Agreement shall be for a term of three years and will take effect from 1 January 2024 and expire on 31 December 2026.

Any separate individual financial services agreement entered into between the Group and the Group Finance Company under the New Financial Services Framework Agreement shall be in compliance with the New Financial Services Framework Agreement and its term shall not exceed the term thereof.

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2.1.3 Historical Transaction Amounts

(a) *Deposit Service*

In respect of the Deposit Service, the maximum daily deposit balance and the actual maximum daily deposit balance of the deposits placed with the Group Finance Company by the Group for the two years ended 31 December 2021 and 2022 and the six months ended 30 June 2023 was as follows:

Period	Maximum Daily Deposit Balance ^{Note} <i>RMB (in million)</i>	Actual Maximum Daily Deposit Balance ^{Note} <i>RMB (in million)</i>
Year ended 31 December 2021	3,570	3,116
Year ended 31 December 2022	3,570	3,511
Six months ended 30 June 2023	3,570	3,524

Note: Including accrued interests thereon.

The Company expects that the daily deposit balance of the Group during the remaining term of the Existing Financial Services Framework Agreement will not exceed the maximum daily deposit balance for the year ending 31 December 2023 (i.e. RMB3,570 million).

(b) *Loan Service*

In respect of the Loan Service, the maximum daily loan balance and the actual amounts of the loans granted by the Group Finance Company to the Group for the two years ended 31 December 2021 and 2022 and the six months ended 30 June 2023 were as follows:

Period	Maximum Daily Loan Balance ^{Note 1} <i>RMB (in million)</i>	Actual Maximum Daily Loan Balance ^{Note 1} <i>RMB (in million)</i>
Year ended 31 December 2021	– ^{Note 2}	1,334
Year ended 31 December 2022	4,000	2,417
Six months ended 30 June 2023	4,000 ^{Note 3}	1,654

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Notes:

1. Including accrued interests thereon.
2. The annual caps were set in accordance with the A Share Listing Rules. No cap was set for 2021.
3. This cap applies to the entire year of 2023.

(c) Bill Discounting Service

In respect of the Bill Discounting Service, the Bill Discounting Service provided by the Group Finance Company to the Group for the two years ended 31 December 2021 and 2022 and the six months ended 30 June 2023 was the Bill Discounting Service with recourse, and the maximum daily discounting fund balance and the actual amounts were as follows:

Period	Maximum Daily Discounting Fund Balance ^{Note 1} RMB (in million)	Actual Maximum Daily Discounting Fund Balance ^{Note 1} RMB (in million)
Year ended 31 December 2021	– ^{Note2}	43.72
Year ended 31 December 2022	500	40.00
Six months ended 30 June 2023	500 ^{Note3}	33.00

Notes:

1. Including discounted interests.
2. The annual caps were set in accordance with the A Share Listing Rules. No cap was set for 2021.
3. This cap applies to the entire year of 2023.

(d) Miscellaneous Fee-based Financial Services

In respect of the Miscellaneous Fee-based Financial Services, for the two years ended 31 December 2021 and 2022 and the six months ended 30 June 2023, the services provided by the Group Finance Company to the Company included non-financing guarantee service, acceptance service and entrusted loan service, and the caps and the actual amounts of the handling fees charged for the various services were as follows:

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Period	Annual Caps on the Handlings Fees of Services RMB (in million)	Actual Total Handling Fees of Services RMB (in million)
Year ended 31 December 2021	– <i>Note 1</i>	0.70
Year ended 31 December 2022	5	0.59
Six months ended 30 June 2023	5 <i>Note 2</i>	0.05

Notes:

1. The annual caps were set in accordance with the A Share Listing Rules. No cap was set for 2021.
2. This cap applies to the entire year of 2023.

Save as the services described above, the Group did not utilize any other financial services provided by the Group Finance Company historically.

2.1.4 Annual Caps and the Basis of Determination

(a) Deposit Service

In respect of the Deposit Service, the Company estimates that the maximum daily deposit balance of the deposits placed with the Group Finance Company by the Group for each of the three years ending 31 December 2026 will be as follows:

Period	Maximum Daily Deposit Balance ^{Note} RMB (in million)
Year ending 31 December 2024	4,500
Year ending 31 December 2025	4,500
Year ending 31 December 2026	4,500

Note: Including accrued interests thereon.

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The Directors determined the above caps based on the following major factors:

- as part of the Group's fund management strategy to benefit from the enlarged scale economy by centralizing its funds with higher liquidity in certain selected financial institutions with better interest rates, the Group plans to deposit part of its cash balance in the Group Finance Company, and the Group Finance Company has undertaken to the Group that its deposit interest rates shall not be lower than the interest rates obtained from commercial banks by the Group member using the Deposit Service for deposits with the same term and of the same stage and category. Taking into account the consistent quality services that the Group Finance Company provided to the Group in the past 10 years, the Company has adequate confidence in the Group Finance Company's capability and decided to deepen the cooperation with the Group Finance Company for the benefit of the Company and its shareholders as a whole.
- according to the Group's current wind power and natural gas business expansion plan, the Group plans to continue to increase its wind power capacity and the sales volume of natural gas between 2024 and 2026. Such increases will generate positive cash flow for the Group, thereby increasing the monetary fund balance.
- the increase in the Group's infrastructure projects will lead to an additional demand for infrastructure project loans, which will cause the Group to increase its scale in debt financing as well as its cash balance.
- as at 30 June 2023, the Group had monetary funds of approximately RMB3,272.0 million and trade receivables of approximately RMB6,221.9 million. If large payments of trade receivables are received within a short period of time, the cash in hand may increase significantly, and may lead to an increase in deposits.
- the accrued interests arising from the opening deposit balance (being the cash balance of the Company at the beginning of a financial year on a consolidated basis) between 2024 and 2026.

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(b) *Loan Service*

In respect of the Loan Service, the Company estimates that the maximum daily loan balance of the loans granted by the Group Finance Company to the Group for each of the three years ending 31 December 2026 will be as follows:

Period	Maximum Daily Loan Balance ^{Note} <i>RMB (in million)</i>
Year ending 31 December 2024	4,800
Year ending 31 December 2025	4,800
Year ending 31 December 2026	4,800

Note: Including accrued interests thereon.

The Directors determined the above caps based on the following major factors:

- the balance of the Group's loans granted by the Group Finance Company.
- the accrued interests arising from the opening loan balance (being the cash balance of the Company at the beginning of a financial year on a consolidated basis) between 2024 and 2026.
- Pursuant to the Group's development targets by the end of the Group's "14th Five-Year Plan", the Group will accelerate the expansion plan of its wind power projects and speed up the progress of construction work, which is expected to increase the demand for project funding. Meanwhile, the Group's natural gas business will continue to expand, with the Tangshan LNG Project phase II under construction, which is expected to continue to have substantial capital requirements, and the increase in the volume of natural gas purchases will also lead to strong demand for capital.

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(c) *Bill Discounting Service*

In respect of the Bill Discounting Service, the Company estimates that the maximum daily discounting fund balance of the bill discounting provided by the Group Finance Company to the Group for each of the three years ending 31 December 2026 will be as follows:

Period	Maximum Daily Discounting Fund Balance ^{Note} RMB (in million)
Year ending 31 December 2024	500
Year ending 31 December 2025	500
Year ending 31 December 2026	500

Note: Including discounted interests.

The Directors determined the above caps based on the following major factors:

- the amount of unexpired bank acceptance bills expected to be received by the Group in its ordinary course of business in each year and its needs for financing activities contemplated through bill discounting.
- as the adoption of electronic bill discounting facilitates the Group Finance Company to obtain a lower interest rate for re-discounting or forward-discounting of the electronic bills under the policies of the PBOC, the Group Finance Company can reduce its financing cost and provide the Bill Discounting Service to the Group in a more cost-effective manner. Therefore, the Company expects that the Group's bill discounting transactions with the Group Finance Company will gradually increase in the next three years.
- the anticipated demand for the Bill Discounting Service and the expected balance available for utilizing the Bill Discounting Service provided by the Group Finance Company to the Group for the three years ending 31 December 2026 in the event that the Group fully implements the business plan of utilizing the electronic bill discounting system of the Group Finance Company.

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(d) *Miscellaneous Fee-based Financial Services and Other Permitted Financial Services*

In respect of the Miscellaneous Fee-based Financial Services and Other Permitted Financial Services, the Company estimates that the caps on the handling fees charged by the Group Finance Company in respect of its services provided to the Group for each of the three years ending 31 December 2026 will be as follows:

Period	Annual Caps on the Handling Fees of the Miscellaneous Fee-based Financial Services and Other Permitted Financial Services <i>RMB (in million)</i>
Year ending 31 December 2024	5
Year ending 31 December 2025	5
Year ending 31 December 2026	5

The Directors determined the above caps based on the Group's demand for the category and number of services expected to be provided by the Group Finance Company in its ordinary course of business in each year.

2.1.5 Reasons for and Benefits of Entering into the New Financial Services Framework Agreement

The Company entered into the New Financial Services Framework Agreement with the Group Finance Company for the following reasons:

- the Group may utilize the Group Finance Company as a medium to allocate funds between members of the Group more effectively, thereby improving the liquidity of the Group and enhancing the overall solvency of the Group. In addition, the Group Finance Company, as a non-banking financial institution, is authorized to provide a wide range of financial services and to provide lending services to intercompany lending within the Group, which enables the Group to deploy funds more efficiently, increases capital efficiency and protects shareholders' interests.
- the Group Finance Company is only allowed to serve the needs and requirements of the Member Companies and is expected to benefit the Group as it is familiar with the operations of the Group and can therefore provide services in a prioritized and more efficient manner as compared to the commercial banks in the PRC.

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- based on the current practice, the deposit interest rates offered to the Group by the Group Finance Company are benchmarked against the interest rate for agreement deposit as announced by the PBOC from time to time with upward adjustment. The deposit interest rates will be reviewed and, if necessary, adjusted quarterly by the Group Finance Company. As a result, the total interest income of the Group is expected to increase.
- the interest rates of the Deposit Service, the Loan Service and the Bill Discounting Service and relevant handling fees of the Miscellaneous Fee-based Financial Services and the Other Permitted Financial Services offered by the Group Finance Company to the Group will be the same as or more favorable than those interest rates or handling fees individually offered by any third party to the Group member using such services.
- the Group will continue to utilize various services from the Group Finance Company, including the Deposit Service, the Loan Service, the Bill Discounting service, the Miscellaneous Fee-based Financial Services and the Other Permitted Financial Services according to the New Financial Services Framework Agreement. Such arrangement will enhance the bargaining power of the Group when negotiating with third party commercial banks for the same or similar services, which may lower the financing costs of the Group.
- the Company can withdraw deposit from its accounts with the Group Finance Company and use services provided by other financial institutions according to the Company's business needs, and is not subject to any restrictions imposed by the Group Finance Company. Apart from the Group Finance Company, the Group has business cooperation with a number of financial institutions, which can provide timely financial services to the Group as and when needed.
- as the Company holds a 10% equity interest in the Group Finance Company, it is expected that the Company may benefit from the profits generated by the Group Finance Company.

The Directors also believe that the risk profile of the Group Finance Company, as a financial service provider to the Company, will not be greater than those of independent commercial banks in the PRC. The Directors have considered the following factors when assessing relevant financial risks:

- the Group Finance Company is regulated by the PBOC and the NAFR and it is required to comply with the relevant rules and operational requirements of the above regulatory authorities, including capital risks guidelines and requisite capital adequacy ratios.

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As at 30 September 2023, the Group Finance Company had a capital adequacy ratio of 24.95%, current ratio of 100.18%, non-performing loan ratio of 0% and non-performing asset ratio of 0%, each of which reflects the Group Finance Company's stable operations and relatively low associated risks.

- the Group Finance Company has developed a sound internal control and risk management system with scientific and standardized management and operation, and has established an organizational structure with reasonable division of labor, clear responsibilities and clear reporting relationships, which provides the required conditions for effective risk management.
- the Group Finance Company upholds the principle of prudent operation, and has developed fund settlement policies and mechanism to secure the safety of the funds of the Member Companies.
- pursuant to the New Financial Services Framework Agreement, the Group Finance Company shall (i) provide the Company with copies of each regulatory report submitted to the NAFR by the Group Finance Company; (ii) provide the Company with the financial statements of the Group Finance Company for the previous month on the tenth day of each month; and (iii) provide the Company with a monthly statement containing the balance of deposits placed with the Group Finance Company by the Group on the third day of each month for inspection.
- under the relevant rules of the PBOC and the NAFR, the clients of the Group Finance Company are limited to the Member Companies. The Group Finance Company has served the Member Companies for a long period of time and has a better understanding and assessment of the capital position, operating status and risk appetite of all of its customers, and is potentially exposed to lower risks than entities that solicit external customers.
- the Group Finance Company has undertaken that: the deposits obtained from the Group will be utilized primarily for the Group's credit facilities to ensure the safety of funds on deposits. If the Group has needs beyond the funds deposited with the Group Finance Company, the Group Finance Company will meet such needs of the Group through the deployment of funds. For funds deposited by the Group with the Group Finance Company under the New Financial Services Framework Agreement, they will be utilized primarily as borrowings for the Group (and not for any other Member Companies outside the Group). The Company is entitled to be kept informed of the management of the Group's funds by the Group Finance Company.

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- under the articles of association of the Group Finance Company, the board of directors of the Group Finance Company comprises seven directors. As at the Latest Practicable Date, its board of directors comprises (i) three directors nominated by HECIC, (ii) one director nominated by the Company, (iii) one director nominated by Jointo Energy Investment Co., Ltd. Hebei, a subsidiary of HECIC, (iv) one director nominated by HECIC Communications Investment Co., Ltd., a subsidiary of HECIC, and (v) one employee representative director elected by the employees of the Group Finance Company. Ms. Fan Weihong (范維紅), Chief Accountant of the Company, is the director nominated by the Company to the board of directors of the Group Finance Company and participates in the decision-making process for important business development strategies and other matters to be approved by the board of directors of the Group Finance Company in accordance with the articles of association of the Group Finance Company, and can effectively control and supervise the daily operation of the Group Finance Company.
- the Group Finance Company has established a risk management committee under the board of directors comprising three members to approve loans extended to the Member Companies with a single loan amount of over RMB80 million. The members of the risk management committee, who are nominated by the chairman of the board of directors, or over one-third of the directors, of the Group Finance Company, and elected by the board of directors of the Group Finance Company. Ms. Fan Weihong is currently a member of the risk management committee.
- pursuant to the New Financial Services Framework Agreement, if the Group is unable to collect any deposits and accrued interests placed with the Group Finance Company under the New Financial Services Framework Agreement, the Group is entitled to offset the same against any unpaid loans and accrued interests payable to the Group Finance Company.
- the Group Finance Company shall promptly notify the Company when any matter that may affect its ordinary operation occurs, including material structural change, credit ratings, equity transaction or operational risk, and the Company is entitled to suspend or terminate the services provided by the Group Finance Company.
- as a risk management strategy, the Company will not deposit all of its cash and cash equivalents in the Group Finance Company. In addition, certain cash and cash equivalent of the Group are proceeds from various fundraising activities (such as share offering, issuance of corporate bonds, issuance of short-term or mid-term financial

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instruments) which must be kept in a specific bank account with a commercial bank under the PRC laws and regulatory requirements, and shall not be deposited in the Group Finance Company.

- to ensure sufficient liquidity, HECIC, the controlling shareholder of the Company and the Group Finance Company, has undertaken in the articles of association of the Group Finance Company that HECIC will provide funding to the Group Finance Company to satisfy its capital needs in the event that the Group Finance Company encounters any urgent payment difficulties. The Group Finance Company has undertaken that the funds obtained will be utilized in the repayment of the Group's deposits on a priority basis.
- HECIC is a state-owned enterprise established and approved by the People's Government of Hebei Province, which is primarily engaged in the investment in and development of projects in infrastructures and pillar industries in Hebei Province, including energy, transportation, water supply and commercial real estate. To the best of the Directors' knowledge, information and belief, as at 30 June 2023, HECIC had net assets of approximately RMB113,061 million and cash and cash equivalents of approximately RMB5,224 million. The Directors believe that HECIC is able to provide funding to the Group Finance Company in the event that the Group Finance Company encounters any urgent payment difficulties.
- to the best of the Directors' knowledge, information and belief, the Group Finance Company has not defaulted on any of its credit obligations or breached any material regulations or operational requirements of the PBOC and the NAFR, and has implemented stringent internal control and risk management measures.
- to the best of the Directors' knowledge, information and belief, the Group Finance Company has not encountered any payment difficulties since its incorporation. HECIC has not provided any funding to satisfy the Group Finance Company's urgent capital needs as at the Latest Practicable Date.

To secure the interests of shareholders, the Company will adopt the following internal control procedures and corporate governance measures for utilizing the financial services provided by the Group Finance Company:

- before the Company or any of its subsidiaries places deposits with the Group Finance Company or enter into any agreement in relation to the Deposit Service, the Loan Service, the Bill Discounting Service, the Miscellaneous Fee-based Financial Services or the Other Permitted Financial Services with the Group Finance Company, the Company will obtain quotations from independent financial institutions for similar deposit/loan services with the same term or any other service of the

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same nature (as the case may be). The Company will compare such quotations with those offered by the Group Finance Company and decide whether to take up the offer of the Group Finance Company.

- the finance department of the Company will record details of every deposit placed with the Group Finance Company and compare its records with those of the Group Finance Company at least once a month, and if there is any inconsistency between these records, the finance department will request the Group Finance Company to conduct investigation and rectify the errors, if any.
- all borrowings from the Group Finance Company will be granted in accordance with the terms approved by the president of the Company or the Board (if applicable) on a case-by-case basis.
- for the Deposit Service, the Group Finance Company usually reviews the interest rates offered to all of the Member Companies on a quarterly basis. If there is any change in the deposit interest rates offered to the Group, the finance department of the Company will examine such rates to ensure that the updated interest rates are in compliance with the pricing policy under the New Financial Services Framework Agreement, and determine whether the Group will continue to utilize the Deposit Service. For the Loan Service, the Miscellaneous Fee-based Financial Services and the Other Permitted Financial Services, if there is any change in the fees, or there is any proposed transaction between the Group and the Group Finance Company, the Group Finance Company will provide the Company with the pricing information in relation to the comparable services it provides to other Member Companies, and the finance department of the Company will verify the updated pricing information. For the Bill Discounting Service, the Group Finance Company will also pay close attention to the real-time market price of bill discounting in the Hebei market to ensure the reasonableness of the discounting rates quoted by it.
- the finance department of the Company will closely monitor the transactions under the New Financial Services Framework Agreement, and review the above-mentioned regulatory report, monthly financial statements and monthly deposit statement provided by the Group Finance Company immediately after receiving the same. It will also review the balance of the Group's overall deposits placed with the Group Finance Company at least once a month. Any problems identified such as any material non-compliance by the Group Finance Company with the regulatory requirements, irregularity of the financials and management of the Group Finance Company, or breach of the New Financial Services Framework Agreement or the fund management policy, will be immediately reported to the management of the Company (including the manager of the finance department, chief accountant and president) and the Board.

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- the finance department of the Company will, on a quarterly basis, report to the independent non-executive Directors the following items:
 - (i) the relevant transactions under the New Financial Services Framework Agreement together with information on the comparable quotations obtained from independent commercial banks in each quarter; and
 - (ii) any changes in the credit ratings of the Group Finance Company in each quarter.
- the Company will appoint an external auditor to examine the internal controls, risk management, completeness and impartiality of the operational system of the Group Finance Company in respect of the transactions under the New Financial Services Framework Agreement, and the auditor shall provide relevant risk management report to the Company on an annual basis.
- the audit and regulatory department of the Company will review the appropriateness of the internal control system and report the results of the review to the management on an annual basis.
- in the event of any changes in the credit ratings of the Group Finance Company during the term of the New Financial Services Framework Agreement, such changes shall be forthwith reported by the Group Finance Company to the Company.
- the Group Finance Company has undertaken to the Company that it will strictly comply with the risk control and monitoring indicators for the operational compliance of finance companies issued by the NAFR, and the major monitoring indicators (such as the gearing ratio, interbank credit ratio and liquidity ratio) will also comply with the requirements of the NAFR.
- the Group will withdraw all of its deposits placed with the Group Finance Company if the Group Finance Company fails to comply with any PRC regulatory requirement which may have material adverse impact on the financial and/or operational positions of the Group Finance Company.

Based on the above, the Directors are of the view that the New Financial Services Framework Agreement was entered into on an arm's length basis and on normal commercial terms, and the terms of the transactions under the New Financial Services Framework Agreement and the annual caps for various types of services are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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2.1.6 Implications Under the H Share Listing Rules

As at the Latest Practicable Date, HECIC is the controlling shareholder of the Company holding approximately a 49.17 % equity interest in the Company, and is therefore a connected person of the Company. The Group Finance Company is a non-wholly owned subsidiary of HECIC, and is also a connected person of the Company. Accordingly, the provision of various financial services by the Group Finance Company to the Company pursuant to the New Financial Services Framework Agreement constitutes continuing connected transactions of the Company under Chapter 14A of the H Share Listing Rules.

As one or more of the applicable percentage ratios of the Deposit Service exceed 5% but all are below 25%, the Deposit Service is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the H Share Listing Rules. The Deposit Service also constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the H Share Listing Rules.

As one or more of the applicable percentage ratios of the Bill Discounting Service exceed 0.1% but all are less than 5%, the Bill Discounting Service is subject to the reporting, announcement and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the H Share Listing Rules.

The Loan Service constitutes a financial assistance provided by a connected person for the benefit of the Group. As the Loan Service is carried out on normal commercial terms (or on terms which are more favorable than those offered by third parties) and the Group will not provide any security over its assets for the Loan Service, the Loan Service is exempt from the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the H Share Listing Rules. However, pursuant to the A Share Listing Rules, the Loan Service and its caps are still subject to the approval at the general meeting of the Company before carrying out the relevant transaction(s).

In respect of the Miscellaneous Fee-based Financial Services and the Other Permitted Financial Services, as one or more of the applicable percentage ratios of the two types of services, when aggregated, exceed 0.1% but all are less than 5%, both of them are subject to the reporting, announcement and annual review requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the H Share Listing Rules.

As Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wang Tao hold positions in HECIC, the controlling shareholder of the Company, and/or the Group Finance Company, they are deemed to have material interests in the New Financial Services Framework Agreement and the transactions contemplated thereunder. Therefore, they abstained from voting on the Board resolution approving the New Financial Services Framework Agreement and the transactions

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contemplated thereunder as required under the articles of association of the Company. Save as disclosed above, none of the other Directors has been or is deemed to have material interests in the transactions under the New Financial Services Framework Agreement and hence no other Directors are required to abstain from voting on the relevant Board resolution.

In addition, the Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of the Deposit Service (including the proposed caps of maximum daily deposit balance) under the New Financial Services Framework Agreement. Gram Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in such respect.

2.2 The New Asset Financing Framework Agreement

2.2.1 Background

Reference is made to the announcement of the Company dated 21 December 2020 in relation to the Existing Asset Financing Services Framework Agreement between the Company and Huihai and the continuing connected transactions contemplated thereunder.

In view of that the Existing Asset Financing Services Framework Agreement will expire on 31 December 2023, on 20 October 2023, the Company entered into the New Asset Financing Services Framework Agreement with Huihai, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize the Asset Financing Services provided by Huihai, i.e. the Finance Leasing Services. The New Asset Financing Services Framework Agreement shall be valid from 1 January 2024 to 31 December 2026.

(a) Principal Terms of the New Asset Financing Services Framework Agreement

Salient terms of the New Asset Financing Services Framework Agreement are set out below:

Signing date : 20 October 2023

Parties : The Company and Huihai

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Scope of the Asset Financing Services : Huihai will provide the Finance Leasing Services to the Group, i.e. direct lease and sale-and-leaseback: Under the direct lease arrangement, the Group will select equipment required from the market and Huihai will pay directly to the vendor(s) and obtain the ownership of such equipment. Huihai will then lease the equipment to the Group and the Group will pay rents to Huihai. Upon expiry of the lease period, the Group will purchase the equipment at a nominal price after it has paid all rents to Huihai in accordance with the finance lease agreement. Under the sale-and-leaseback arrangement, the Group will sell its self-owned equipment to Huihai and obtain financing. The Group will then lease back such equipment and pay rents to Huihai. Upon expiry of the lease period, the Group will repurchase the equipment from Huihai at a nominal price after it has paid all rents to Huihai in accordance with the finance lease agreement.

Principles of services : Huihai has undertaken to the Company that, whenever it provides the Asset Financing Services to the Group, the terms thereof shall not be less favorable than those offered by Huihai to other member companies within the HECIC Group for comparable services, or less favorable than those offered by other finance leasing companies to the Group for comparable services. The Group will utilize the Asset Financing Services provided by Huihai on a voluntary and non-compulsory basis and is not obliged to engage Huihai for any particular service. Huihai may, from time to time, enter into separate individual asset financing services agreements with the Group for the provision of particular asset financing services, provided that the principles as agreed in the New Asset Financing Services Framework Agreement will be observed.

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- Pricing policy : The considerations to be paid by the Group to Huihai under the New Asset Financing Services Framework Agreement are determined on the following basis: The rents of the Finance Leasing Services include the principal and lease interest of the finance lease. The principal shall be determined based on the total price of the equipment to be acquired by Huihai (with respect to direct lease), or the net book value of the equipment or the appraisal value on the equipment assessed by an independent valuer (with respect to sale-and-leaseback). The lease interest will be determined by the parties through negotiation by reference to the loan prime rate (LPR) for the same period as published by the National Interbank Funding Center, and shall not be higher than the financing cost to be paid by the Group for the same or similar services obtained from finance leasing companies, being independent third parties, with respect to a specific finance leasing arrangement.
- Term : The New Asset Financing Services Framework Agreement shall be valid from 1 January 2024 to 31 December 2026. The finance lease period will be determined based on various factors, including the useful life of the leased equipment, the financial demand of the Group and the available capital of Huihai. Such lease periods shall normally not exceed the useful life of the leased equipment.

2.2.2 Impacts of China Accounting Standards for Business Enterprises (CASBE) No. 21 (Leases) on the Finance Leasing Services

Pursuant to CASBE No. 21 (Leases), the Company recognize right-of-use assets at the commencement date of the lease (i.e., the date on which the underlying asset is available for use). Right-of-use assets are measured at the amount of cost, less any accumulated depreciation and impairment losses, subject to adjustment for any re-measurement of lease liabilities. At the commencement date of the lease, the Company recognize lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Accordingly, under CASBE No. 21 (Leases), the Company will recognize the leased assets of relevant direct lease(s) representing the right to use the leased assets (except for short-term leases and low-value leases) of the Company (or its subsidiaries), subject to the specific lease terms and conditions to be set out in

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each of the lease agreement. For the sale and lease-back, the relevant transactions will be accounted for as a finance leasing arrangement between the Company (or its subsidiaries) and the lessors.

2.2.3 Historical Amounts and Proposed Annual Caps

Historical Amounts

For the two years ended 31 December 2022 and for the six months ended 30 June 2023, the annual caps and historical transaction amounts of the Finance Leasing Services provided by Huihai to the Group in accordance with the Existing Asset Financing Services Framework Agreement are set out as below:

Period	Newly added direct lease		Newly added sale-and-leaseback	
	Annual Caps RMB (in million)	Actual Amounts RMB (in million)	Annual Caps RMB (in million)	Actual Amounts RMB (in million)
Year ended 31 December 2021	800	0	800	31
Year ended 31 December 2022	800	0	800	0
Six months ended 30 June 2023	800 ^{Note}	124.4	800 ^{Note}	0

Note: This cap applies to the entire year of 2023.

The Company expects that the actual amounts of newly added direct lease and newly added sale-and-leaseback transactions will not exceed the respective annual caps for 2023.

Financing lease is one of the financing channels available for the Group, and the Group uses the Finance Leasing Services on a voluntary basis. When deciding which financing option to be adopted, the Group compared the financing plans and the corresponding interest rates offered by Huihai and other financial institutions as well as the related financing costs incurred therefrom, and would only use the Finance Leasing Services if Huihai offers the best plan and rate(s) among all available options, and it meets the pricing principles as set out in the Asset Financing Services Framework Agreement. In the past three years, national monetary policy has always been in a downside period and the loan interest rates offered by domestic financial institutions remained at a relatively low level. As such, the utilization of the annual caps for the Finance Lease Services in the past two and a half years are low. However, as to be discussed below, finance lease will be beneficial for the Company to further optimize its financial structure and improve the current cash flow performance, and the Group

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expects to continue to invest in increasing its installed capacity and construction of wind farms. Therefore, the Company would like to remain the availability of the Finance Leasing Services in the future.

Proposed Annual Caps and Basis of Determination

In accordance with the H Share Listing Rules, a direct lease is deemed as an acquisition of assets by the Group, and a sale-and-leaseback transaction constitutes a disposal of assets by the Group. Therefore, the Company proposes the annual caps of the direct lease and sale-and-leaseback to be newly incurred under the New Asset Financing Services Framework Agreement for the three years ended 31 December 2026 to be set as follows:

Period	Newly added direct lease RMB (in million)	Newly added sale-and- leaseback RMB (in million)
Year ended 31 December 2024	800	800
Year ended 31 December 2025	800	800
Year ended 31 December 2026	800	800

The annual caps of the Finance Leasing Services are determined based on the following basis:

- (1) The Company has considered the investment amount for the Group's potential finance leasing projects (with a majority of which are wind farm and gas infrastructure investment and construction projects), as well as the anticipated principal, lease interest and handling fees of the finance lease during the term of the New Asset Financing Services Framework Agreement.
- (2) In accordance with CASBE No. 21 (Leases), for a direct lease, the right-of-use asset and lease liability are recognised at the commencement date when the leased asset is provided by the lessor and available to the lessee. As the leased assets such as wind power farm equipment are delivered for use by batches, in the case of the batch delivery, the right-of-use assets are recognised in batches for the direct lease instead of one-off recognition of the entire contract amount. The Company has taken into account the capital contribution of the relevant projects and the respective project development schedules when calculating the annual caps.

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- (3) The Company has also considered the cash flow of the Company for the three years ended 31 December 2022 and the six months ended 30 June 2023, as disclosed in the annual reports and/or interim reports of the Company for relevant periods. The Group is able to mitigate the pressure on the cash flow for the acquisition of equipment by paying less upfront for obtaining the required equipment. In the years when finance leases were implemented, the cash flow of the Group was relatively normal, while the cash flow was relatively tight in the years when no finance lease was implemented. As a financing instrument, finance lease is beneficial for the Company to further optimize its financial structure and improve the current cash flow performance.
- (4) The installed capacity of the Group has maintained a steady growth in recent years. As of 30 June 2023, the Group's wind power consolidated installed capacity amounted to 6,809.85MW, representing an increase of approximately 5% over the same period last year. In light of the current conditions in financing market, it is necessary for some of the Group's projects to acquire wind turbines by way of finance lease so as to minimise the costs in the process of development of the Company. The Group expects to continue to invest in increasing its installed capacity and construction of wind farms.

2.2.4 Reasons for and Benefits of Entering into the New Asset Financing Services Framework Agreement

The Company entered into the New Asset Financing Services Framework Agreement with Huihai for the following reasons:

- (1) Wind power business and gas business are principal businesses of the Group. The main feature of finance leasing business is that it takes the equipment as subject and provides financing for the lessee, while the wind power generation equipment of wind power projects and the long distance pipelines of gas projects may all serve as the subject for financial leasing business. Through finance leases including direct lease and sale-and-leaseback, the Group may utilize relevant equipment for financing and expanding financing channels, so as to obtain funds at a lower cost.
- (2) The Group will utilize the Asset Financing Services provided by Huihai on a voluntary and non-compulsory basis and is not obliged to engage Huihai for any particular service. The rates of finance lease provided by Huihai to the Group will be the same as or more favorable than (as the case may be) those offered by other financial institutions, being independent third parties, to the Group.

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- (3) Huihai was a subsidiary of the Company before July 2017. HECIC has taken control over Huihai since July 2017, while the Group still owns a 30% equity interest in Huihai (please refer to the announcement dated 12 April 2017 and the circular dated 18 May 2017 of the Company for details). Huihai is familiar with the wind power industry, and understands the operation of the Group. It has successfully made multiple transactions with the Group since 2016. It is expected that Huihai can provide quicker and more efficient services to the Group in respect of project assessment and lending approval procedures as compared with other finance leasing institutions.
- (4) As a shareholder of Huihai, the Group is also expected to benefit from the profits arising from the business of Huihai.

In assessing the financial risks, the Directors have considered the following factors:

- (1) Huihai is governed by the Shenzhen Municipal Financial Regulatory Bureau, and it must comply with the relevant regulatory requirements applicable to finance leasing.
- (2) so far as the Company is aware, Huihai has not breached any credit obligation or materially violated any regulatory rules or operation requirements.
- (3) to safeguard the interests of the shareholders, the Company will adopt the following internal control procedures and corporate governance measures for utilizing the Asset Financing Services provided by Huihai:
 - (a) before entering into any agreement with Huihai in respect of the Asset Financing Services, the Group will obtain at least two price quotes from independent financial institutions for similar finance lease with the same duration. The finance management department of the Company will compare such price quotes against the offer from Huihai and then seek approval of the chief accountant and the president of the Company as to whether to use the services of Huihai.
 - (b) when Huihai changes the interest rate or charges for transactions already made under the New Asset Financing Services Framework Agreement or before the parties enter into any new transaction, Huihai shall inform the Company by email of the information relating to the interest rate level and prices offered by Huihai to HECIC and its subsidiaries for comparable transactions in the same month, for the Company's record and verification by the Company's audit department. If the Company considers such changes not in line with the pricing terms, the Company will negotiate with Huihai as to the proposed changes, and will

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continue to pay interest or fees at a rate which is previous agreed upon by both parties. The interest or charges will only be adjusted when the Company and Huihai agree on a rate complying with pricing terms under the New Asset Financing Services Framework Agreement.

- (c) Huihai shall provide the Company with a monthly report containing the Asset Financing Services used by the Group for the previous month on the third day of each month, and the financial statements of Huihai for the previous month on the tenth day of each month.
- (d) Huihai is obliged to cooperate with the examination or audit carried out by the Company, including the Company's examination of the safety of the Asset Financing Services of Huihai, the compliance check or audit by the Company's external auditor in respect of Huihai's arrangements of the transactions under the New Asset Financing Services Framework Agreement, and the review by the Company's audit department on the appropriateness of the internal control systems of Huihai.
- (e) the finance management department of the Company will closely monitor the transactions under the New Asset Financing Services Framework Agreement, and will review the aforesaid monthly financial statements and monthly service report immediately after it receives them from Huihai. It will report to the management of Company and the Board immediately when it identifies any problems.
- (f) Huihai undertakes that it will strictly comply with the standards of risk monitoring indicators issued by the Shenzhen Municipal Financial Regulatory Bureau, and its major monitoring indicators such as gearing ratio, interbank borrowing ratio and liquidity ratio will also comply with the requirements of the Shenzhen Municipal Financial Regulatory Bureau.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the New Asset Financing Services Framework Agreement is entered into on an arm's length basis and on normal commercial terms, and the terms of the transactions under the New Asset Financing Services Framework Agreement and the proposed annual caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

As Dr. Cao Xin, Mr. Qin Gang, Dr. Li Lian Ping, Mr. Wang Tao and Mr. Mei Chun Xiao hold positions in HECIC, and/or other companies controlled by HECIC, and/or Huihai, they are deemed to have material interests in the New Asset Financing Services Framework Agreement and the transactions contemplated thereunder. Therefore, they abstained from voting on the Board resolution

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approving the New Asset Financing Services Framework Agreement and the transactions contemplated thereunder as required under the articles of association of the Company. Save as disclosed above, none of the Directors has been or is deemed to have material interests in the New Asset Financing Services Framework Agreement and the transactions contemplated thereunder and hence no other Director is required to abstain from voting on the relevant Board resolution.

2.2.5 Implications Under the H Share Listing Rules

As at the Latest Practicable Date, HECIC is the controlling shareholder of the Company and holds an approximately 49.17% equity interest of the Company and, therefore, it is a connected person of the Company. Huihai is a non-wholly owned subsidiary of HECIC and is also a connected person of the Company. Accordingly, the provision of the Asset Financing Services by Huihai to the Group under the New Asset Financing Services Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the H Share Listing Rules.

As one or more applicable percentage ratios in respect of the annual caps of each of the direct lease and sale-and-leaseback under the Finance Leasing Services category exceed 0.1% but all are lower than 5%, the Finance Leasing Services are subject to the reporting, announcement and annual review requirements, but are exempt from the Independent Shareholders' approval requirements under Chapter 14A of the H Share Listing Rules.

Although the New Asset Financing Services Framework Agreement and the transactions contemplated thereunder are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the H Share Listing Rules, as the amount of the transactions exceeds 5% of the latest audited net assets of the Company, the transactions are still subject to the Company's non-connected shareholders' approval at the extraordinary general meeting in accordance with the A Share Listing Rules.

2.3 General Information

(a) The Company

The Company is one of the leading clean energy companies in northern China. Its scope of business includes: (i) investment in exploration and utilization projects of natural gas, coalbed methane and coal-based natural gas; (ii) investment in the development of new energy projects such as wind power and solar power; and (iii) development of new energy technology and technical services.

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(b) *Group Finance Company*

The Group Finance Company is a non-banking financial institution regulated by the PBOC and the NAFR. Its scope of business includes: (i) arrangement of financial and financing advisory services, credit authentication and relevant consulting and agency services for the Member Companies; (ii) assistance in collection and payment of transaction money for the Member Companies; (iii) carrying out permitted insurance agency business; (iv) provision of guarantees for the Member Companies; (v) arrangement of entrusted loan service among the Member Companies; (vi) arrangement of bills acceptance and discounting services for the Member Companies; (vii) arrangement of internal money transfer and settlement and design of relevant settlement and clearance structure among the Member Companies; (viii) acceptance of deposits from the Member Companies; (ix) arrangement of lending and finance lease for the Member Companies; (x) carrying out interbank market transactions; (xi) arrangement of entrusted investment service among the Member Companies; (xii) underwriting corporate bonds issued by the Member Companies; and (xiii) investment in negotiable securities.

As at the Latest Practicable Date, the Company, HECIC, HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and HECIC Energy Investment Co., Ltd. held a 10%, 60%, 10%, 10% and 10% equity interest in the Group Finance Company, respectively. Each of HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and HECIC Energy Investment Co., Ltd. is a subsidiary of HECIC.

(c) *Huihai*

Established on 27 August 2015 under the laws of the PRC, Huihai is a non-banking financial institution approved by the Ministry of Commerce of the PRC. It is primarily engaged in finance leasing, leasing, purchase of leased properties in the PRC and overseas, disposal of residual value and maintenance of leased assets, and consulting service and guarantees of leasing transactions. As at the Latest Practicable Date, HECIC and its subsidiaries hold an aggregate of 70% equity interest in Huihai, while the Company holds an aggregate of 30% equity interest in Huihai through two wholly-owned subsidiaries.

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3. ENTRUSTMENT OF PROJECT ASSET MANAGEMENT

Reference is made to the voluntary announcement dated 20 October 2023 on the Entrustment of Project Asset Management.

3.1 The New Business Opportunities

Reference is made to the section headed “Relationship with HECIC – Non-Competition Agreement and Undertakings” in the prospectus of the Company dated 29 September 2010, which discloses the relevant non-competition arrangement between HECIC and the Company. HECIC, the controlling shareholder of the Company, has recently served the Company with a letter of notification. Upon the application of Zhangjiakou Municipal Energy Bureau and the approval of the Development and Reform Commission of the Hebei Province, HECIC shall be the designated investor for the construction of the 500 MW New Wind Energy Storage Projects in Zhangjiakou. HECIC sought confirmation from the Company on its intention to invest in and construct the New Wind Energy Storage Projects in accordance with the relevant undertakings under the Non-Competition Agreement.

Based on the information available to the Company the total investment of the New Wind Energy Storage Projects amounted to approximately RMB3.6 billion, the particulars of which are as follows:

No.	Project	Location	Investment (RMB100 million)
1	Huai'an Longdong 150MW Wind Energy Storage Project	Huai'an, Hebei	10.43
2	Xuanhua Shenjing 150MW Wind Energy Storage Project	Xuanhua, Hebei	10.61
3	Zhuolu Huiyao Phase I 200MW Wind Energy Storage Project	Zhuolu, Hebei	14.96
	Total		<u>36.00</u>

After study by the Board (including the independent non-executive Directors), the wind power business is one of the principal businesses of the Company. In order to effectively avoid industry competition, and to fully utilize the controlling shareholder's advantages in terms of funding and resources as well, to control the investment risks of the Company, and to maximize the protection of the interests of the Company and all Shareholders, the Company agreed to let the HECIC Group make the upfront investment in such New Wind Energy Storage Projects. At the same time, the Company will manage the equity interest, operation and management and project assets of the

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Entrusted Companies by means of entrusted management of project assets. These arrangements have been made in compliance with the provisions of the Guiding Opinions and after due consultation between the Company and HECIC.

The specific considerations of the Company in making the aforesaid decisions are set out below:

(1) There are constraints and uncertainties in relation to the New Wind Energy Storage Projects

Certain parts of the land for construction of the New Wind Energy Storage Projects is basic grassland, which has to be converted into construction land before being used for project construction purpose under the PRC laws. There is an uncertainty as to the procedure of approval, which may cause the delay in construction, or if such land conversion approval cannot be obtained, construction will not be permitted.

In addition, the New Wind Energy Storage Projects are located in the lower area to the Zhangjiakou Dam, where the wind speed is relatively poor compared to the upper area of the Zhangjiakou Dam. The substation of the power grid company to which they intend to connect is in the process of applying for land formalities and there is no clear timeframe for the commencement of construction. There is a risk that when these construction of the projects have been completed, the access substation has not yet been put into operation. It will directly affect these projects' connection to the grid, exposing to potential risk of access. The increasing proportion of new energy installed capacity in northern Hebei has exceeded the stable carrying capacity of the power grid in northern Hebei. When there is no significant improvement in the power grid, the risk of wind power abandonment and limitation of power generation may occur, which will reduce the return on investment.

(2) The upfront investment by the HECIC Group is favorable for the Company to control investment risks and reduce funding pressure

As at 30 June 2023, the total capacity of wind energy projects under construction of the Group was 578.4 MW, and the approved capacity of wind energy projects yet to be constructed was 1,861 MW. The capital expenditure of the Group during the first half of the 2023 amounted to approximately RMB4.4 billion. The Company will focus on strategic investments in wind energy projects with lower commercial risks and shorter upfront investment period.

The total installed capacity of the New Wind Energy Storage Projects is 500 MW, with a total investment of approximately RMB3.6 billion, accounting for more than 17% of the Company's audited net assets in the latest audit period. Due to the constraints and uncertainties mentioned above, the Company considers that there are still uncertainties in respect of the length of construction cycle and construction costs of the New Wind Energy Storage Projects, and the possible

LETTER FROM THE BOARD

return of investment after its commissioning. Accordingly, the HECIC Group's upfront investment in the New Business Opportunities is conducive to the Company's control of investment risks and the reduction of capital pressure.

(3) The upfront investment by the HECIC Group is in compliance with the requirements of the competent energy authorities and conducive to the progress of the project

The New Wind Energy Storage Projects were applied by the Zhangjiakou Municipal Energy Bureau and approved by the Development and Reform Commission of the Hebei Province, with HECIC as the designated investor for the construction. According to the relevant policies and regulations, the equity interest in the New Wind Energy Storage Projects cannot be transferred or changed prior to the completion of the construction. Therefore, it is in compliance with the relevant policies and requirements of the competent energy authorities for HECIC Group to make the upfront investment in the New Wind Energy Storage Projects and conducive to the expeditious progress of the approval and construction of the project and avoids the risks brought by the delay of the projects progress to meet the requirements to the development of the New Wind Energy Storage Projects and the Company's subsequent projects.

(4) The upfront investment by the HECIC Group is in compliance with the regulatory rules and the Non-Competition Agreement

According to the relevant provisions of the Guiding Opinions, "eligible state-owned shareholders may, on the basis of full consultation with the listed companies under their control, make use of their own advantages in brand name, resources and finance to cultivate on behalf of the listed companies, in accordance with the market principle, businesses or assets that meet the needs of the listed companies in terms of business development but are not suitable for implementation by the listed companies for the time being. Any agreement on business cultivation between a listed company and a state-owned shareholder shall be authorized by the general meeting of the listed company. The listed company shall have the right of first refusal under the same conditions when the state-owned shareholders transfer the business that has matured from cultivation to purchase."

Pursuant to the relevant undertakings of HECIC under the Non-Competition Agreement, in the event that HECIC discovers any new business opportunities which constitute or are likely to constitute industry competition with the Company and its holding companies, HECIC will immediately notify the Company in writing, and use its best endeavors to procure that such business opportunity will be offered in the first instance to the Company on reasonable and fair terms and conditions. In the event that the Company does not take up the aforesaid new business opportunities and HECIC engages in the aforesaid business which constitutes a competing business, the Company shall have the right at any time to purchase from HECIC, on a one-off basis or on multiple occasions, any equity, assets and other interests in the aforesaid competing business; or the Company

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shall, at its option in a manner permitted by the laws and regulations of the PRC, including but not limited to, entrusting the operation of, leasing to, or contracting to operate the assets or business of HECIC in the aforesaid competing business.

Therefore, it is in the interests of the Company and all Shareholders as a whole for the Company to manage the Entrusted Companies and project assets as contracted under the Entrustment Agreement, and upon completion of the construction of the New Wind Energy Storage Projects, the Company will enjoy the right to purchase the equity interests in the project companies in priority, and will be able to enjoy the fruits of the merger of the upfront investments made by the HECIC Group.

3.2 Entrusted Management Services

In order to avoid competing with HECIC, the Company will enter into the Entrustment Agreement with HECIC in near future under which the Company will be entrusted with the management of the shareholdings in the Entrusted Companies as well as the operations and management of the assets and operations of the New Wind Energy Storage Projects.

The principal terms of the Entrustment Agreement are as follows:

Parties	:	Delegator: HECIC
		Delegatee: The Company
Term of Agreement	:	The Entrustment Agreement shall be concluded upon the signature and affixing of the official seal by the legal representative or authorised representatives of both parties, and shall be valid for three years from the entrustment of assets management being approved at the extraordinary general meeting of the Company until the third anniversary of such shareholders' approval.
Subject of equity entrusted management	:	100% equity interests of wholly-owned subsidiaries of HECIC for holding the New Business Opportunities.

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- Scope of the Entrusted Management Services : During the entrustment period, HECIC shall entrust 100% of the equity interests in the Entrusted Companies to the Company for entrustment, and the Company shall manage the Entrusted Companies as the Group's third-tier companies. The Company shall have all rights over the entrusted equity interests during the entrustment period except for the rights to income and disposal. In addition to the Company's entrusted management of the equity interest, the Company will be entrusted with the centralised management of the Entrusted Companies in respect of their daily operations and management, including the management of business plans and financial budgets, management of production operations, preliminary project planning management and engineering management, financial and auditing management, information management and others.
- Entrustment fee : The Company will charge an entrustment fee of RMB250,000/year for the services under the Entrustment Agreement. The entrustment fee shall be determined by both parties in accordance with the principles of voluntariness, negotiation and fairness, taking into account the fees charged for similar entrustments in the market as well as the resources to be invested by the Company in the management of the Entrusted Companies.

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When determining the entrustment fee level, the Company has taken into account the following factors:

- (a) The Entrusted Companies will be set up and funded by HECIC. Such project companies will hire proper personnel with requisite expertise in corporate and project management to handle the daily operation and management affairs.
- (b) Over more than a decade in development of wind energy business in China, the Company has established an experienced technical and management team in construction and management of wind farms, and excel in costs control, quality assurance, construction progression management and profitability enhancement. As the Company is operating wind farms in Zhangjiakou area with a total installed capacity of 2,200 MW, the Company will assign three to four personnel who are currently stationed in Zhangjiakou area to provide services to the Entrusted Companies, on a part-time basis, mainly focusing on handling the relevant permit applications, daily internal approval procedures and providing necessary technical supports. The Company expects that the resources involved in provision of the Entrusted Management Services is insignificant.
- (c) The main purpose of provision of the Entrusted Management Services is, on the one hand, avoid potential competition between HECIC Group and the Group; and on the other hand, to allow the Company to closely monitor the development of the New Wind Energy Storage Projects, and re-consider whether to acquire any or all of these projects in the future, as and when such projects meet the Company's investment yield level requirements.

3.3 Reasons For and Benefits of The Entrustment Agreement

As disclosed above, the Company's consent to let the HECIC Group make upfront investment in the New Business Opportunities was a decision made by the Company based on the actual operating conditions and from the perspective of the overall development planning. The provision of the Entrusted Management Services by the

LETTER FROM THE BOARD

Company to the Entrusted Companies is necessary and reasonable to avoid the risk of industry competition with the Company as a result of the HECIC Group's upfront investment in the New Business Opportunities. The Entrustment Transaction does not involve any transfer of asset ownership, change in management, resettlement of staff, land lease, etc. The Company will only provide the Entrusted Management Services and receive the entrustment fee, which will not result in any change in the scope of the Company's consolidated financial statements and will not have any material impact on the Company's production and operation. The price of the Entrustment Transaction was determined by both parties after negotiations, and the Company has taken into account the costs incurred for the performance of the entrusted management as stipulated in the Entrustment Agreement as a whole.

In addition, pursuant to the Non-Competition Agreement, the Company will issue a written notice to HECIC that in order to better protect the interests of the Company and its shareholders, while agreeing at this stage to let the HECIC Group make upfront investment in the New Business Opportunities, the Company reserves the right of first refusal under the Non-Competition to exercise the option to make purchase on a one-off basis or on multiple occasions of the aforementioned new business from the HECIC Group at any time in the manner and procedures in compliance with the requirements of the law, as permitted by the applicable laws. The Company may exercise the option to acquire the aforesaid New Business Opportunities from HECIC at any time in a manner and in accordance with the procedures in compliance with the requirements of the law. In the future, if the Company exercises the option in respect of the aforementioned New Business Opportunities, it will resolve the aforesaid potential problem of industry competition.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that although the Entrustment Transaction was not entered into in the ordinary and usual course of business of the Group, it was conducted on normal commercial terms and the terms of the Entrustment Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

3.4 Implication Under The H Share Listing Rules

HECIC is a controlling shareholder holding a 49.17% equity interest in the Company and therefore a connected person of the Company. The Entrusted Management Services constitute a continuous connected transaction of the Company under Chapter 14A of the H Share Listing Rules. As all of the percentage ratios applicable to the Entrusted Management Services are less than 0.1%, the Entrusted Management Services are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the H Share Listing Rules.

As Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wang Tao hold positions in the HECIC Group or its subsidiaries, they have abstained from voting on the Board resolution approving the Entrustment Transaction as required under the Articles of Association. Save as disclosed above, none of the Directors has been or is deemed to have material interests in the Entrustment Transaction and hence no other Director is required to abstain from voting on the relevant Board resolution.

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Furthermore, the Company's connected transactions (as defined under the A Share Listing Rules) with HECIC and companies directly or indirectly controlled by HECIC in the past 12 months have amounted to 5% of the absolute value of the Company's audited net assets for the latest audit period. In accordance with the relevant provisions of the A Share Listing Rules, the Entrustment Transaction is subject to the consideration of and approved by the general meeting of the Company. An extraordinary general meeting notice and a circular containing, among other things, details of the Entrustment Transaction will be dispatched to the Shareholders in due course.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RELEVANT CORPORATE GOVERNANCE RULES

Reference is made to the announcement dated 3 November 2023 on the amendments to the Articles of Association and relevant corporate governance rules. In accordance with the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies (Revised in 2022) of the Shanghai Stock Exchange, the Hong Kong Listing Rules, and other relevant laws and regulations, regulatory rules and the requirements of the state owned regulatory authorities, the Company proposes to amend the Articles of Association, the Rules of Procedure of the General Meetings, the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Board of Supervisors and the Working Rules for Independent Directors. The amendments of the Articles of Association and the aforesaid corporate governance rules will become effective on the date of approval at the EGM.

Please refer to Appendices I, II, III, IV and V to this circular for the respective comparison tables of the amendments to the Articles of Association, the Rules of Procedure of the General Meetings, the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Board of Supervisors and the Working Rules for Independent Directors.

5. THE EGM

The EGM will be held on Thursday, 30 November 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The notice of EGM was dispatched to the Shareholders on 9 November 2023. The proxy form is enclosed. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. on or before Wednesday, 29 November 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

Arrangements for A shareholders to attend the EGM will be separately announced by the Company on the Shanghai Stock Exchange's website as and when appropriate.

LETTER FROM THE BOARD

6. VOTING BY POLL

According to Rule 13.39(4) of the H Share Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed resolution at the EGM.

In view of HECIC's interests in the New Financial Services Framework Agreement and the New Asset Financing Services Framework Agreement, HECIC and its associates are required to abstain and shall abstain from voting on the ordinary resolutions to be proposed at the EGM to approve the continuing connected transactions under the New Financial Services Framework Agreement and the Asset Financing Services under the Financial Services Framework Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, there are no connected person of the Company or Shareholder or their respective associates with a material interest in the resolutions to be proposed at EGM which is required to abstain from voting at the EGM.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of its Shares to a third party, either generally or on a case-by-case basis. Accordingly, to the best knowledge, information and belief of the Directors, there exists no discrepancy between any Shareholder's beneficial shareholding interest in the Company and the number of Shares in the Company in respect of which such Shareholder will control or will be entitled to exercise control over the voting right at the EGM.

7. RECOMMENDATIONS

Save as disclosed in sections 2.1.6 and 2.2.5 above, none of the other Directors has or is deemed to have a material interest in each of the resolutions to be considered at the EGM. The Board considers that the terms of all the resolutions proposed at the EGM are fair and reasonable, and in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 45 to 46 of this circular containing the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Deposit Service (including maximum daily deposit balance) under the New Financial Services Framework Agreement; and (ii) the letter from the Independent Financial Adviser set out on pages 47 to 56 of this circular containing the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders as well as the principal factors and reasons considered in respect of the Deposit Service (including the proposed caps of maximum daily deposit balance) under the New Financial Services Framework Agreement.

By order of the Board of
China Suntien Green Energy Corporation Limited
Mei Chun Xiao
Executive Director/President

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



China Suntien Green Energy Corporation Limited* **新天綠色能源股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

9 November 2023

To the Independent Shareholders:

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT

We refer to the circular dated 9 November 2023 (the “**Circular**”) to the Shareholders by the Company, of which this letter forms part. Capitalized terms used in this letter shall have the same meaning as those defined in the Circular unless specified otherwise.

In accordance with the requirements of the H Share Listing Rules, we have been appointed to consider and advise the Independent Shareholders as to whether the Deposit Service (including the proposed caps of maximum daily deposit balance) under the New Financial Services Framework Agreement are conducted by the Company in its ordinary and usual course of business, on normal commercial terms, in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. For such purpose, Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. Details of, and the reasons for, the Deposit Service (including the proposed caps of maximum daily deposit balance) under the New Financial Services Framework Agreement are contained in the letter from the Board set out on pages 13 to 23 in the Circular.

We have also discussed with the management of the Company regarding the terms of the New Financial Services Framework Agreement and the basis upon which the proposed maximum daily deposit balance of the Deposit Service for the three years ending 31 December 2026 are determined.

Having considered (i) the terms of the New Financial Services Framework Agreement, (ii) the discussions with the management of the Company about the background and nature of the New Financial Services Framework Agreement, (iii) reasons for the proposed maximum daily deposit balance and the basis upon which the proposed maximum daily deposit balance has been determined and (iv) the advice of Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, we consider that the transactions under the New Financial Services Framework Agreement

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

are entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of the transactions under the New Financial Services Framework Agreement and the maximum daily deposit balance of the Deposit Service are fair and reasonable so far as the Independent Shareholders are concerned, and are in the interests of the Company and the Shareholders as a whole.

We therefore recommend the Independent Shareholders to vote in favor of the ordinary resolution to be proposed at the EGM to approve the Deposit Service (including the proposed cap of maximum daily deposit balance of the Deposit Service for each of the three years ending 31 December 2026) under the New Financial Services Framework Agreement.

Yours faithfully,
Independent Board Committee of
China Suntien Green Energy Corporation Limited
Mr. Guo Ying Jun
Mr. Wan Yim Keung, Daniel
Dr. Lin Tao
Independent Non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Deposit Service for the purpose of inclusion in this circular.



Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

9 November 2023

*To: The independent board committee and the independent shareholders
of China Suntien Green Energy Corporation Limited*

Dear Sirs,

CONTINUING CONNECTED TRANSACTION UNDER THE NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Deposit Service under the New Financial Services Framework Agreement, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 9 November 2023 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 20 October 2023, the Company and the Group Finance Company entered into the New Financial Services Framework Agreement, pursuant to which the Group will, on a voluntary and non-compulsory basis, continue to utilize various financial services provided by the Group Finance Company, including (i) the Deposit Service, (ii) the Loan Service, (iii) the Bill Discounting Service, (iv) the Miscellaneous Fee-based Financial Services (including non-financing guarantee service, acceptance service, entrusted loan service and other fee-based services), and (v) the Other Permitted Financial Services (including but not limited to the settlement service, financial and financing advisory services, credit authentication and relevant consulting and agency services, insurance agency service and corporate bonds underwriting service). Subject to the approval by the Independent Shareholders, the New Financial Services Framework Agreement shall be valid from 1 January 2024 to 31 December 2026.

With reference to the Board Letter, the Deposit Service constitutes a continuing connected transaction and discloseable transaction, and is subject to the reporting and announcement, annual review and independent shareholders’ approval requirements under the H Share Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Deposit Service are on normal commercial terms and are fair and reasonable; (ii) whether the Deposit Service is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolution to approve the Deposit Service at the EGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, Gram Capital was engaged as the independent financial adviser in relation to (i) continuing connected transaction and discloseable transaction, details of which were set out in the Company's circular dated 23 November 2021; (ii) connected transaction, details of which were set out in the Company's circular dated 23 May 2022; (iii) duration of LNG terminal usage contract dated 7 March 2023 and as amended by a supplemental agreement dated 30 June 2023, details of which were set out in the Company's announcement dated 30 June 2023; and (iv) continuing connected transaction, details of which were set out in the Company's circular dated 18 July 2023.

Notwithstanding the aforesaid engagements, we are not aware of any relationships or interests between Gram Capital and the Company, or any other parties during the past two years immediately preceding the Latest Practicable Date that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser.

Having considered that (i) none of the circumstances as set out under Rule 13.84 of the H Share Listing Rules existed as at the Latest Practicable Date; and (ii) the aforesaid past engagements were only independent financial advisory engagements, we are of the view that we are independent to act as the Independent Financial Adviser.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate in all material respects at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there are no

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

undisclosed private agreements/ arrangements or implied understanding with anyone concerning the New Financial Services Framework Agreement. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the H Share Listing Rules.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the H Share Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Group Finance Company, and each of their respective subsidiaries or associates, nor have we considered the taxation implication on the Company or the Shareholders as a result of the entering into the New Financial Services Framework Agreement. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Deposit Service, we have taken into consideration the following principal factors and reasons:

Information on the Company

With reference to the Board Letter, the Company is one of the leading clean energy companies in northern China. Its scope of business includes: (i) investment in exploration and utilization projects of natural gas, coalbed methane and coal-based natural gas; (ii) investment in the development of new energy projects such as wind power and solar power; and (iii) development of new energy technology and technical services.

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Information on the Group Finance Company

With reference to the Board Letter, the Group Finance Company is a non-banking financial institution regulated by the PBOC and the NAFR. Its scope of business includes: (i) arrangement of financial and financing advisory services, credit authentication and relevant consulting and agency services for the Member Companies; (ii) assistance in collection and payment of transaction money for the Member Companies; (iii) carrying out permitted insurance agency business; (iv) provision of guarantees for the Member Companies; (v) arrangement of entrusted loan service among the Member Companies; (vi) arrangement of bills acceptance and discounting services for the Member Companies; (vii) arrangement of internal money transfer and settlement and design of relevant settlement and clearance structure among the Member Companies; (viii) acceptance of deposits from the Member Companies; (ix) arrangement of lending and finance lease for the Member Companies; (x) carrying out interbank market transactions; (xi) arrangement of entrusted investment service among the Member Companies; (xii) underwriting corporate bonds issued by the Member Companies; and (xiii) investment in negotiable securities.

As at the Latest Practicable Date, the Company, HECIC, HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and HECIC Energy Investment Co., Ltd. Held a 10%, 60%, 10%, 10% and 10% equity interest in the Group Finance Company, respectively. Each of HECIC Water Investment Co., Ltd., HECIC Communications Investment Co., Ltd. and HECIC Energy Investment Co., Ltd. is a subsidiary of HECIC.

As confirmed by the Company, the Group Finance Company is required to operate in compliance with the 《企業集團財務公司管理辦法》(Administrative Measures for Group Finance Companies*, the “**Administrative Measures**”) promulgated by China Banking and Insurance Regulatory Commission* (中國銀行保險監督管理委員會), which was replaced by NAFR in May 2023. Pursuant to the Administrative Measures, it regulates the operation of non-banking financial institutions which provide financial management services to the enterprise group member entities. The Administrative Measures set out certain compliance and risk control requirements/measures in relation to the operation of group financing companies, including but not limited to maintaining certain financial ratios at all times. Furthermore, pursuant to the Administrative Measures, in the event that a group finance company faces any difficulty in making payment, the parent group company and controlling shareholder(s) of group finance company will increase such group finance company’s capital accordingly based on the actual need.

Based on our discussions with the Group Finance Company, we understood that the NAFR monitors the Group Finance Company’s operations and compliance with relevant laws and regulations, through on-site examinations and off-site surveillance, from time to time. The NAFR may impose corrective and punitive measures, including fines and ordering the suspension of certain business activities. According to the Group Finance Company, the NAFR has not taken any disciplinary actions, or imposed penalties or fines on the Group Finance Company for the two years ended 31 December 2022.

As further advised by the Group Finance Company, the Group Finance Company is required to submit quarterly risk report of the Group Finance Company’s business operation to the NAFR.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

With reference to the Board Letter, under the articles of association of the Group Finance Company, the board of directors of the Group Finance Company comprises seven directors. As at the Latest Practicable Date, its board of directors comprises (i) three directors nominated by HECIC, (ii) one director nominated by the Company, (iii) one director nominated by Jointo Energy Investment Co., Ltd. Hebei, a subsidiary of HECIC, (iv) one director nominated by HECIC Communications Investment Co., Ltd., a subsidiary of HECIC, and (v) one employee representative director elected by the employees of the Group Finance Company. Ms. Fan Weihong (范维红), Chief Accountant of the Company, is the director nominated by the Company to the board of directors of the Group Finance Company and participates in the decision-making process for important business development strategies and other matters to be approved by the board of directors of the Group Finance Company in accordance with the articles of association of the Group Finance Company, and can effectively control and supervise the daily operation of the Group Finance Company.

With reference to the Board Letter, the Group Finance Company has established a risk management committee under the board of directors comprising three members to approve loans extended to the Member Companies with a single loan amount of over RMB80 million. The members of the risk management committee, who are nominated by the chairman of the board of directors, or over one-third of the directors, of the Group Finance Company, and elected by the board of directors of the Group Finance Company. Ms. Fan Weihong (范维红) is currently a member of the risk management committee.

Reasons for and benefit of the Deposit Service

With reference to the Board Letter, the Company can withdraw deposit from its accounts with the Group Finance Company and use services provided by other financial institutions according to the Company's business needs, and is not subject to any restrictions imposed by the Group Finance Company. Apart from the Group Finance Company, the Group has business cooperation with a number of financial institutions, which can provide timely financial services to the Group as and when needed.

With reference to the Board Letter, the Group Finance Company is only allowed to serve the needs and requirements of the Member Companies and is expected to benefit the Group as it is familiar with the operations of the Group and can therefore provide services in a prioritized and more efficient manner as compared to the commercial banks in the PRC.

In addition, pursuant to the Existing Financial Services Framework Agreement and the New Financial Services Framework Agreement, among other things, the interest rates shall not be lower than (i) the lower limits of the interest rates promulgated by the PBOC from time to time for the same category of deposits; (ii) the interest rates offered to other member companies of HECIC by the Group Finance Company for the same category of deposits; and (iii) the interest rates individually obtained from commercial banks by the Group member using the Deposit Service for deposits with the same term and of the same stage and category.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group will utilize the financial services from the Group Finance Company on a voluntary and non-compulsory basis and is not obliged to engage the Group Finance Company for any particular service.

In light of the above reasons, in particular, (i) the pricing policy of the Deposit Service; and (ii) the Group will utilize the financial services from the Group Finance Company on a voluntary and non-compulsory basis and is not obliged to engage the Group Finance Company for any particular service, we consider the Deposit Service is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group.

Principal terms of the Deposit Service

Set out below is the summary of Deposit Service, details of which are set out under section headed “New Financial Services Framework Agreement” of the Board Letter.

Date:	20 October 2023
Parties:	The Company and the Group Finance Company
Term of the agreement:	Upon approval of the Independent Shareholders of the Company, the New Financial Services Framework Agreement shall be valid from 1 January 2024 to 31 December 2026.
Pricing policy for Deposit Service	The interest rates shall not be lower than (i) the lower limits of the interest rates promulgated by the PBOC from time to time for the same category of deposits; (ii) the interest rates offered to other member companies of HECIC by the Group Finance Company for the same category of deposits; and (iii) the interest rates individually obtained from commercial banks by the Group member using the Deposit Service for deposits with the same term and of the same stage and category.

We further searched over the Stock Exchange’s website to identify similar deposit arrangement (i.e. listed issuer group deposit fund in group finance company (a connected person of the listed issuer) and constitutes notifiable transaction and continuing connected transaction). We noted that the pricing policy of the Deposit Service is generally in line with the pricing policies of the deposit services among the above listed issuer group and their group finance companies.

With reference to the Board Letter, to secure the interests of shareholders, the Company applied certain internal control procedures and corporate governance measures (the “**IC Measures**”) for utilizing the financial services provided by the Group Finance Company. Details of the IC Measures are set out under the section headed “Reasons for and Benefits of Entering Into the New Financial Services Framework Agreement” of the Board Letter.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

After reviewing the IC Measures and having considered that, among other things, (i) there will be quotation collection and comparison procedures before the Group's placement of deposits into Group Finance Company; (ii) the Company's finance department will review regulatory report, monthly financial statement and monthly balance statement provided by the Group Finance Company; and (iii) if there is any change in deposit interest rates offered to the Group, the Company's finance department will examine and ensure that the updated interest rates are in compliance with the pricing policy under the New Financial Services Framework Agreement, we consider that the IC Measures are sufficient for the Company to monitor the Deposit Service and the effective implementation of the IC Measures would help to ensure fair pricing of the Deposit Service according to the above pricing policies.

Upon our request, we obtained deposit records as follows: (i) the Company placed deposits in independent commercial banks and the Group Finance Company (the "**Group's Deposit Records**"); and (ii) Member Companies (excluding the Group) placed deposits in Group Finance Company from December 2021 to September 2023. We noted from the deposit records that the deposit rates as shown in the deposit records are in line with the aforesaid pricing policy under the Existing Financial Services Framework Agreement.

Furthermore, we discussed with the Company's senior management, board office staff and finance department staff and understood that they are aware of the IC Measures and will comply with IC Measures when conducting transactions contemplated under the New Financial Services Framework Agreement.

Upon our further request, the Company provided us the followings: (i) deposit summary (i.e. deposit statements); (ii) regulatory reports (i.e. quarterly risk reports as mentioned above); (iii) internal control report issued by an external auditor; and (iv) documents showing the finance department's review on deposit statements. The aforesaid documents were mentioned in the Company's existing IC Measures for Deposit Service.

Having considered (i) our findings on deposit rates as mentioned above; (ii) our discussion with the Company's relevant staffs as mentioned above; and (iii) other documents (which were mentioned in the Company's existing internal control procedures for Deposit Service) as mentioned above, we do not doubt the effectiveness of the implementation of the IC Measures.

The proposed annual caps

Set out below are (i) the historical maximum daily deposit balance of the deposit service (including any interest accrued thereon) for the two years ended 31 December 2022 and the six months ended 30 June 2023 with existing annual caps; and (ii) the proposed annual caps of the Deposit Service (the "**Deposit Cap(s)**"):

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Historical transaction amounts	For the year ended 31 December 2021 <i>(in RMB million)</i>	For the year ended 31 December 2022 <i>(in RMB million)</i>	For the year ending 31 December 2023 <i>(in RMB million)</i>
Actual maximum daily balance of the deposit service	3,116	3,511	3,524 <i>(Note)</i>
Maximum daily balance of the deposit service	3,570	3,570	3,570
Utilisation rate (%)	87.3	98.3	98.7
	For the year ending 31 December 2024 <i>(in RMB million)</i>	For the year ending 31 December 2025 <i>(in RMB million)</i>	For the year ending 31 December 2026 <i>(in RMB million)</i>
The Deposit Caps	4,500	4,500	4,500

Note: The figure is for the six months ended 30 June 2023.

With reference to the Board Letter, the Deposit Caps were determined after taking into account of certain factors, which are set out under the sub-section headed “Annual Caps and the Basis of Determination” of the Board Letter.

According to the above table, we noted that the relevant utilisation rates of the maximum daily balance of the deposit service were approximately 87.3% and 98.3% for each of the two years ended 31 December 2022 and approximately 98.7% for the year ending 31 December 2023, based on actual maximum daily balance of the deposit service for the six months ended 30 June 2023. The utilisation rates were at high levels.

According to the above table, the Deposit Caps for the three years ending 31 December 2026 represented an increase of approximately 26.1% or approximately RMB930 million as compared to the existing annual caps of the Deposit Service for the three years ending 31 December 2023. To assess the fairness and reasonableness of the Deposit Caps for the three years ending 31 December 2026, we conducted the following analyses:

- We noted from the Company’s interim report for the six months ended 30 June 2023 that as at 30 June 2023, the Group’s (i) cash amounted to approximately RMB3,272.0 million (of which cash and cash equivalents were approximately RMB3,131.9 million); (ii) accounts receivables (of which, the renewable energy subsidies and benchmark tariffs accounted for the most part) was approximately RMB6,221.9 million. The summation of aforesaid two items (the “**Summation**”) was approximately RMB9,493.9 million. The Summation (which is larger than the Deposit Caps) indicates the Group’s possible demand of deposit services to be provided by commercial banks and the Group Finance Company.

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- We noted that, as at 30 June 2023 (being the latest published financial information when entering into the New Financial Services Framework Agreement), the Group's (i) cash increased by approximately 26.9% or approximately RMB694.6 million as compared to that as at 30 September 2021 (being the latest published financial information when entering into the Existing Financial Services Framework Agreement); (ii) accounts receivables increased by approximately 0.4% or approximately RMB22.5 million as compared to that as at 30 September 2021. In addition, there was also a substantial increase in the Group's total operating revenue of approximately 48.4% or approximately RMB6,049.6 million for the year ended 31 December 2022 (being the latest full financial year before entering into the Existing Financial Services Framework Agreement) as compared to that for the year ended 31 December 2020 (being the latest full financial year before entering into the Existing Financial Services Framework Agreement).

Having considered following factors, including:

- (i) the abovementioned improvement in the Group's financial performance and position;
- (ii) the Summation (which is larger than the Deposit Caps) indicates the Group's possible demand of deposit services to be provided by commercial banks and the Group Finance Company;
- (iii) according to the Group's current wind power and natural gas business expansion plan, the Group plans to continue to increase its wind power capacity and the sales volume of natural gas between 2024 and 2026. Such increases may generate positive cash flow for the Group, thereby increasing the monetary fund balance;

We noted from the Company's financial reports that the Group's accumulative consolidated installed capacity of wind power was 6,089.85 MW as at 30 June 2023 (5,811.85 MW as at 31 December 2022, 5,673.85 MW as at 31 December 2021 and 5,471.95MW as at 31 December 2020);

- (iv) as advised by the Directors, it is difficult to forecast the total cash level for the three years ending 31 December 2026. Nevertheless, should there be any substantial increase in total cash of the Company, the Company may opt to deposit portion of cash in commercial banks or re-comply with the applicable provisions of the H Share Listing Rules governing continuing connected transaction to revise the Deposit Caps for the three years ending 31 December 2026,

we consider that the Deposit Caps for the three years ending 31 December 2026 (being the same amounts) are fair and reasonable.

In light of the above, we are of the view that the terms of the Deposit Service are on normal commercial terms and are fair and reasonable.

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H Share Listing Rules implication

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 to 14A.59 of the H Share Listing Rules pursuant to which (i) the maximum values of the Deposit Service must be restricted by the Deposit Caps for the period concerned under the New Financial Services Framework Agreement; (ii) the terms of the Deposit Service must be reviewed by the independent non-executive Directors annually; (iii) details of independent non-executive Directors' annual review on the terms of the Deposit Service must be included in the Company's subsequent published annual reports.

Furthermore, it is also required by the H Share Listing Rules that the auditors of the Company must provide a letter to the Board confirming, among other things, whether anything has come to their attention that causes them to believe that the Deposit Service (i) have not been approved by the Board; (ii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iii) have exceeded the annual caps.

In the event that the maximum amounts of the Deposit Service are anticipated to exceed the Deposit Caps, or that there is any proposed material amendment to the terms of the Deposit Service, as confirmed by the Directors, the Company shall comply with the applicable provisions of the H Share Listing Rules governing continuing connected transaction.

Given the above stipulated requirements for continuing connected transactions pursuant to the H Share Listing Rules, we are of the view that there are adequate measures in place to monitor the Deposit Service and thus the interest of the Independent Shareholders would be safeguarded.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Deposit Service are on normal commercial terms and are fair and reasonable; and (ii) the Deposit Service is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Deposit Service and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 25 years of experience in investment banking industry.

Set out below is the comparison table showing the amendments to the existing Articles of Association. The full text of the proposed amended version of the Articles of Association is available on the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the SSE at www.sse.com.cn. This Comparison Table of the Amendments to the Articles of Association is prepared in Chinese and translated into English. In the event of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Existing Articles	Amended Articles
Article 1	<p>In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), its shareholders and creditors, regulate the Company’s organization and behaviour, these Articles are formulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies” (hereinafter referred to as the “Special Regulations”), the “Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Clauses”), the “Letter of Supplementary Amendment Advice on the Articles of Association of Companies Seeking a Listing in Hong Kong”, the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies”, the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), 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 “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.</p>	<p>In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), its shareholders and creditors, regulate the Company’s organization and behaviour, these Articles are formulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies” (hereinafter referred to as the “Special Regulations”), the “Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Clauses”), the “Letter of Supplementary Amendment Advice on the Articles of Association of Companies Seeking a Listing in Hong Kong”, the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies”, the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), 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 “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.</p>

No.	Existing Articles	Amended Articles
Article 2	<p>The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the PRC.</p> <p>...</p>	<p>The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the PRC.</p> <p>...</p>
Article 8	<p>These Articles shall have binding effect on the Company and its shareholders, directors, supervisors, president and other senior management, and the aforesaid personnel may make claims in relation to any matters of the Company in accordance with these Articles.</p> <p>Subject to Article 255 of these Articles, shareholders may institute legal proceedings against the Company in accordance with these Articles; the Company may institute legal proceedings against its shareholders in accordance with these Articles; shareholders may institute legal proceedings against the other shareholders in accordance with these Articles; shareholders of the Company may institute legal proceedings against the directors, supervisors, president and other senior management of the Company in accordance with these Articles.</p> <p>The “legal proceedings” mentioned in the preceding paragraph shall include court proceedings or arbitration proceedings.</p> <p>“Other senior management” mentioned in the preceding paragraph includes vice president, chief accountant, general engineer, and secretary of the board of directors.</p>	<p>These Articles shall have binding effect on the Company and its shareholders, directors, supervisors, president and other senior management, and the aforesaid personnel may make claims in relation to any matters of the Company in accordance with these Articles.</p> <p>Subject to Article 255 of these Articles, sShareholders may institute legal proceedings against the Company in accordance with these Articles; the Company may institute legal proceedings against its shareholders in accordance with these Articles; shareholders may institute legal proceedings against the other shareholders in accordance with these Articles; shareholders of the Company may institute legal proceedings against the directors, supervisors, president and other senior management of the Company in accordance with these Articles; the Company may <u>institute legal proceedings against its shareholders, directors, supervisors, president and other senior management in accordance with these Articles.</u></p> <p>The “legal proceedings” mentioned in the preceding paragraph shall include court proceedings or arbitration proceedings.</p> <p>“Other senior management” mentioned in the preceding paragraph includes vice president, chief accountant, general engineer, and secretary of the board of directors.</p>

No.	Existing Articles	Amended Articles
Article 14	<p>The Company may, at any time, issue ordinary shares. The Company may, in accordance with requirements and subject to the approval by the company examination and approval department as authorised by the State Council, issue other classes of shares.</p>	<p>The Company may, at any time, issue ordinary shares. The Company may, in accordance with requirements and subject to the approval by the company examination and approval department as authorised by the State Council, issue other classes of shares. <u>The Company may issue other types of shares in accordance with relevant national laws, administrative regulations, and the relevant provisions of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and other regulatory authorities.</u></p>
Article 15	<p>The shares of the Company may take the form of share certificate. Shares issued by the Company shall have a par value, the nominal value of each share shall be RMB 1.</p> <p>RMB as mentioned in the preceding paragraph shall refer to the legal currency of the People’s Republic of China.</p>	<p>The shares of the Company may take the form of share certificate. Shares issued by the Company shall have a par value, the nominal value of each share shall be RMB 1.</p> <p>RMB as mentioned in the preceding paragraph shall refer to the legal currency of the People’s Republic of China <u>(hereinafter referred to as the “PRC”).</u></p>
Article 17	<p>Subject to approval by the competent securities authority of the State Council, the Company may issue shares to domestic and overseas investors.</p> <p>“Overseas investors” as mentioned in the preceding paragraph shall refer to investors from foreign countries and from Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; “domestic investors” shall refer to investors within the territory of the People’s Republic of China other than the aforesaid regions who subscribe for shares issued by the Company.</p>	<p>Subject to approval by the competent securities authority of the State Council, <u>Where</u> the Company may <u>issues</u> shares to domestic and overseas investors, <u>it shall complete the registration or filing procedures with the CSRC or other regulatory authorities in accordance with law.</u></p> <p>“Overseas investors” as mentioned in the preceding paragraph shall refer to investors from foreign countries and from Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; “domestic investors” shall refer to investors within the territory of the People’s Republic of China <u>PRC</u> other than the aforesaid regions who subscribe for shares issued by the Company.</p>

No.	Existing Articles	Amended Articles
Article 18	<p>Shares issued by the Company to domestic investors for subscription in RMB are called domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency are called foreign invested shares. Foreign invested shares which are listed overseas are called foreign invested shares listed overseas.</p> <p>“Foreign currency” as mentioned in the preceding paragraph shall refer to other countries’ or regions’ legal currencies approved by the national competent department in charge of foreign exchange and payable for the Company’s shares other than renminbi.</p> <p>The foreign invested shares listed overseas of the Company that are listed in Hong Kong are called H shares. H share represents the share to be listed on the Hong Kong Stock Exchange after approval, with nominal value in renminbi, subscribed for and traded in Hong Kong dollars.</p> <p>Subject to the approval by the securities regulatory authority of the State Council, the holders of the domestic shares of the Company may transfer all or part of their shares to overseas investors, and such transferred shares may be listed and traded on an overseas stock exchange. All or part of the domestic shares may be converted into foreign invested shares, and the converted foreign invested shares may be listed and traded on an overseas stock exchange. The listing and trading of the transferred or converted shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange, or the conversion of domestic shares into foreign invested shares for listing and trading on an overseas stock exchange, are not subject to voting by a general meeting or separate class meeting. The foreign invested shares listed overseas converted from domestic shares shall be of the same class as the original foreign invested shares listed overseas.</p>	<p>Shares issued by the Company to domestic investors for subscription in RMB are called domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency are called foreign invested shares. Foreign invested shares which are listed overseas are called foreign invested shares listed overseas.</p> <p>“Foreign currency” as mentioned in the preceding paragraph shall refer to other countries’ or regions’ legal currencies approved by the national competent department in charge of foreign exchange and payable for the Company’s shares other than renminbi.</p> <p>The foreign invested shares listed overseas of the Company that are listed in Hong Kong are called H shares. H share represents the share to be listed on the Hong Kong Stock Exchange after approval, with nominal value in renminbi, subscribed for and traded in Hong Kong dollars.</p> <p>Subject to the approval by the securities regulatory authority of the State Council, the holders of the domestic shares of the Company may transfer all or part of their shares to overseas investors, and such transferred shares may be listed and traded on an overseas stock exchange. All or part of the domestic shares may be converted into foreign invested shares, and the converted foreign invested shares may be listed and traded on an overseas stock exchange. The listing and trading of the transferred or converted shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange, or the conversion of domestic shares into foreign invested shares for listing and trading on an overseas stock exchange, are not subject to voting by a general meeting or separate class meeting. The foreign invested shares listed overseas converted from domestic shares shall be of the same class as the original foreign invested shares listed overseas.</p>

No.	Existing Articles	Amended Articles
Article 19	<p>...</p> <p>After the Company has been established and subject to the approval by the China Securities Regulatory Commission, the Company may issue foreign invested shares listed overseas. At the same time of issuance of foreign invested shares listed overseas, the state-owned shareholder of the Company has transferred not more than 123,844,000 state-owned shares to the National Social Security Fund Council in accordance with the relevant national requirement in relation to reduction of holding of state-owned shares.</p> <p>...</p> <p>In January 2014, as approved by the China Securities Regulatory Commission, the Company issued an additional 476,725,396 foreign invested shares listed overseas to no more than 10 overseas investors by way of private placing. After completion of such issuance of shares, the Company's equity capital structure is: Hebei Construction & Investment Group Co., Ltd. holds 1,500,924,800 shares, accounting for 40.40% of all the ordinary shares; HECIC Water Investment Co., Ltd. holds 375,231,200 shares, accounting for 10.10% of all the ordinary shares; the National Social Security Fund Council holds 123,844,000 shares, accounting for 3.33% of all the ordinary shares; shareholders of H shares hold 1,715,160,396 shares, accounting for 46.17% of all the ordinary shares.</p> <p>...</p>	<p>...</p> <p>After the Company has been established and subject to the approval by the China Securities Regulatory Commission CSRC, the Company may issue foreign invested shares listed overseas. At the same time of issuance of foreign invested shares listed overseas, the state-owned shareholder of the Company has transferred not more than 123,844,000 state-owned shares to the National Social Security Fund Council in accordance with the relevant national requirement in relation to reduction of holding of state-owned shares.</p> <p>...</p> <p>In January 2014, as approved by the China Securities Regulatory Commission CSRC, the Company issued an additional 476,725,396 foreign invested shares listed overseas to no more than 10 overseas investors by way of private placing. After completion of such issuance of shares, the Company's equity capital structure is: Hebei Construction & Investment Group Co., Ltd. holds 1,500,924,800 shares, accounting for 40.40% of all the ordinary shares; HECIC Water Investment Co., Ltd. holds 375,231,200 shares, accounting for 10.10% of all the ordinary shares; the National Social Security Fund Council holds 123,844,000 shares, accounting for 3.33% of all the ordinary shares; shareholders of H shares hold 1,715,160,396 shares, accounting for 46.17% of all the ordinary shares.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 20 (Deleted)	<p>Where the Company has a scheme approved by the competent securities authority of the State Council to issue foreign invested shares listed overseas and domestic shares, the board of directors of the Company may implement arrangements to make separate issue.</p> <p>A scheme for the separate issue of foreign invested shares listed overseas and domestic shares prepared by the Company in accordance with the preceding paragraph may be implemented separately within fifteen (15) months from the date on which the issue scheme is approved by the competent securities authority of the State Council.</p>	Deleted
Article 21 (Deleted)	<p>If the Company separately issues foreign invested shares listed overseas and domestic shares within the total number of shares fixed in the Company's issue scheme, foreign invested shares listed overseas and domestic shares shall separately be subscribed in full at one time. Under special circumstances, where the total number of shares in each issue cannot be entirely subscribed in full at one time, such shares may, subject to approval by the competent securities authority of the State Council, be issued in installments.</p>	Deleted
Article 21 (New)	New	<p><u>The Company or its subsidiaries (including its affiliated companies) shall not provide any financial assistance in the form of gifts, advances, guarantees, compensations or loans to a person who purchases or proposes to purchase shares of the Company.</u></p>

No.	Existing Articles	Amended Articles
Article 23 (Amended to be Article 22)	<p>The Company may, in accordance with the requirements of its business operations and development, increase its capital with approval as stipulated in these Articles. The Company may adopt the following ways to increase its capital:</p> <p>(1) issue new shares to non-designated investors for subscription;</p> <p>(2) conduct a rights issue of new shares to the designated investors and/or existing shareholders;</p> <p>(3) conduct a bonus issue of new shares to the existing shareholders;</p> <p>(4) conversion of capital reserve; or</p> <p>(5) other methods as approved by laws, administrative regulations and competent securities department of the State Council.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations of the State.</p> <p>After the increase or reduction of the Company's registered capital, the Company shall register and announce the alteration in its former industry and commerce administrative authorities.</p>	<p>The Company may, in accordance with the requirements of its business operations and development, increase its capital with approval as stipulated in these Articles. The Company may adopt the following ways to increase its capital in the following ways based on the provisions of laws and regulations and by separate resolution of the general meeting:</p> <p>(1) <u>public offering of shares</u>issue new shares to non-designated investors for subscription;</p> <p>(2) <u>non-public offering of shares</u>conduct a rights issue of new shares to the designated investors and/or existing shareholders;</p> <p>(3) conduct a bonus issue of new shares to the existing shareholders;</p> <p>(4) conversion of capital reserve; or</p> <p>(5) other methods as approved by laws, administrative regulations and competent securities department of the State Councilthe CSRC.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations of the State.</p> <p>After the increase or reduction of the Company's registered capital, the Company shall register and announce the alteration in its former industry and commerce administrative authorities.</p>
Article 24 (Deleted)	<p>Unless otherwise stipulated by laws, administrative regulations and the Hong Kong Stock Exchange, shares of the Company may be subject to free assignment and shall have no lien attached.</p>	Deleted
Article 25 (Amended to be Article 23)	<p>The Company shall not accept its shares as subject matter of pledge.</p>	<p>The Company shall not accept its shares as subject matter of pledge.</p>

No.	Existing Articles	Amended Articles
Article 27 (Amended to be Article 25)	<p>Any gains from the sale of shares or other securities with the nature of equity interests of the Company by any Company's director, supervisor, senior management or shareholders holding more than 5% of the shares in the Company within six (6) months after purchasing such shares or other securities, or any gains from repurchasing such shares or other securities in the Company within six (6) months after the sale thereof, shall be vested in the Company. The board of directors of the Company shall seize such gains from the abovementioned parties. If the transfer restriction provision hereof involves H shares, then approval from the Hong Kong Stock Exchange is needed, except for the circumstance where a securities company acquires the remaining underwritten shares and then holds more than 5% of the shares, and other circumstances stipulated by the securities regulatory authority under the State Council.</p> <p>...</p>	<p>Any gains from the sale of shares or other securities with the nature of equity interests of the Company by any Company's director, supervisor, senior management or shareholders holding more than 5% of the shares in the Company within six (6) months after purchasing such shares or other securities, or any gains from repurchasing such shares or other securities in the Company within six (6) months after the sale thereof, shall be vested in the Company. The board of directors of the Company shall seize such gains from the abovementioned parties: If the transfer restriction provision hereof involves H shares, then approval from the Hong Kong Stock Exchange is needed, except for the circumstance where a securities company acquires the remaining underwritten shares and then holds more than 5% of the shares, and other circumstances stipulated by the securities regulatory authority under the State Council<u>CSRC or the stock exchange in the place where the Company's shares are listed.</u></p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 30 (Amended to be Article 28)	<p>In the following circumstances, the Company can acquire shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles:</p> <p>(1) when canceling shares in order to reduce its registered capital;</p> <p>(2) when merging with other companies which hold the Company's shares;</p> <p>(3) to utilize shares in the employee share ownership plan or for share incentive;</p> <p>(4) when a shareholder opposing the Company's merger or division during the shareholders' meeting requests the Company to acquire his shares;</p> <p>(5) to utilise the shares for conversion of corporate bonds issued by the Company that are convertible into shares;</p> <p>(6) where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</p> <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>	<p><u>The Company shall not acquire its own shares, except in one of the following circumstances:</u>In the following circumstances, the Company can acquire shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles:</p> <p>(1) when canceling shares in order to reduce for the purpose of reducing its registered capital;</p> <p>(2) when merging with other companies which hold the Company's shares;</p> <p>(3) to utilize shares in the employee share ownership plan or for share incentive;</p> <p>(4) when a shareholder opposing the Company's merger or division during the shareholders' meeting requests the Company to acquire his shares;</p> <p>(5) to utilise the shares for conversion of corporate bonds issued by the listing listing Company that are convertible into shares; and</p> <p>(6) where it is necessary for the listing listing Company to safeguard the value of the Company and the interests of its shareholders.</p> <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>

No.	Existing Articles	Amended Articles
Article 31 (Amended to be Article 29)	<p>Subject to the fulfillment of provisions of laws, administrative regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles, and upon approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <p>(1) issue a buyback offer to all shareholders according to an equal percentage;</p> <p>(2) through means of open trading at the stock exchange;</p> <p>(3) through means of an agreement outside the stock exchange; or</p> <p>(4) through other means approved by related supervisory department.</p> <p>If the Company acquires its own shares under the circumstances described in items (3), (5) and (6) of Article 30 of these Articles, it shall conduct such buybacks through open and centralised public transaction.</p>	<p><u>Where the Company acquires its own shares, it may carry out through open and centralised trading or in other ways recognised by laws, administrative regulations and the CSRC.</u>Subject to the fulfillment of provisions of laws, administrative regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles, and upon approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <p><u>(1) issue a buyback offer to all shareholders according to an equal percentage;</u></p> <p><u>(2) through means of open trading at the stock exchange;</u></p> <p><u>(3) through means of an agreement outside the stock exchange; or</u></p> <p><u>(4) through other means approved by related supervisory department.</u></p> <p>If the Company acquires its own shares under the circumstances described in items (3), (5) and (6) of Article 30<u>28</u> of these Articles, it shall conduct such buybacks through open and centralised public transaction.</p>
Article 32 (Deleted)	<p>Where the Company repurchases its shares by an off-market contract, it shall seek prior approval of shareholders at a general meeting in accordance with these Articles. The Company may rescind or vary such contract or waive any of its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting in the same manner.</p> <p>The “contract to repurchase shares” mentioned above includes (but is not limited) to an agreement to become obliged to repurchase or acquire rights to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its rights thereunder.</p> <p>Where the Company has the power to repurchase redeemable shares, repurchases not made through the market or by tender shall be limited to a maximum price; if repurchases are by tender, the tender shall be made available to all shareholders alike.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 33 (Amended to be Article 30)	<p>If the Company acquires its own shares under the circumstances described in (1) and (2) of Article 30 of these Articles, it shall obtain approval of the general meeting by way of resolution; if the Company acquires its own shares under the circumstances described in (3), (5) and (6) of Article 30 of these Articles, it shall obtain approval by way of resolution at the board meeting attended by more than two-thirds directors.</p> <p>After the Company acquires its own shares according to Article 30 of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article 30; if the acquisition is made under the circumstances as described in (2) or (4) of Article 30, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article 30, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the shares it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental rules, and the rules governing the listing of securities on securities exchanges require otherwise, such provisions shall apply.</p> <p>The Company shall cancel that portion of shares due to acquisition of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.</p>	<p>If the Company acquires its own shares under the circumstances described in (1) and (2) of Article 3028 of these Articles, it shall obtain approval of the general meeting by way of resolution; if the Company acquires its own shares under the circumstances described in (3), (5) and (6) of Article 3028 of these Articles, it shall obtain approval by way of resolution at the board meeting attended by more than two-thirds directors.</p> <p>After the Company acquires its own shares according to Article 3028 of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article 3028; if the acquisition is made under the circumstances as described in (2) or (4) of Article 3028, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article 3028, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the shares it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental rules, and the rules governing the listing of securities on securities exchanges require otherwise, such provisions shall apply.</p> <p>The Company shall cancel that portion of shares due to acquisition of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.</p>

No.	Existing Articles	Amended Articles
Article 34 (Deleted)	<p>Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to repurchase of its issued shares:</p> <p>(i) Where the Company repurchases its shares at par value, payment shall be made out of the book surplus distributable profits of the Company and out of the proceeds from any issue of new shares made for the purpose of the repurchase;</p> <p>(ii) When the Company repurchases its shares at a premium to the par value, payment up to their par value may be made out of the book surplus distributable profits of the Company and the proceeds from any issue of new shares made from the purpose of the repurchase. Payment of the portion in excess of the par value shall be handled as follows:</p> <p>(1) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p> <p>(2) if the shares being repurchased were issued at a premium to the par value, payment shall be made out of the book surplus distributable profits of the Company and the proceeds from any issue of new shares made for the purpose of the repurchase, provided that the amount paid out of such proceeds shall neither exceed the aggregate of the premiums received by the Company on the issue of the shares repurchased nor the current amount of the share premium account (or the capital reserve fund account) of the Company (including the premiums on the new issues) at the time of the repurchase;</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>(iii) payment by the Company for the following purposes shall be made out of the Company's distributable profits:</p> <p>(1) acquisition of rights to repurchase shares;</p> <p>(2) variation of any contract to repurchase shares;</p> <p>(3) release of any of its obligations under a contract to repurchase shares.</p> <p>(iv) After the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations, the amount deducted from the distributable profits for paying up the par value portion of the repurchased shares shall be transferred to the Company's share premium account (or capital reserve fund account) of the Company.</p> <p>Where the laws, administrative regulations and the relevant rules of the regulatory authorities have any other provisions in respect of the accounting treatment relating to the aforesaid repurchase of shares, such provisions shall prevail.</p>	
Chapter 5 (Deleted)	Financial Assistance for the Acquisition of the Company's Shares	Deleted
Article 35 (Deleted)	<p>The Company or its subsidiaries shall not at any time use any means to provide any financial assistance to parties buying or intending to buy the Company's shares. The aforesaid parties buying the Company's shares shall include parties directly or indirectly bearing obligations because of the acquisition of the Company's shares.</p> <p>The Company or its subsidiaries shall not at any time use any means to provide financial assistance to the aforesaid obligated parties in order to reduce or dissolve their obligations.</p> <p>The provisions of this Article shall not apply in circumstances described in Article 37 of this Chapter.</p>	Deleted

No.	Existing Articles	Amended Articles
<p>Article 36 (Deleted)</p>	<p>For the purposes of this Chapter, “financial assistance” shall include (but not be limited to) the following:</p> <ul style="list-style-type: none"> (1) making a gift; (2) providing a guarantee (including an undertaking by the guarantor to bear liability or the guarantor providing property as a means of ensuring that the obligator fulfils an obligation), compensation (but not including such compensation made due to the Company’s own fault), discharging or renouncing rights; (3) providing loans or concluding a contract which stipulates that the Company assumes obligations ahead of another party, changing the parties to these loans or contracts, or assigning rights pertaining to these loans or contracts; and (4) providing financial assistance through any other means when the Company is unable to repay its debts, has no net assets or is in circumstances which will lead to a substantial reduction in net assets. <p>For the purpose of this Chapter, “assume obligations” shall include the act whereby the obligator assumes obligations as a result of entering into a contract or making an arrangement (regardless of whether that contract or arrangement can be compulsorily enforced or not, or regardless of whether the obligator assumes obligations itself or jointly with others), or changing its financial position through any other means.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
Article 37 (Deleted)	<p>The following actions shall not be regarded as actions prohibited by Article 35 of this Chapter:</p> <p>(1) the financial assistance provided by the Company is made in good faith for the Company's interests and where the major purpose of such financial assistance is not for acquisition of the Company's shares, or where the said financial assistance is an incidental part of an overall plan of the Company;</p> <p>(2) the Company using its properties as dividends for distribution in accordance with law;</p> <p>(3) dividends distributed in the form of shares;</p> <p>(4) reducing registered capital, repurchasing shares or adjusting shareholding structure in accordance with these Articles;</p> <p>(5) providing loans for its normal course of business operations and within the scope of the Company's business (however, this must not result in a reduction of the Company's net assets, or, where there is a reduction in its net assets, the financial assistance is sourced from the Company's distributable profits); and</p> <p>(6) providing amounts for employee share ownership plan of the Company (however, this must not result in a reduction of the net assets of the Company, or, where there is a reduction in its net assets, the financial assistance is sourced from the Company's distributable profits).</p>	Deleted

No.	Existing Articles	Amended Articles
Article 38 (Amended to be Article 31)	<p>The share certificates of the Company shall adopt the form of registered share certificates.</p> <p>Other than the Company Law and the Special Regulations, matters to be stated in Company's share certificates shall include other matters as required by securities exchange where the Company's shares are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all documents of title in relation to all securities of the Company listed on the Hong Kong Stock Exchange (including the share certificates of H shares) include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations, other related laws and administrative regulations and the Articles of Association of the Company.</p> <p>...</p>	<p>The share certificates of the Company shall adopt the form of registered share certificates.</p> <p>Other than the Company Law and the Special Regulations, matters to be stated in Company's share certificates shall include other matters as required by securities exchange where the Company's shares are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all documents of title in relation to all securities of the Company listed on the Hong Kong Stock Exchange (including the share certificates of H shares) include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations, other related laws and administrative regulations and the Articles of Association of the Company.</p> <p>...</p>

APPENDIX I AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amended Articles
Article 39 (Deleted)	<p>A share certificate shall be signed by the chairman of the board of directors. If the stock exchange where the Company's shares are listed requests that other senior management shall sign the share certificates, a share certificate shall also be signed by those senior management as requested. A share certificate shall only become valid after it is affixed with the company seal or with the company seal in a printed format. The affixing of the company seal on share certificates shall be made with the authority of the board of directors. Printed format may also be adopted for the signature of the chairman of the board of directors or other senior management on a share certificate.</p> <p>Where the Company's shares are listed and traded on a "paperless" basis, provisions otherwise stipulated by securities regulatory authorities of the places where the Company's shares are listed shall prevail.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 41 (Amended to be Article 33)	<p>In accordance with the mutual understanding and agreement reached between the competent securities authority of the State Council and the overseas securities regulatory authority, the original of the Company's shareholders register of foreign invested shares listed overseas shall be maintained overseas and managed by an overseas agent entrusted by the Company. The original of the Company's shareholders register of foreign invested shares listed overseas that are listed in Hong Kong shall be maintained in Hong Kong.</p> <p>A duplicate of the Company's shareholders register of foreign invested shares listed overseas shall be kept at the business premises of the Company. The entrusted overseas agent shall ensure the consistency of the original and duplicate of the shareholders register of foreign invested shares listed overseas at all times.</p> <p>...</p>	<p>In accordance with the mutual understanding and agreement reached between the competent securities authority of the State Council <u>CSRC</u> and the overseas securities regulatory authority, the original of the Company's shareholders register of foreign invested shares listed overseas shall be maintained overseas and managed by an overseas agent entrusted by the Company. The original of the Company's shareholders register of foreign invested shares listed overseas that are listed in Hong Kong shall be maintained in Hong Kong.</p> <p>A duplicate of the Company's shareholders register of foreign invested shares listed overseas shall be kept at the business premises of the Company, <u>which is available for inspection to shareholders of the Company, except when the register of H shareholders is closed by the Company in accordance with provisions equivalent to section 632 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong)</u>. The entrusted overseas agent shall ensure the consistency of the original and duplicate of the shareholders register of foreign invested shares listed overseas at all times.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 45 (Amended to be Article 37)	<p>All the transfer of foreign invested shares listed overseas that are listed in Hong Kong shall use written instrument of transfer in standard or normal format or any other format acceptable by the board of directors (including the standard instrument of transfer form or registration form as required by the Hong Kong Stock Exchange from time to time), the instrument of transfer shall only be signed manually or (if transferor or transferee is a corporation) affixed with company chop. If transferor or transferee is a recognised clearing house (hereinafter referred to as the “Recognised Clearing House”) as defined by the relevant regulations under Hong Kong law as updated from time to time or its agent, the instrument of transfer form can be signed manually or use machine-printed signature.</p> <p>All instruments of transfer shall be maintained at the legal address of the Company or any place as specified by the board of directors from time to time.</p>	<p>All the transfer of foreign invested shares listed overseas that are listed in Hong Kong shall use written instrument of transfer in standard or normal format or any other format acceptable by the board of directors (including the standard instrument of transfer form or registration form as required by the Hong Kong Stock Exchange from time to time), the instrument of transfer shall only be signed manually or (if transferor or transferee is a corporation) affixed with company chop. If transferor or transferee is a recognised clearing house (hereinafter referred to as the “Recognised Clearing House”) as defined by the relevant regulations under Hong Kong law as updated from time to time or its agent, the instrument of transfer form can be signed manually or use machine-printed signature. <u>H shares of the Company that are listed in Hong Kong shall be transferred in writing by an instrument of transfer in the usual or common form or in a form acceptable to the stock exchange or in a form acceptable to the board of directors. Such instrument of transfer may also be executed by hand or, if the transferor or transferee is a recognised clearing house within the meaning of the relevant ordinances from time to time in force under the laws of Hong Kong and the rules on the regulation of securities in the place where the shares of the Company are listed (the “Recognised Clearing House”) or its agent, by machine imprinted signature.</u></p> <p>All instruments of transfer shall be maintained at the legal address of the Company or any place as specified by the board of directors from time to time.</p>

No.	Existing Articles	Amended Articles
Article 47 (Amended to be Article 39)	<p>Where the Company convenes a general meeting, distributes dividends, is in liquidation or conducts other activities involving the confirmation of shareholding right, the board of directors shall determine a date as shareholding right confirmation date. At the end of the shareholding right confirmation date, shareholders registered in the shareholders register shall be the Company's shareholders.</p>	<p>Where the Company convenes a general meeting, distributes dividends, is in liquidation or conducts other activities involving the confirmation of shareholding right <u>shareholders' identity</u>, the board of directors <u>or the convener of the general meeting</u> shall determine a date as shareholding right confirmation record <u>date</u>. At the end of the shareholding right confirmation record <u>date</u>, shareholders registered in the shareholders register shall be the Company's <u>shareholders entitled to such rights and interests.</u></p>
Article 52 (Amended to be Article 44)	<p>A shareholder of the Company shall be the person who lawfully holds the Company's shares and whose name is entered in the shareholders register.</p> <p>A shareholder shall enjoy rights and assume obligations pursuant to the class and quantity of shares held; holders of the same type of shares shall enjoy equal rights and assume equal obligations. The Company's shareholders of different classes shall rank pari passu over dividends or any forms of distribution.</p> <p>Where a legal person has become a shareholder of the Company, its rights shall be exercised by the legal representative of the legal person or an agent of the legal representative of the legal person.</p> <p>The Company shall not exercise any of its powers to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who is/are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p>A shareholder of the Company shall be the person who lawfully holds the Company's shares and whose name is entered in the shareholders register.</p> <p><u>The Company shall establish the register of shareholders in accordance with the certificates provided by the securities registry, and the register of shareholders shall be sufficient evidence of shareholders' ownership of the Company's shares.</u> A shareholder shall enjoy rights and assume obligations pursuant to the class and quantity of shares held; holders of the same type of shares shall enjoy equal rights and assume equal obligations. The Company's shareholders of different classes shall rank pari passu over dividends or any forms of distribution.</p> <p>Where a legal person has become a shareholder of the Company, its rights shall be exercised by the legal representative of the legal person or an agent of the legal representative of the legal person.</p> <p>The Company shall not exercise any of its powers to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who is/are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>

No.	Existing Articles	Amended Articles
Article 53 (Amended to be Article 45)	<p> Holders of ordinary shares of the Company shall have the following rights:</p> <p> (i) to receive dividends and other forms of profit distribution in proportion to their respective shareholdings;</p> <p> (ii) to attend or authorize a proxy to attend general meetings and to exercise voting rights;</p> <p> (iii) to supervise and manage the business operation of the Company and to give advice or raises inquiries;</p> <p> (iv) to transfer, give or pledge the shares held by them pursuant to the provisions of laws, administrative regulations and these Articles;</p> <p> (v) to obtain the relevant information pursuant to the provisions of these Articles, including:</p> <p> 1. to obtain a copy of these Articles after the cost has been paid;</p> <p> 2. to inspect and make photocopies of the following after the reasonable cost has been paid:</p> <p> (1) the register of all shareholders;</p> <p> (2) personal information of directors, supervisors and other senior management of the Company, including:</p> <p> (a) current and previous names and alias;</p> <p> (b) principal address (residence);</p> <p> (c) nationality;</p> <p> (d) full-time and all other concurrently held part-time positions and posts;</p> <p> (e) identification document and numbers.</p>	<p> Holders of ordinary shares of the Company shall have the following rights:</p> <p> (i) to receive dividends and other forms of profit distribution in proportion to their respective shareholdings;</p> <p> (ii) to <u>legally request, convene, chair, attend or authorize a proxy to attend and speak at</u> general meetings and to exercise <u>relevant</u> voting rights;_</p> <p> (iii) to supervise <u>and manage</u> the <u>business</u> operation of the Company and to give advice or raises inquiries;</p> <p> (iv) to transfer, give or pledge the shares held by them pursuant to the provisions of laws, administrative regulations, and these Articles;</p> <p> (v) <u>shareholders' right to inspect these Articles, the register of shareholders, the corporate bond stubs, the minutes of the general meeting, the resolutions of the board of directors' meeting, the resolutions of the board of supervisors' meeting, and the financial accounting reports disclosed by way of an announcement; to obtain the relevant information pursuant to the provisions of these Articles, including:</u></p> <p> <u>1. to obtain a copy of these Articles after the cost has been paid;</u></p> <p> <u>2. to inspect and make photocopies of the following after the reasonable cost has been paid:</u></p> <p> <u>(1) the register of all shareholders;</u></p> <p> <u>(2) personal information of directors, supervisors and other senior management of the Company, including:</u></p> <p> <u>(a) current and previous names and alias;</u></p> <p> <u>(b) principal address (residence);</u></p> <p> <u>(c) nationality;</u></p> <p> <u>(d) full-time and all other concurrently held part-time positions and posts;</u></p> <p> <u>(e) identification document and numbers.</u></p>

No.	Existing Articles	Amended Articles
	<p>(3) share capital position of the Company;</p> <p>(4) the Company's latest audited financial statements, and the reports of the board of directors, auditors and the board of supervisors;</p> <p>(5) the resolutions of general meetings, the meetings of the board of directors and the meetings of the board of supervisors of the Company;</p> <p>(6) reports showing the aggregate nominal value, number, highest and lowest price of each class of shares of the Company repurchased since the last financial year, and all costs paid by the Company for such repurchase;</p> <p>(7) a copy of the latest annual inspection report filed with the Administration for Industry and Commerce or other competent authority; and</p> <p>(8) minutes of general meetings.</p> <p>The Company shall keep the documents described in items (1), (3) to (7) and any other applicable documents at its address in Hong Kong according to the requirements of the listing rules for inspection by the public and the shareholders of foreign invested shares listed overseas free of charge.</p> <p>When a shareholder requests to inspect the relevant information described above or demands for data, he/she shall provide a written document of the class and number of the Company's shares held by him/her. The Company shall provide such information at the request of the shareholder after verification of his/her shareholder identity.</p> <p>(vi) to participate in, upon the Company's termination or liquidation, the distribution of the Company's remaining assets in proportion to their respective shareholdings;</p> <p>(vii) to request the Company to acquire their shares when shareholders disagree on the resolutions passed at the general meeting with regard to the Company's merger or division; and</p> <p>(viii) other rights conferred by laws, administrative regulations and these Articles.</p>	<p>(3) share capital position of the Company;</p> <p>(4) the Company's latest audited financial statements, and the reports of the board of directors, auditors and the board of supervisors;</p> <p>(5) the resolutions of general meetings, the meetings of the board of directors and the meetings of the board of supervisors of the Company;</p> <p>(6) reports showing the aggregate nominal value, number, highest and lowest price of each class of shares of the Company repurchased since the last financial year, and all costs paid by the Company for such repurchase;</p> <p>(7) a copy of the latest annual inspection report filed with the Administration for Industry and Commerce or other competent authority; and</p> <p>(8) minutes of general meetings.</p> <p>The Company shall keep the documents described in items (1), (3) to (7) and any other applicable documents at its address in Hong Kong according to the requirements of the listing rules for inspection by the public and the shareholders of foreign invested shares listed overseas free of charge.</p> <p>When a shareholder requests to inspect the relevant information described above or demands for <u>information data</u>, he/she shall provide a written document of the class and number of the Company's shares held by him/her. The Company shall provide such information and data at the request of the shareholder after verification of his/her shareholder identity.</p> <p>(vi) to participate in, upon the Company's termination or liquidation, the distribution of the Company's remaining assets in proportion to their respective shareholdings;</p> <p>(vii) to request the Company to acquire their shares when shareholders disagree on the resolutions passed at the general meeting with regard to the Company's merger or division; and</p> <p>(viii) other rights conferred by laws, administrative regulations, <u>departmental rules</u> and these Articles.</p>

No.	Existing Articles	Amended Articles
Article 57 (Amended to be Article 49)	<p>A holder of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to abide by these Articles;</p> <p>(2) to pay funds pursuant to the quantity of subscribed shares and the method of subscription;</p> <p>(3) assume an amount of liability toward the Company equal to the amount of the subscribed shares;</p> <p>(4) cannot give up those shares except as prescribed by laws or regulations;</p> <p>(5) cannot abuse his rights as a shareholder to damage the Company's or other shareholder's interests; cannot abuse the legal personality of the Company and the limited liability of the shareholders to damage the interests of the Company's creditors.</p> <p>A shareholder who abuses his shareholders' rights, resulting in losses to the Company and other shareholders should compensate according to law.</p> <p>Shareholders who abuse the legal personality of the Company and limited liability of shareholders, in order to escape from liability, thereby seriously damaging the interests of the Company's creditors, should be jointly and severally responsible to bear the Company's debts.</p> <p>(6) other obligations as stipulated in laws, administrative regulations and these Articles. Apart from the conditions agreed by the acquirer of shares at the time of subscription, a shareholder shall not bear liability for any additional share capital.</p>	<p>A holder of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to abide by these Articles;</p> <p>(2) to pay funds pursuant to the quantity of subscribed shares and the method of subscription;</p> <p>(3) assume an amount of liability toward the Company equal to the amount of the subscribed shares;</p> <p>(4) (3) cannot give up those shares except as prescribed by laws or regulations;</p> <p>(5) (4) cannot abuse his rights as a shareholder to damage the Company's or other shareholder's interests; cannot abuse the legal personality of the Company and the limited liability of the shareholders to damage the interests of the Company's creditors;</p> <p>A shareholder who abuses his shareholders' rights, resulting in losses to the Company and other shareholders should compensate according to law.</p> <p>Shareholders who abuse the legal personality of the Company and limited liability of shareholders, in order to escape from liability, thereby seriously damaging the interests of the Company's creditors, should be jointly and severally responsible to bear the Company's debts.</p> <p>(6) other obligations as stipulated in laws, administrative regulations and these Articles. Apart from the conditions agreed by the acquirer of shares at the time of subscription, a shareholder shall not bear liability for any additional share capital.</p> <p><u>A shareholder who abuses his shareholders' rights, resulting in losses to the Company and other shareholders should compensate according to law.</u></p> <p><u>Shareholders of the Company who abuse the legal personality of the Company and limited liability of shareholders, in order to escape from liability, thereby seriously damaging the interests of its creditors, should be jointly and severally responsible to bear the Company's debts.</u></p>

No.	Existing Articles	Amended Articles
Article 58 (Amended to be Article 50)	<p>In addition to obligations as required by laws, administrative regulations or the listing rules of the stock exchange where the Company's shares are listed, a controlling shareholder (according to the definition of the following paragraphs) when executing its shareholding rights shall not be permitted to exercise its voting rights to make decisions on the following matters which harm the interests of all or some shareholders:</p> <p>(1) to relieve a director or supervisor from his/her responsibility on the basis that this is in the best interests of the Company;</p> <p>(2) to approve that a director or supervisor (for his/her own interests or another's interests) expropriates Company property using any means including (but not limited to) any opportunity which is beneficial to the Company;</p> <p>(3) to approve that a director or supervisor (for his/her own interests or another's interests) deprives other shareholders of individual rights and interests including (but not limited to) any distribution rights and voting rights, but not including where the matter is submitted to the general meeting for adoption in accordance with these Articles that there be reorganization of the Company.</p> <p>The controlling shareholder or actual controller of the Company cannot use his associated relationship to damage the Company's interests. If this requirement is contravened, resulting in damage to the Company, he should be responsible to compensate.</p> <p>Any shareholder holding 5% or more of the voting rights in the Company and pledging his/her/its shares shall report in writing to the Company on the date of such pledge.</p>	<p>In addition to obligations as required by laws, administrative regulations or the listing rules of the stock exchange where the Company's shares are listed, a controlling shareholder (according to the definition of the following paragraphs) when executing its shareholding rights shall not be permitted to exercise its voting rights to make decisions on the following matters which harm the interests of all or some shareholders:</p> <p>(1) to relieve a director or supervisor from his/her responsibility on the basis that this is in the best interests of the Company;</p> <p>(2) to approve that a director or supervisor (for his/her own interests or another's interests) expropriates Company property using any means including (but not limited to) any opportunity which is beneficial to the Company;</p> <p>(3) to approve that a director or supervisor (for his/her own interests or another's interests) deprives other shareholders of individual rights and interests including (but not limited to) any distribution rights and voting rights, but not including where the matter is submitted to the general meeting for adoption in accordance with these Articles that there be reorganization of the Company.</p> <p>The controlling shareholder or actual controller of the Company cannot use his associated relationship to damage the Company's interests. If this requirement is contravened, resulting in damage to the Company, he should be responsible to compensate.</p> <p>Any shareholder holding 5% or more of the voting rights in the Company and pledging his/her/its shares shall report in writing to the Company on the date of such pledge.</p>

No.	Existing Articles	Amended Articles
	<p>The controlling shareholder and actual controller of the Company shall have a duty of good faith towards the Company and public shareholders. The controlling shareholder should strictly exercise his rights as a provider of capital in strict compliance with law. The controlling shareholder may not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee, in order to damage the legal interest of the Company and public shareholders. He may not make use of his controlling position to damage the legal interest of the Company and public shareholders.</p>	<p>The controlling shareholder and actual controller of the Company shall have a duty of good faith towards the Company and public shareholders. The controlling shareholder should strictly exercise his rights as a provider of capital in strict compliance with law. The controlling shareholder may not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee, in order to damage the legal interest of the Company and public shareholders. He may not make use of his controlling position to damage the legal interest of the Company and public shareholders.</p>
Article 59 (Deleted)	<p>A controlling shareholder as stated in the preceding Article shall be a person who meets the following requirements:</p> <p>(1) when taking independent action or acting in concert with others, that shareholder may elect a majority of directors;</p> <p>(2) when taking independent action or acting in concert with others, that shareholder may exercise more than 30% (including 30%) of the Company's voting rights or control the exercise of more than 30% (including 30%) of the Company's voting rights;</p> <p>(3) when taking independent action or acting in concert with others, that shareholder holds more than 30% (including 30%) of the Company's issued shares;</p> <p>(4) when taking independent action or acting in concert with others, that shareholder has actual control of the Company in other ways.</p> <p>“Acting in concert” under this provision refers to consensus reached between two or more persons by way of an agreement, (whether orally or written) to acquire the voting right of the Company by any one of them, for the purpose of controlling or consolidating the control over the Company.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 61 (Amended to be Article 52)	<p>A general meeting shall exercise the following powers:</p> <p>...</p> <p>(15) considering and approving share incentive plans;</p> <p>...</p> <p>(18) considering the acts of external guarantees as specified in Article 62 of these Articles;</p> <p>...</p>	<p>A general meeting shall exercise the following powers:</p> <p>...</p> <p>(15) considering and approving share incentive plans and employee share ownership plans;</p> <p>...</p> <p>(18) considering the acts of external guarantees as specified in Article 6253 of these Articles;</p> <p>...</p>
Article 62 (Amended to be Article 53)	<p>The following external guarantees to be provided by the Company shall be reviewed and passed at the general meeting:</p> <p>(1) any guarantee to be provided after the total amount of external guarantees provided by the Company and its holding subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</p> <p>(2) based on the principle of aggregation of guarantees within 12 consecutive months, any guarantee to be provided after the total amount of external guarantees provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;</p> <p>(3) any guarantee to be provided for a party which has a gearing ratio in excess of 70%;</p>	<p>The following external guarantees to be provided by the Company shall be reviewed and passed at the general meeting:</p> <p>(1) any guarantee to be provided after the total amount of external guarantees provided by the Company and its holding subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any external guarantee to be provided after the total amount of guarantees provided by the Company has exceeded 30% of the Company's latest audited total assets;</p> <p>(23) based on the principle of aggregation of guarantees within 12 consecutive months, any guarantee to be provided after the total amount of external guarantees provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;</p>

No.	Existing Articles	Amended Articles
	<p>(4) any guarantee with a single guarantee amount in excess of 10% of the Company's latest audited net assets;</p> <p>(5) based on the principle of aggregation of guarantees within 12 consecutive months, any guarantee to be provided after the total amount of guarantees provided by the Company has reached or exceeded 50% of the Company's latest audited net assets, with the absolute amount exceeding RMB50 million;</p> <p>(6) any guarantee to be provided in favour of shareholders, actual controller and their related parties (as defined in the SSE Listing Rules);</p> <p>(7) other guarantees required by the stock exchange on which the shares of the Company are listed and the Articles of Association to be considered and approved by the shareholders at general meetings.</p> <p>The guarantee mentioned in item (2) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting. Where the general meeting is reviewing a resolution on guarantees to be provided to shareholders, actual controller and their related parties, such shareholders, or shareholders under the control of such actual controller, shall abstain from voting. Such resolution is subject to the approval of more than half of the voting rights held by the other shareholders present at the meeting.</p> <p>External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.</p>	<p>(34) any guarantee to be provided for a party which has a gearing ratio in excess of 70%;</p> <p>(45) any guarantee with a single guarantee amount in excess of 10% of the Company's latest audited net assets;</p> <p>(56) based on the principle of aggregation of guarantees within 12 consecutive months, any guarantee to be provided after the total amount of guarantees provided by the Company has reached or exceeded 50% of the Company's latest audited net assets, with the absolute amount exceeding RMB50 million;</p> <p>(67) any guarantee to be provided in favour of shareholders, actual controller and their related parties (as defined in the SSE Listing Rules);</p> <p>(78) other guarantees required by the stock exchange on which the shares of the Company are listed and the Articles of Association to be considered and approved by the shareholders at general meetings.</p> <p>The guarantee mentioned in item (23) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting. Where the general meeting is reviewing a resolution on guarantees to be provided to shareholders, actual controller and their related parties, such shareholders, or shareholders under the control of such actual controller, shall abstain from voting. Such resolution is subject to the approval of more than half of the voting rights held by the other shareholders present at the meeting.</p> <p>External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.</p>

No.	Existing Articles	Amended Articles
Article 63 (Amended to be Article 54)	<p>Except under special circumstances such as where the Company is in a crisis, without the advance approval of a general meeting, the Company shall not enter into a contract with a person other than its director, supervisor, president or other senior management, which would hand over the management of all or major business operations of the Company to such person.</p>	<p>Except under special circumstances such as where the Company is in a crisis, without the advance approval of a general meeting <u>by way of a special resolution</u>, the Company shall<u>will</u> not enter into a contract with a person other than its director, supervisor, president or other senior management, which would hand over the management of all or major business operations of the Company to such person.</p>
Article 64 (Amended to be Article 55)	<p>General meetings shall be divided into annual and extraordinary general meetings. A general meeting shall be convened by the board of directors. An annual general meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months in any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in these Articles;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of the share capital;</p> <p>(3) where shareholders holding more than 10% (including 10%) of the issued shares of the Company with voting rights make written request for the convening of an extraordinary general meeting;</p> <p>(4) the board of directors believes it is necessary or the board of supervisors proposes that an extraordinary general meeting be convened;</p> <p>(5) where more than half (including half) of independent directors request to convene an extraordinary general meeting;</p> <p>or</p> <p>(6) other circumstances stipulated by laws, administrative regulations, departmental rules or these Articles.</p>	<p>General meetings shall be divided into annual and extraordinary general meetings. A general meeting shall be convened by the board of directors. An annual general meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p>The board of directors <u>Company</u> shall convene an extraordinary general meeting within two (2) months <u>from the date of occurrence of</u> in any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in these Articles;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of <u>paid-up</u> share capital;</p> <p>(3) where shareholders holding more than 10% (including 10%) of the issued shares of the Company with voting rights make written request for the convening of an extraordinary general meeting;</p> <p>(4) the board of directors believes it is necessary or the board of supervisors proposes that an extraordinary general meeting be convened;</p> <p>(5) where more than half (including half) of independent directors request to convene an extraordinary general meeting;</p> <p>or</p> <p>(6) other circumstances stipulated by laws, administrative regulations, departmental rules or these Articles.</p>

No.	Existing Articles	Amended Articles
Article 65 (Amended to be Article 56)	<p>The venue to hold a general meeting of the Company is: the Company's domicile or other specified place notified by convener of the general meeting.</p> <p>The general meeting should provide a venue for holding the meeting in the form of on-site meeting. The Company may also provide online voting and other means as permitted by the listing rules of the place where the shares of the Company are listed for the convenience of shareholders attending the meeting. Shareholders attending the general meeting using the above method are considered present at the meeting.</p> <p>If the general meeting is convened through online or other forms, the voting time and procedures of the meeting convened through online or other forms shall be clearly stated in the notice of the general meeting. The starting time of voting in the general meeting convened through online or other forms shall not be earlier than 3:00 pm on the day before the on-site general meeting and shall not be later than 9:30 am on the day of the on-site general meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site general meeting.</p>	<p>The venue to hold a general meeting of the Company is: the Company's domicile or other specified place notified by convener of the general meeting.</p> <p>The general meeting should provide a venue for holding the meeting in the form of on-site meeting. The Company mayshall also provide online voting and other means as permitted by the listing rules of the place where the shares of the Company are listed for the convenience of shareholders attending the meeting. Shareholders attending the general meeting using the above method are considered present at the meeting.</p> <p>If the general meeting is convened through online or other forms, the voting time and procedures of the meeting convened through online or other forms shall be clearly stated in the notice of the general meeting. The starting time of voting in the general meeting convened through online or other forms shall not be earlier than 3:00 pm on the day before the on-site general meeting and shall not be later than 9:30 am on the day of the on-site general meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site general meeting.</p>

No.	Existing Articles	Amended Articles
Article 67 (Amended to be Article 58)	<p>When the Company convene a general meeting, the shareholder(s) holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right shall have the right to put forward written provisional proposals to the Company. The Company shall add the provisional proposals which relate to the scope of duties of the general meeting to agenda of the meeting.</p> <p>Shareholders individually or collectively holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right may put forward a provisional proposal and submit it in writing to the convener ten (10) days prior to the convening of the general meeting or before the period of issuance of a supplementary circular of the general meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the general meeting with the content of such provisional proposal within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules.</p>	<p>When the Company convene a general meeting, <u>the board of directors, the board of supervisors and</u> the shareholder(s) <u>individually or collectively</u> holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right shall have the right to put forward <u>written provisional</u> proposals to the Company.</p> <p><u>Shareholders who individually or collectively hold more than 3% of the Company's shares shall have the right to submit provisional proposals in writing to the Company and submit them in writing to the convener, and the convener</u>The Company shall add the provisional proposals which relate to the scope of duties of the general meeting to agenda of the meeting.</p> <p>Shareholders individually or collectively holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right may put forward a provisional proposal and submit it in writing to the convener ten (10) days prior to the convening of the general meeting or before the period of issuance of a supplementary circular of the general meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the general meeting with the content of such provisional proposal within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules.</p> <p><u>Except as provided in the preceding paragraph, the convener shall not amend the proposals already set forth in the notice of the general meeting or add new proposals after the notice of the general meeting has been issued.</u></p>

No.	Existing Articles	Amended Articles
	<p>The provisional proposals as raised by the shareholders shall fulfill the following conditions:</p> <p>(1) the contents should not be in breach of laws and regulations and be within the business scope of the Company and the scope of duties of the general meetings;</p> <p>(2) should have a clear topic and have specific resolutions; and</p> <p>(3) should be submitted or delivered to the board of directors in writing pursuant to item (2) of this Article.</p>	<p>The provisional proposals as raised by the shareholders shall fulfill the following conditions:</p> <p>(1) the contents should not be in breach of laws and regulations and be within the business scope of the Company and the scope of duties of the general meetings;</p> <p>(2) should have a clear topic and have specific resolutions; and</p> <p>(3) should be submitted or delivered to the board of directors in writing pursuant to item (2) of this Article.</p>
Article 68 (Amended to be Article 59)	Matters not included in the notice may not be decided at an extraordinary general meeting.	<p>Matters not included in the notice may not be decided at an extraordinary general meeting. <u>Proposals which are not contained in the notice of the extraordinary general meeting or which do not comply with the relevant provisions of these Articles shall not be voted upon and resolved at the general meeting.</u></p>
Article 69 (Amended to be Article 60)	<p>Notice of a general meeting shall:</p> <p>(1) be made in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) set out the matters to be discussed at the meeting;</p> <p>(4) specify the record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) provide the shareholders with data and explanations necessary for them to make informed decisions on the matters to be discussed; this principle include (but is not limited to) providing detailed conditions and contracts (if any) on deals to be conducted and proper explanation of causes and consequences where the Company proposes a merger, repurchase of shares, share capital restructuring or other reorganization;</p>	<p>Notice of a general meeting shall:</p> <p>(1) <u>be made in writing, and contain the following:</u></p> <p>(2) <u>specify</u> the place, date <u>time</u> and time <u>duration</u> of the meeting;</p> <p>(3) <u>set out</u> the matters and proposals to be discussed <u>submitted for consideration</u> at the meeting;</p> <p>(4) specify the record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) <u>provide the shareholders with data and explanations necessary for them to make informed decisions on the matters to be discussed; this principle include (but is not limited to) providing detailed conditions and contracts (if any) on deals to be conducted and proper explanation of causes and consequences where the Company proposes a merger, repurchase of shares, share capital restructuring or other reorganization;</u></p>

No.	Existing Articles	Amended Articles
	<p>(6) if any director, supervisor, president or other senior management is an interested party to a matter to be discussed at the meeting, the nature and degree of that interest shall be disclosed; if a matter to be discussed impacts upon such a director, supervisor, president or other senior management in their capacity as shareholder and such impact differs to the impact on other shareholders holding the same classes of shares, such difference shall be explained;</p> <p>(7) include the full text of any special resolution to be passed at the meeting;</p> <p>(8) contain an express statement that a shareholder with the right to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote at the meeting on his behalf, and that such proxies need not be shareholder(s); and</p> <p>(9) state clearly the place and date by which a letter of proxy for voting shall be received;</p> <p>(10) name and telephone number of the contact person of the meeting.</p> <p>Notices and supplementary notices of a general meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons therefor shall be simultaneously disclosed with the notices or supplementary notices of the general meeting.</p>	<p>(6) if any director, supervisor, president or other senior management is an interested party to a matter to be discussed at the meeting, the nature and degree of that interest shall be disclosed; if a matter to be discussed impacts upon such a director, supervisor, president or other senior management in their capacity as shareholder and such impact differs to the impact on other shareholders holding the same classes of shares, such difference shall be explained;</p> <p>(7) include the full text of any special resolution to be passed at the meeting;</p> <p>(8) contain an express statement that <u>a shareholder with the right to attend and vote at the meeting shall be entitled to all holders of ordinary shares (including holders of preference shares whose voting rights have been restored) are entitled to attend the general meeting, and may, in writing, appoint one or more</u> proxies to attend and vote at the meeting on <u>his-their</u> behalf, and that such proxies need not be shareholder(s); and</p> <p>(9) state clearly the place and date by which a letter of proxy for voting shall be received;</p> <p>(10) name and telephone number of the contact person of the meeting;<u>;</u></p> <p><u>(7) time and procedures of voting online or otherwise.</u></p> <p>Notices and supplementary notices of a general meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons therefor shall be simultaneously disclosed with the notices or supplementary notices of the general meeting.</p>

No.	Existing Articles	Amended Articles
Article 71 (Amended to be Article 62)	<p>The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by prepaid mail; the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the general meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall, before the convening of the meeting, be published in one or more newspapers designated by the competent securities authority of the State Council. Once a public announcement has been made, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, regulatory documents and the relevant rules of the securities regulatory authority of the place where the shares of the Company are listed and the fulfilment of the necessary procedures under the relevant rules, for the shareholders of foreign invested shares listed overseas, the Company may also issue a notice of the general meeting by publishing an announcement on the website of the Company and the website designated by the Hong Kong Stock Exchange or other means permitted under the Hong Kong Listing Rules and these Articles, in lieu of sending notices to the shareholders of foreign invested shares listed overseas by personal delivery or prepaid mail.</p>	<p>The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by prepaid mail; the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the general meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall, before the convening of the meeting, be published <u>in on the website of the stock exchange where the Company's shares are listed and the media that meet the conditions stipulated by the CSRC one or more newspapers designated by the competent securities authority of the State Council.</u></p> <p>Once a public announcement has been made, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, regulatory documents and the relevant rules of the securities regulatory authority of the place where the shares of the Company are listed and the fulfilment of the necessary procedures under the relevant rules, for the shareholders of foreign invested shares listed overseas, the Company may also issue a notice of the general meeting by publishing an announcement on the website of the Company and the website designated by the Hong Kong Stock Exchange or other means permitted under the Hong Kong Listing Rules and these Articles, in lieu of sending notices to the shareholders of foreign invested shares listed overseas by personal delivery or prepaid mail.</p>

No.	Existing Articles	Amended Articles
Article 73 (Amended to be Article 63)	<p>...</p> <p>If a shareholder is a Recognised Clearing House (or its proxy), it may authorize one or more persons as it thinks fit to act as its representative(s) at any general meeting or any class meeting; provided that if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorized. Such authorised person shall be entitled to exercise the rights on behalf of the Recognised Clearing House (or its proxy), as if such person was an individual shareholder of the Company.</p>	<p>...</p> <p>If a shareholder is a Recognised Clearing House (or its proxy), it may authorize one or more persons as it thinks fit to act as its representative(s) at any general meeting or any class meeting <u>or creditors' meeting</u>; provided that if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorized, <u>and may be signed by an authorised officer of the Recognised Clearing House (or its proxy)</u>. Such authorised person shall be entitled to <u>attend the meeting (without having to produce evidence of shareholding, notarised authorisation and/or further evidence of formal authorisation) to</u> exercise the rights on behalf of the Recognised Clearing House (or its proxy), as if such person was an individual shareholder of the Company <u>(and enjoyed the same statutory rights, including the right to speak and vote, as other shareholders were entitled to)</u>.</p>
Article 85 (Amended to be Article 76)	<p>Resolutions of general meeting shall be divided into ordinary and special resolutions.</p> <p>An ordinary resolution at a general meeting shall require the approval of more than half of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid.</p> <p>A special resolution at a general meeting shall require the approval of more than two-thirds of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid.</p>	<p>Resolutions of general meeting shall be divided into ordinary and special resolutions.</p> <p>An ordinary resolution at a general meeting shall require the approval of more than half a majority of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid.</p> <p>A special resolution at a general meeting shall require the approval of more than two-thirds of the shareholders that have voting rights (including their proxies) who are present at the meeting in order to be valid.</p>

No.	Existing Articles	Amended Articles
Article 86 (Amended to be Article 77)	<p>...</p> <p>Shares in the Company which are held by the Company have no voting rights. This portion of shares shall not be counted in the total number of voting shares held by shareholders attending the general meetings.</p> <p>The open soliciting of voting rights can be carried out by the board of directors, independent directors, and the shareholders who comply with relevant requirements. Information including the specific voting preference shall be fully disclosed to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p> <p>...</p>	<p>...</p> <p>Shares in the Company which are held by the Company have no voting rights. This portion of shares shall not be counted in the total number of voting shares held by shareholders attending the general meetings.</p> <p><u>In the event that a shareholder's purchase of the Company's voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the voting right for the portion of shares in excess of the prescribed ratio shall not be exercised for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares held by shareholders attending the general meeting.</u></p> <p>The open soliciting of voting rights can be carried out by the board of directors, independent directors, <u>and the shareholders who holding more than 1% of the voting shares comply with relevant requirements or investor protection organisations established in accordance with laws, administrative regulations or the requirements of the CSRC.</u> Information including the specific voting preference shall be fully disclosed to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. <u>Except for statutory conditions, the</u> Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p> <p>...</p>
Article 87 (Deleted)	<p>While ensuring the general meeting is legitimate and valid, the Company shall, by different channels and means, provide online voting platform and other modern information technology methods in priority for the convenience of shareholders attending the general meeting.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 90 (Deleted)	When voting by poll, a shareholder (including his proxy) with two (2) or more votes need not cast all of his votes as affirmative votes or dissenting votes.	Deleted
Article 93 (Amended to be Article 82)	<p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) work report of each of the board of directors and the board of supervisors;</p> <p>(2) profit distribution plan and loss recovery plan prepared by the board of directors;</p> <p>(3) election and dismissal of members of the board of directors and shareholders representative supervisors and their remuneration and payment methods;</p> <p>(4) the Company’s annual budget, financial accounting reports, balance sheets, income statements and other financial statements;</p> <p>(5) the Company’s annual report; and</p> <p>(6) matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, listing rules of the stock exchange where the shares of the Company are listed or these Articles.</p>	<p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) work report of each of the board of directors and the board of supervisors;</p> <p>(2) profit distribution plan and loss recovery plan prepared by the board of directors;</p> <p>(3) electionappointment and dismissal of members of the board of directors and shareholdersnon-employee representative supervisors and their remuneration and payment methods;</p> <p>(4) the Company’s annual financial budget plan and financial accounting reports plan, balance sheets, income statements and other financial statements;</p> <p>(5) the Company’s annual report; and</p> <p>(6) matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, listing rules of the stock exchange where the shares of the Company are listed or these Articles.</p>

No.	Existing Articles	Amended Articles
Article 94 (Amended to be Article 83)	<p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) increase or decrease of share capital of the Company, repurchase of shares of the Company and issue of any types of shares, warrants and other similar securities;</p> <p>(2) the issue of corporate bonds;</p> <p>(3) the demerger, merger, dissolution and liquidation or changing the form of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) any acquisition or disposal of material assets by the Company or the amount of guarantees exceeding 30% of the total assets of the Company within one year;</p> <p>(6) share incentive plans; and</p> <p>(7) other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have a substantial influence on the Company if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>	<p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) increase or decrease of share<u>registered</u> capital of the Company; repurchase of shares of the Company and issue of any types of shares, warrants and other similar securities;</p> <p>(2) the issue of corporate bonds;</p> <p>(23) the demerger, <u>split</u>, merger, dissolution and liquidation or changing the form of the Company;</p> <p>(34) amendments to these Articles;</p> <p>(45) any acquisition or disposal of material assets by the Company or the amount of guarantees exceeding 30% of the <u>latest audited</u> total assets of the Company within one year;</p> <p>(65) share incentive plans; and</p> <p>(76) other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have a substantial influence on the Company if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>

No.	Existing Articles	Amended Articles
Article 98 (Amended to be Article 87)	<p>Where the board of supervisors or shareholders decide(s) to convene a general meeting on its/their own, it/they shall notify the board of directors in writing and file the same with the local office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located.</p> <p>Before publicly announcing any resolutions of the general meeting, the shareholding percentage of the convening shareholders shall be not less than 10%.</p> <p>The convening shareholders shall submit the relevant evidence to the local office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located upon the issue of the notice of the general meeting and the announcement of the resolutions of the general meetings.</p>	<p>Where the board of supervisors or shareholders decide(s) to convene a general meeting on its/their own, it/they shall notify the board of directors in writing and file the same with the local office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located.</p> <p>Before publicly announcing any resolutions of the general meeting, the shareholding percentage of the convening shareholders shall be not less than 10%.</p> <p>The convening shareholders shall submit the relevant evidence to the local office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located upon the issue of the notice of the general meeting and the announcement of the resolutions of the general meetings.</p>
Article 105 (Deleted)	<p>A shareholder may inspect the photocopy of the minutes of a general meeting free of charge during Company's office hours. If a shareholder asks for a photocopy of the minutes of a general meeting from the Company, the Company shall send a copy to that shareholder within seven (7) days upon receipt of the payment for reasonable charges.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 95 (New)	New	<p><u>Where directors are elected based on the cumulative voting mechanism, independent directors and other directors shall be elected separately, and the elected directors and supervisors shall be determined in the order of the number of votes received in the election, from the largest to the smallest, based on the number of directors and supervisors to be elected.</u></p> <p><u>For directors and supervisors that are not elected by cumulative voting, each candidate for directors or supervisors shall be proposed by a separate proposal.</u></p> <p><u>Shareholders attending the general meeting shall have the same number of votes for the election of directors or supervisors as the number of directors or supervisors to be elected under each group of proposals for each share held under the cumulative voting mechanism. The number of election votes owned by shareholders may be cast on only one candidate or on several candidates.</u></p> <p><u>Shareholders shall vote for each group of proposals up to the number of votes cast for that group. If the number of votes cast by a shareholder for an election exceeds the number of votes he or she possesses therefor, or if he or she votes more than the number of persons entitled to be elected in a margin election, his or her election vote for that proposal shall be deemed invalid.</u></p> <p><u>Shareholders holding multiple shareholder accounts may participate in online voting through any one of their shareholder accounts, and the number of election votes they have will be calculated based on the total number of shares of the same class under all of their shareholder accounts.</u></p>

No.	Existing Articles	Amended Articles
Article 111 (Amended to be Article 100)	<p>Prior to the voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutineering. If any shareholder is interested in the matter being considered, the shareholder and his/her/its proxy shall not participate in vote counting and scrutineering.</p> <p>...</p>	<p>Prior to the voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutineering. If any shareholder is interestedhas connected relationship in the matter being considered, the shareholder and his/her/its proxy shall not participate in vote counting and scrutineering.</p> <p>...</p>
Article 122 (Amended to be Article 111)	<p>Regardless of whether an affected class shareholders originally has voting rights or not, the class shareholders so affected shall have voting rights at a class meeting on those matters mentioned in items (2) to (8) and items (11) and (12) of Article 121; however, if a shareholder is an interested party, he/she shall not have voting rights at a class meeting.</p> <p>The aforesaid interested shareholder shall include the following meanings:</p> <p>(1) In circumstances where, pursuant to the provisions of Article 31 of these Articles, the Company makes a buy back offer to all shareholders according to the same ratio or buys back its own shares through open transactions at the stock exchange, “an interested shareholder” shall refer to the controlling shareholder defined in Article 59 of these Articles;</p> <p>(2) In circumstances whereby the Company, pursuant to the provisions of Article 31 of these Articles, buys back its own shares by way of an off-market agreement, “an interested shareholder” shall refer to the shareholder related to such an agreement;</p> <p>(3) Where the Company is undergoing restructuring, “an interested shareholder” shall refer to the shareholder who assumes liability less than the proportion assumed by other shareholders of the same class or who has interests different from other shareholders in the same class.</p>	<p>Regardless of whether an affected class shareholders originally has voting rights or not, the class shareholders so affected shall have voting rights at a class meeting on those matters mentioned in items (2) to (8) and items (11) and (12) of Article 121110; however, if a shareholder is an interested party, he/she shall not have voting rights at a class meeting.</p> <p>The aforesaid interested shareholder shall include the following meanings:</p> <p>(1) In circumstances whereby; pursuant to the provisions of Article 31 of these Articles, the Company makes a buy back offer to all shareholders according to the same ratio or buys back its own shares through open transactions at the stock exchange, “an interested shareholder” shall refer to the controlling shareholder of the Company defined in Article 59 of these Articles;</p> <p>(2) In circumstances whereby the Company, pursuant to the provisions of Article 31 of these Articles, buys back its own shares by way of an off-market agreement, “an interested shareholder” shall refer to the shareholder related to such an agreement;</p> <p>(3) Where the Company is undergoing restructuring, “an interested shareholder” shall refer to the shareholder who assumes liability less than the proportion assumed by other shareholders of the same class or who has interests different from other shareholders in the same class.</p>

No.	Existing Articles	Amended Articles
Article 127 (Amended to be Article 116)	<p>Apart from shareholders with other classes of shares, holders of domestic shares and holders of foreign invested shares listed overseas shall be recognised as different classes of shareholders.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution at a general meeting, the Company issues domestic shares and/or foreign invested shares listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of domestic shares and/or foreign invested shares listed overseas when establishing the Company has been completed within fifteen (15) months from the date of approval by the competent securities authority of the State Council; or</p> <p>(3) Subject to the approval by the securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer all or part of their shares to foreign investors and such shares may be listed or traded on an overseas stock exchange; or convert all or part of domestic shares into foreign invested shares listed overseas for listing and trading on an overseas stock exchange.</p>	<p>Apart from shareholders with other classes of shares, holders of domestic shares and holders of foreign invested shares listed overseas shall be recognised as different classes of shareholders.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution at a general meeting, the Company issues domestic shares and/or foreign invested shares listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of domestic shares and/or foreign invested shares listed overseas when establishing the Company has been completed within fifteen (15) months from the date of approval by the competent securities authority of the State Council; or</p> <p>(3) Subject to the approval by the securities regulatory authority of the State CouncilCSRC, holders of domestic shares of the Company may transfer all or part of their shares to foreign investors and such shares may be listed or traded on an overseas stock exchange; or convert all or part of domestic shares into foreign invested shares listed overseas for listing and trading on an overseas stock exchange.</p>
Article 139 (Amended to be Article 128)	<p>The Company establishes a system of independent directors. Independent directors refer to those directors who do not hold positions in the Company other than directors and have no relationship with the Company and its substantial shareholders that may affect their independent and objective judgment.</p> <p>...</p>	<p>The Company establishes a system of independent directors. Independent directors refer to those directors who do not hold positions in the Company other than directors and have no direct or indirect interest inrelationship with the Company, and its substantial shareholders and de facto controller, or any other relationship that may affect their independent and objective judgment.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 140 (Amended to be Article 129)	<p>An independent director is required to have the following qualifications:</p> <p>(1) having the qualifications to hold the position of director in a listed company in accordance with laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</p> <p>(2) being independent as required in the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(3) having a basic knowledge of the operation of listed companies and being familiar with related laws, administrative regulations and rules;</p> <p>(4) having more than five years' experience in law or economics or other working experience required for performing the duties and responsibilities of an independent director; and</p> <p>(5) fulfill the other conditions specified in these Articles.</p>	<p>An independent director is required to have the following qualifications:</p> <p>(1) having the qualifications to hold the position of director in a listed company in accordance with laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</p> <p>(2) being independent as required in the <u>Measures for the Administration of Independent Directors of Listed Companies of the CSRC and the</u> listing rules of the stock exchange where the Company's shares are listed;</p> <p><u>(3) having bachelor's degree or above, or the title of the senior level or above in related disciplines;</u></p> <p><u>(34)</u> having a basic knowledge of the operation of listed companies and being familiar with related laws, administrative regulations and rules;</p> <p><u>(45)</u> having more than five years' experience in law, <u>accounting-or,</u> economics, <u>finance</u> or other working experience <u>related to the Company's industry that are</u> required for performing the duties and responsibilities of an independent director; and</p>

No.	Existing Articles	Amended Articles
		<p><u>(6) being familiar with the laws and regulations related to the Company's operation and management;</u></p> <p><u>(7) being able to read, understand and analyse the Company's financial statements;</u></p> <p><u>(8) ensuring that they have sufficient time and energy to perform their duties effectively and undertake to fulfil their obligations of good faith and diligence;</u></p> <p><u>(9) possessing good personal integrity with no adverse records such as major breach of trust;</u></p> <p><u>(510) fulfil fulfilling</u> the other conditions specified in <u>laws, regulations, CSRC requirements, listing rules of the place where the Company's shares are listed, and</u> these Articles.</p>
Article 141 (Amended to be Article 130)	<p>In addition to the functions and powers granted to the independent directors under the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and these Articles, the following special functions and powers shall also be granted:</p> <p>(1) proposing the engagement or dismissal of an accounting firm to the board of directors;</p> <p>(2) proposing to the board of directors the convening of an extraordinary general meeting;</p> <p>(3) proposing the convening of a meeting of the board of directors;</p>	<p>In addition to the functions and powers granted to the independent directors under the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and these Articles, the following special functions and powers shall also be granted:</p> <p>(1) <u>independently engaging an intermediary to audit, consult or verify specific matters of the listed company proposing to the board of directors the convening of an extraordinary general meeting;</u></p> <p>(2) proposing to the board of directors the convening of an extraordinary general meeting;</p> <p>(3) proposing the convening of a <u>meeting of</u> the board of directors;</p>

No.	Existing Articles	Amended Articles
	<p>(4) to appoint external auditor or consultant to audit and consult specific matters of the Company, relevant cost shall be borne by the Company;</p> <p>(5) material connected transactions (as determined in accordance with the standards issued by competent regulatory authorities from time to time) shall be submitted to the board of directors for discussion after being approved by the independent directors. Before making determination, the independent directors may appoint an intermediary to issue independent financial advisor's report as the basis for determination;</p> <p>(6) voting rights may be openly solicited from the shareholders prior to the holding of the shareholders' meeting.</p> <p>Independent directors should obtain the consent of more than half of all the independent directors before exercising the aforementioned functions and powers. If any of the aforementioned proposals is not accepted or any of the aforementioned functions and powers cannot be exercised normally, the Company shall disclose the details thereof.</p>	<p>(4) <u>openly soliciting shareholders' rights in accordance with law to appoint external auditor or consultant to audit and consult specific matters of the Company, relevant cost shall be borne by the Company;</u></p> <p>(5) <u>expressing independent opinions on matters which may prejudice the interests of the listed company or minority shareholders material connected transactions (as determined in accordance with the standards issued by competent regulatory authorities from time to time) shall be submitted to the board of directors for discussion after being approved by the independent directors. Before making determination, the independent directors may appoint an intermediary to issue independent financial advisor's report as the basis for determination;</u></p> <p>(6) <u>other functions and powers specified in laws, regulations, CSRC requirements, listing rules of the place where the Company's shares are listed, and these Articles voting rights may be openly solicited from the shareholders prior to the holding of the shareholders' meeting.</u></p> <p>Independent directors should obtain the consent of more than half of all the independent directors before exercising the aforementioned functions and powers referred to in items (1), (2) and (3) above.</p> <p>If any of the aforementioned proposals is not accepted or any of the aforementioned functions and powers cannot be exercised normally, the Company shall disclose the details thereof.</p> <p><u>Where laws, administrative regulations and the CSRC have stipulated otherwise, such provisions shall prevail.</u></p>

No.	Existing Articles	Amended Articles
Article 144 (Amended to be Article 133)	<p>The board of directors shall be accountable to the general meeting and shall exercise the following function and powers:</p> <p>...</p> <p>(7) formulation of the Company's plans for the issue and listing of corporate bonds or other securities;</p> <p>...</p> <p>(21) within the scope authorised by the general meeting, to decide the Company's external investment, acquisition and sale of assets, mortgage of assets, wealth management under entrustment or connected transactions;</p> <p>...</p>	<p>The board of directors shall be accountable to the general meeting and shall exercise the following function and powers:</p> <p>...</p> <p>(7) formulation of the Company's plans for the issue of corporate bonds or other securities and listing;</p> <p>...</p> <p>(21) within the scope authorised by the general meeting, to decide the Company's external investment, acquisition and sale of assets, mortgage of assets, wealth management under entrustment, connected transactions <u>or external donations</u>;</p> <p>...</p>
Article 136 (New)	New	<p><u>The board of directors shall determine the authority for external investments, acquisition and sale of assets, mortgage of assets, external guarantees, wealth management under entrustment, connected transactions, and external donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the general meeting for approval.</u></p>

No.	Existing Articles	Amended Articles
Article 148 (Deleted)	<p>The board of directors shall not, without the approval of shareholders in general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for the any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest audited balance sheet approved by the general meeting. For the purpose of this Article, disposal of a fixed asset includes an act involving the transfer of an interest in property other than by way of providing guarantee.</p> <p>The validity of a transaction for the disposal of fixed assets shall not be affected due to a breach of the provisions of Clause 1 of this Article.</p>	Deleted
Article 152 (Amended to be Article 141)	<p>The form of a notice of meetings and extraordinary meetings of the board of directors shall be as follows: by telephone, fax or email; The time limit for notification shall be: fourteen (14) days before the convention of meeting of the board of directors, there is no time limit for notification of the extraordinary meeting of the board of directors.</p> <p>The time and venue of meeting of board of directors may be determined by the board of directors in advance and recorded in the minutes. No separate notice for convening the meeting of the board of directors shall be issued to the directors if the minutes have been sent to all directors at least ten (10) days in advance before the holding of the next meeting. In the case of a director having attended the meeting, and no dissent of having not received the notice has been raised before or at the meeting, the notice shall be deemed as received.</p> <p>...</p>	<p>The form of a notice of meetings and extraordinary meetings of the board of directors shall be as follows: by telephone, fax or email; The time limit for notification shall be: fourteen (14) days before the convention of meeting of the board of directors, there is no time limit for notification of the extraordinary meeting of the board of directors.</p> <p>The time and venue of meeting of board of directors may be determined by the board of directors in advance and recorded in the minutes. No separate notice for convening the meeting of the board of directors shall be issued to the directors if the minutes have been sent to all directors at least ten (10) days in advance before the holding of the next meeting.In the case of a director having attended the meeting, and no dissent of having not received the notice has been raised before or at the meeting, the notice shall be deemed as received.</p> <p>...</p>

No.	Existing Articles	Amended Articles
<p>Article 153 (Amended to be Article 142)</p>	<p>Except for approving the connected transaction matters by the board of directors as stipulated in Article 155 of these Articles, a board of director’s meeting shall be held provided that it is attended by more than half of the directors.</p> <p>Each director shall have one voting right. Except for approving the connected transaction matters by the board of directors as stipulated in Article 155 of these Articles, resolutions of the board of directors must be passed by more than half of all the directors.</p> <p>When the number of votes cast for and against a resolution is equal, the chairman shall have the right to cast an additional vote. A resolution signed to vote by directors respectively, if the number of directors who consent on the resolution reaches the quorum for the meeting as stipulated by laws, regulations and these Articles, shall be deemed as effective as a resolution of a meeting of the board of directors legally held. Such written resolution may be in duplicates, each of which signed by one or more directors. For the purpose of this Article, a resolution with a director’s signature or name sent to the Company by mail, facsimile or person shall be deemed as a document signed by the director.</p>	<p>Except for approving the connected transaction matters by the board of directors as stipulated in Article 155<u>144</u> of these Articles, a board of director’s meeting shall be held provided that it is attended by more than half of the directors.</p> <p>Each director shall have one voting right. Except for approving the connected transaction matters by the board of directors as stipulated in Article 155<u>144</u> of these Articles, resolutions of the board of directors must be passed by more than half of all the directors.</p> <p><u>Resolutions of the board of directors shall be voted by open ballot or any other voting method permitted by laws, regulations and the listing rules of the place where the Company’s shares are listed.</u></p> <p>When the number of votes cast for and against a resolution is equal, the chairman shall have the right to cast an additional vote. Provided that the full expression of views of the directors is safeguarded at the extraordinary board meeting, A resolution signed to vote by directors respectively, if the number of directors who consent on the resolution reaches the quorum for the meeting as stipulated by laws, regulations and these Articles, shall be deemed as effective as a resolution of a meeting of the board of directors legally held. Such written resolution may be in duplicates, each of which signed by one or more directors. For the purpose of this Article, a resolution with a director’s signature or name sent to the Company by mail, facsimile or person shall be deemed as a document signed by the director.</p>

No.	Existing Articles	Amended Articles
Article 164 (Amended to be Article 153)	<p>The Company shall have one president, several vice presidents who assist the president with his work; one chief accountant; one general engineer. The president, vice presidents, chief accountant and general engineer shall be appointed and removed by the board of directors.</p> <p>The president's and other senior management's terms of appointment are three (3) years. They can be re-appointed for consecutive terms.</p> <p>Any personnel who holds other administrative positions other than directors and supervisors in the Company's controlling shareholder shall not serve as a senior management officer of the Company.</p>	<p>The Company shall have one president, several vice presidents who assist the president with his work; one chief accountant; one general engineer. The president, vice presidents, chief accountant and general engineer shall be appointed and removed by the board of directors.</p> <p>The president's and other senior management's terms of appointment are three (3) years. They can be re-appointed for consecutive terms.</p> <p>Any personnel who holds other administrative positions other than directors and supervisors in the Company's controlling shareholder shall not serve as a senior management officer of the Company.</p> <p><u>A senior management officer of the Company shall receive remunerations only from the Company, instead of being paid by the controlling shareholders.</u></p>
Article 171 (Amended to be Article 160)	<p>In exercising powers, the president shall fulfil the obligations of good faith and diligence in accordance with laws, administrative regulations and these Articles.</p>	<p>In exercising powers, the president shall fulfil the obligations of good faith and diligence in accordance with laws, administrative regulations and these Articles.</p> <p><u>The senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. The senior management officers of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and the public shareholders as a result of their failure to faithfully perform their duties or any breach of their duty of good faith.</u></p>

No.	Existing Articles	Amended Articles
<p>Article 173 (Amended to be Article 162)</p>	<p>The board of supervisors shall comprise three (3) supervisors, of which one (1) is an external supervisor, one (1) is an employee representative supervisor and one (1) is an independent supervisor. A supervisor’s term of office is three (3) years. He/She may be re-appointed for consecutive terms if re-elected.</p> <p>If, upon the expiry of a supervisor’s term of office, a new supervisor cannot be elected on a timely basis, or if any supervisor resigns before the expiry of his/her term of office so that the number of the members of the board of supervisors is below the quorum, before the new supervisor starts his/her term of office, such supervisor shall continue to perform his/her duties in accordance with the provisions of laws, administrative regulations and these Articles.</p> <p>The board of supervisors shall have one chairman. Any appointment and removal of the chairman of the board of supervisors shall be approved by more than two-thirds (including two-thirds) of the members of the board of supervisors.</p>	<p>The board of supervisors shall comprise three (3) supervisors, of which one (1) is an external supervisor, one (1) is an employee representative supervisor and one (1) is an independent supervisor. A supervisor’s term of office is three (3) years. He/She may be re-appointed for consecutive terms if re-elected.</p> <p>If, upon the expiry of a supervisor’s term of office, a new supervisor cannot be elected on a timely basis, or if any supervisor resigns before the expiry of his/her term of office so that the number of the members of the board of supervisors is below the quorum, before the new supervisor starts his/her term of office, such supervisor shall continue to perform his/her duties in accordance with the provisions of laws, administrative regulations and these Articles.</p> <p>The board of supervisors shall have one chairman. Any appointment and removal of the chairman of the board of supervisors shall be approved by more than two-thirds <u>half (including two-thirds)</u> of the members of the board of supervisors.</p>
<p>Article 165 (New)</p>	<p>New</p>	<p><u>Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign a written confirmation for periodic reports.</u></p>

No.	Existing Articles	Amended Articles
Article 178 (Amended to be Article 168)	<p>...</p> <p>A meeting of the board of supervisors shall require more than two-thirds of supervisors to be present in order to be convened. The voting at board of supervisors meeting shall be conducted in the form of open ballot, and each supervisor shall have one vote. The board of supervisors meeting shall be attended by the supervisors in person. Where a supervisor is for any reason unable to attend, other supervisors may be appointed in writing to attend the meeting of the board of supervisors on his behalf. The letter of proxy shall set forth the scope of authorization.</p> <p>Resolutions of regular meeting or interim meeting of the board of supervisors are resolutions of the board of supervisors meetings and shall be passed by more than two-thirds (including two-thirds) of members of the board of supervisors.</p>	<p>...</p> <p>A meeting of the board of supervisors shall require more than two-thirds-half of supervisors to be present in order to be convened. The voting at board of supervisors meeting shall be conducted in the form of open ballot, and each supervisor shall have one vote. The board of supervisors meeting shall be attended by the supervisors in person. Where a supervisor is for any reason unable to attend, other supervisors may be appointed in writing to attend the meeting of the board of supervisors on his behalf. The letter of proxy shall set forth the scope of authorization.</p> <p>Resolutions of regular meeting or interim meeting of the board of supervisors are resolutions of the board of supervisors meetings and shall be passed by more than two-thirds-half (including two-thirds) of members of the board of supervisors.</p>
Article 183 (Amended to be Article 173)	<p>A person may not hold the position of director, supervisor, president or other senior management in any of the following circumstances:</p> <p>...</p> <p>(6) persons banned by the China Securities Regulatory Commission from access to the securities market for a term which has not expired;</p> <p>(7) the person has been involved in illegal activities which are subject to investigation by the judicial authorities and the case has yet to be settled;</p> <p>(8) provisions of laws and administrative regulations stipulate that the person is not permitted to assume the position of leader of an enterprise;</p> <p>(9) the person is not a natural person;</p> <p>(10) a person was ruled by the competent authority that he has violated the provisions of relevant securities regulations and was involved in fraudulent or dishonest acts, and such ruling was made less than five years ago;</p> <p>(11) other circumstances stipulated in provisions of laws and administrative regulations of the place where the Company's shares are listed.</p> <p>...</p>	<p>A person may not hold the position of director, supervisor, president or other senior management in any of the following circumstances:</p> <p>...</p> <p>(6) persons banned-imposed by the China Securities Regulatory Commission CSRC with measures to ban from access to the securities market for a term which has not expired;</p> <p>(7) the person has been involved in illegal activities which are subject to investigation by the judicial authorities and the case has yet to be settled;</p> <p>(8) provisions of laws and administrative regulations stipulate that the person is not permitted to assume the position of leader of an enterprise;</p> <p>(9) the person is not a natural person;</p> <p>(10) a person was ruled by the competent authority that he has violated the provisions of relevant securities regulations and was involved in fraudulent or dishonest acts, and such ruling was made less than five years ago;</p> <p>(11) other circumstances stipulated in provisions of laws and administrative regulations of the place where the Company's shares are listed.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 187 (Deleted)	<p>When performing their duties, directors, supervisors, president and other senior management of the Company must abide by the principle of good faith and shall not place themselves in unfavourable situations in which their interests may conflict with their obligations. This principle shall include (but not be limited to) performing the following obligations:</p> <p>(1) to sincerely take the best interests of the Company as fundamental in their actions;</p> <p>(2) to exercise authority within their powers of office and not exceed that power of authority;</p> <p>(3) to personally exercise the authorised right to handle matters according to one's own discretion and not to be manipulated by others; the right to handle matters according to one's own discretion shall not be passed on to others unless permitted by laws and administrative regulations or with the informed consent of shareholders given at a general meeting;</p> <p>(4) to treat the same classes of shareholders equally and to treat different classes of shareholders fairly;</p> <p>(5) not to enter into contracts, deals or arrangements with the Company unless otherwise stipulated in these Articles or with the informed approval by the shareholders at general meeting;</p> <p>(6) not to use the Company's property to seek personal interests through any mean without the informed consent by the shareholders at a general meeting;</p> <p>(7) not to use the powers of office to receive bribes or other illicit interests, and not to seize and embezzle the Company's property through any means, including (but not limited to) opportunities which are beneficial to the Company;</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>(8) not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given at a general meeting;</p> <p>(9) to comply with these Articles, faithfully perform one's duties and safeguard the Company's interests, and not to use their positions and powers to seek personal interests;</p> <p>(10) without the informed consent of the shareholders given at a general meeting, it shall be prohibited to engage in any activities which are in competition with the Company; and the use of associated relationship to damage the Company's interests shall be prohibited;</p> <p>(11) it shall be prohibited to embezzle the Company's funds or to lend the Company's funds to others, and it shall be prohibited to use the Company's funds to open bank accounts in one's own name or using another's name or to use the Company's assets to provide guarantees for debts of shareholders of the Company or other persons; and</p> <p>(12) without the informed consent of the shareholders given at a general meeting, it shall be prohibited to disclose confidential information concerning the Company which became known in the course of holding the position; unless it is in the Company's interests, such information shall not be used. However, such information may be disclosed to the court or other competent government authorities in the following circumstances:</p> <p>(a) where it is so required in the law;</p> <p>(b) where the public interest so requires;</p> <p>(c) where the interests of such a director, supervisor, president or other senior management themselves so require.</p>	

No.	Existing Articles	Amended Articles
Article 188 (Deleted)	<p>A director, supervisor, president and other senior management of the Company shall not direct the following persons or organisations (“related parties”) to do things which the director, supervisor, president and other senior management cannot perform:</p> <p>(1) the spouse or underage children of the director, supervisor, president and other senior management of the Company;</p> <p>(2) the trustee of the director, supervisor, president and other senior management of the Company or of persons mentioned in item (1) of this Article;</p> <p>(3) the partner(s) of the director, supervisor, president and other senior management of the Company or of persons mentioned in item (1) or (2) of this Article;</p> <p>(4) the company which is in reality independently controlled by the director, supervisor, president and other senior management of the Company or, in reality, jointly controlled by the persons mentioned in item (1), (2) or (3) of this Article or other director, supervisor, president and senior management of the Company; and</p> <p>(5) the directors, supervisors, president and other senior management of a company being controlled as mentioned in item (4) of this Article.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 177 (New)	New	<p><u>Directors shall comply with laws, administrative regulations and these Articles and shall have the following duties of loyalty to the Company:</u></p> <p><u>(1) they shall not take advantage of their functions and powers to accept bribes or other illegal income, or to misappropriate the property of the Company;</u></p> <p><u>(2) no misappropriation of the Company's funds is allowed;</u></p> <p><u>(3) they shall not deposit the Company's assets or funds in an account opened in their personal name or in the name of any other individual;</u></p> <p><u>(4) they shall not, in violation of the provisions of these Articles or without the consent of the general meeting or the board of directors, lend the Company's funds to others or provide guarantees for others with the Company's property;</u></p> <p><u>(5) they shall not, in violation of the provisions of these Articles or without the consent of the general meeting, enter into any contract or transaction with the Company;</u></p> <p><u>(6) without the consent of the general meeting, they shall not take advantage of their positions to obtain business opportunities that should belong to the Company for themselves or others, and to operate on their own, or for others, a business of the same kind as the Company's;</u></p> <p><u>(7) no commissions from transactions with the Company shall be accepted as their own;</u></p> <p><u>(8) no unauthorised disclosure of the Company's secrets is allowed;</u></p> <p><u>(9) they shall not use their connected relationship to harm the interests of the Company;</u></p> <p><u>(10) other obligations of loyalty as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed and these Articles.</u></p> <p><u>The income obtained by a director in breach of this Article shall belong to the Company. The director shall be liable for making compensation for losses caused to the Company.</u></p>

No.	Existing Articles	Amended Articles
Article 178 (New)	New	<p><u>Directors shall comply with laws, administrative regulations and these Articles and shall have the following duties of diligence to the Company:</u></p> <p><u>(1) they shall exercise the rights granted by the Company with care, seriousness and diligence to ensure that the Company's business conduct complies with national laws, administrative regulations and the requirements of various national economic policies, and that the business activities do not exceed the scope of business as stipulated in the business license;</u></p> <p><u>(2) they shall treat all shareholders fairly;</u></p> <p><u>(3) they shall keep abreast of the Company's business operations and management;</u></p> <p><u>(4) they shall sign a written confirmation for the Company's periodic reports, and ensure that the information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) they shall truthfully provide the board of supervisors with the relevant circumstances and information, and shall not obstruct the board of supervisors or the supervisors in exercising their powers and functions;</u></p> <p><u>(6) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed and these Articles.</u></p>
Article 179 (New)	New	<p><u>The provisions of Article 177 of these Articles regarding the duties of loyalty of directors and Article 178(4), (5) and (6) regarding the duties of diligence shall also apply to the senior management.</u></p>
Article 190 (Deleted)	The responsibility borne by a director, supervisor, president and other senior management of the Company due to violation of a specific obligation may be released by an informed consent of shareholders given at a general meeting except for those circumstances stipulated in Article 58 of these Articles.	Deleted

No.	Existing Articles	Amended Articles
Article 191 (Deleted)	<p>When a director, supervisor, president or other senior management of the Company has direct or indirect significant interests in a contract, deal or arrangement concluded by or intended to be conducted by the Company (apart from engagement contracts concluded between the Company and director, supervisor, president or other senior management), regardless of whether the matter is required to be approved by the board of directors under normal circumstances, the nature and degree of interest shall be promptly disclosed to the board of directors.</p> <p>A director shall not vote on any board resolution approving any contract, deal or arrangement or any other proposal in which he or any of his associates (as defined pursuant to the Hong Kong Listing Rules as effective from time to time) has a material interest nor shall he be counted in the quorum present at the meeting.</p> <p>Unless the interested director, supervisor, president or other senior management of the Company has disclosed his/her interest to the board of directors according to the provisions of the preceding paragraph of this Article, and the board of directors has approved the matter in a meeting in which the interested director, supervisor, president or other senior management has not been counted in the quorum and refrained from voting, the Company shall have the right to cancel that contract, deal or arrangement. However, exception shall be made if the other party is a bona fide party who does not know that the actions of the director, supervisor, president and other senior management were in violation of his/her obligations.</p> <p>If a party related to a director, supervisor, president and other senior management of the Company or their associate has an interest in a contract, deal or arrangement, such director, supervisor, president and other senior management shall also be regarded as an interested party.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 192 (Deleted)	<p>If a director, supervisor, president or other senior management of the Company has, before the Company considers for the first time to conclude a contract, deal or arrangement, notified the board of directors in writing stating that, by reason of the facts specified in the notice, he/she is interested in a contract, deal and arrangement which may subsequently be made by the Company, the relevant personnel shall be regarded as having made disclosure as stipulated in the preceding Article of this Chapter of those matters in the notice.</p>	Deleted
Article 193 (Deleted)	<p>The Company shall not pay, using any means, taxes for its directors, supervisors, president and other senior management.</p>	Deleted
Article 194 (Deleted)	<p>The Company shall not, directly or indirectly, provide loans to or loan guarantees for directors, supervisors, president and other senior management of the Company or its parent company, nor shall it provide loans to or loan guarantees for parties related to the aforesaid persons.</p> <p>The provisions of the preceding paragraph shall not apply in the following circumstances:</p> <p>(1) where the Company provides loans to its subsidiaries or provides loan guarantees for its subsidiaries;</p> <p>(2) where the Company, in accordance with the engagement contract approved by the general meeting, provides to a director, supervisor, president and other senior management of the Company with loans, loan guarantees or other funds for payment of expenses incurred by him/her for the purpose of the Company or for the purpose of enabling him/her to perform his/her duties; and</p> <p>(3) if the scope of the Company's normal course of business includes provision of loans and loan guarantees, the Company may provide loans to or provide loan guarantees for its directors, supervisors, president and other senior management and their related parties; however, the conditions for the provision of such loans and loan guarantees shall be normal commercial terms.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 195 (Deleted)	<p>In the event of the Company providing a loan in violation of the provisions of the preceding Article, regardless of the conditions of provision of that loan, the party receiving the loan shall make prompt repayment.</p>	Deleted
Article 196 (Deleted)	<p>In the event of the Company having provided a loan guarantee in violation of the provisions of paragraph 1 of Article 194, the Company shall not be forced to implement that guarantee except in the following circumstances:</p> <p>(1) when providing a loan to a related party of a director, supervisor, president and other senior management of the Company or its parent company, the loan provider was unaware of the facts; or</p> <p>(2) the collateral security provided by the Company has been legally sold to a bona fide purchaser.</p>	Deleted
Article 197 (Deleted)	<p>Guarantee as mentioned in the preceding article of this Chapter shall include an act whereby the guarantor assumes liability or provides property to ensure that the obligor performs its obligations.</p>	Deleted

No.	Existing Articles	Amended Articles
<p>Article 198 (Deleted)</p>	<p>Where a director, supervisor, president or other senior management of the Company violates obligations to the Company, apart from the various rights and remedial measures stipulated in laws and administrative regulations, the Company has the power to adopt the following measures:</p> <p>(1) to request that the director, supervisor, president and other senior management compensate for losses incurred by the Company due to their negligence in the performance of their duties;</p> <p>(2) to cancel any contract or deal concluded between the Company and that director, supervisor, president and other senior management, and between the Company and a third party (if the third party knows or should have known that the director, supervisor, president and other senior management representing the Company has violated his obligations to the Company);</p> <p>(3) to request that the director, supervisor, president and other senior management hand over any interests derived in violation of his/her obligations;</p> <p>(4) to recover funds including (but not limited to) commissions received by that director, supervisor, president and other senior management which should have been collected by the Company;</p> <p>(5) to request that the director, supervisor, president and other senior management return any interests earned or which may have been earned from any funds which should be handed over to the Company.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
Article 199 (Deleted)	<p>The Company should enter into written contract with each of the directors, supervisors and senior management, which include at least the following provisions:</p> <p>(1) the commitment of the directors, supervisors and senior management to the Company that they will abide by the Company Law, the Special Regulations, the Articles of Association of the Company and any other regulations as stipulated by the Hong Kong Stock Exchange and agreement that the Company will be entitled to remedies in these Articles and the contracts and positions are not transferable;</p> <p>(2) the commitment of the directors, supervisors and senior management to the Company that they will comply with and perform their duties to the shareholders as stipulated in these Articles; and</p> <p>(3) the term of arbitrations as stipulated in Article 255 of these Articles.</p>	Deleted
Article 200 (Deleted)	<p>The Company shall enter into a written contract on remuneration matters with the director or supervisor of the Company, with the approval by the general meeting in advance. The aforesaid remuneration matters shall include:</p> <p>(1) remuneration of directors, supervisors or senior management of the Company;</p> <p>(2) remuneration of directors, supervisors or senior management of subsidiaries of the Company;</p> <p>(3) remuneration of the provision of other management services to the Company and its subsidiaries; and</p> <p>(4) compensatory payments to the directors or supervisors for retirement or loss of position.</p> <p>Except in accordance with the aforesaid contract, a director or supervisor shall not initiate legal proceedings against the Company based on benefits receivable for the aforesaid matters.</p>	Deleted

No.	Existing Articles	Amended Articles
<p>Article 201 (Deleted)</p>	<p>A contract on remuneration matters concluded between the Company and a director or supervisor of the Company shall stipulate that when the Company is to be acquired, the director or supervisor of the Company shall, subject to the approval in advance by the general meeting, be entitled to obtain compensation or other payments as a result of loss of office or retirement.</p> <p>The acquisition of the Company as referred to in the preceding paragraph shall refer to any of the following instances:</p> <p>(1) a tender offer made to all shareholders by any party; or</p> <p>(2) a tender offer made by any party with an intent to make the offeror as a controlling shareholder. The definition of a controlling shareholder shall be the same as that defined in Article 59 of these Articles.</p> <p>If the director or supervisor is in violation of the provisions of this Article, any funds received by the director or supervisor shall be owned by those persons who accepted such offer and sold their shares. The expenses incurred in distributing such funds on a pro rata basis shall be borne by that director or supervisor and shall not be deducted from such funds.</p>	<p>Deleted</p>
<p>Article 208 (Amended to be Article 187)</p>	<p>The Company shall submit its annual financial report to the securities regulatory authority of the State Council and the stock exchange within four months from the end of each financial year, its interim financial report to the local office of the securities regulatory authority of the State Council and the stock exchange within two months from the end of the first six months of each financial year, and its quarterly financial reports to the local office of the securities regulatory authority of the State Council and the stock exchange within one month from the end of the first three and first nine months of each financial year.</p> <p>...</p>	<p>The Company shall submit its annual financial report to the securities regulatory authority of the State Council CSRC and the stock exchange within four months from the end of each financial year, its interim financial report to the local office of the securities regulatory authority of the State Council CSRC and the stock exchange within two months from the end of the first six months of each financial year, and its quarterly financial reports to the local office of the securities regulatory authority of the State Council CSRC and the stock exchange within one month from the end of the first three and first nine months of each financial year.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 223 (Amended to be Article 202)	The Company shall appoint an independent accounting firm that meets the relevant national regulations to audit the Company's annual financial reports and other financial reports.	<p>The Company shall appoint an independent accounting firm that meets the relevant national regulations <u>Securities Law to audit the Company's annual financial reports and other financial reports perform services such as auditing of accounting statements, verification of net assets, and other related consulting services for a period of one year, which may be renewed.</u></p> <p><u>The appointment of an accounting firm by the Company must be decided by shareholders at a general meeting, and the board of directors shall not appoint an accounting firm before the decision is made at the general meeting.</u></p>
Article 224 (Deleted)	The term of appointment of accounting firm shall commence from the date of conclusion of the current annual general meeting until the date of conclusion of the next annual general meeting.	Deleted
Article 225 (Deleted)	<p>An accounting firm appointed by the Company shall have the following rights:</p> <p>(1) to inspect, at any time, the Company's accounting books, records or vouchers, and to request directors, president or other senior management of the Company to provide relevant data and explanations;</p> <p>(2) to request the Company to adopt all reasonable measures to obtain from its subsidiaries data and explanations which the accounting firm requires for the performance of its duties;</p> <p>(3) to attend general meeting and to receive all notices of, and other information relating to, the meeting that any shareholder is entitled to, and to speak at any general meeting about matters related to its role as accounting firm to the Company.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 227 (Deleted)	If the position of the accounting firm falls vacant, the board of directors may, before convening a general meeting, appoint an accounting firm to fill the vacancy. However, if, during the period of the vacancy, the Company has other incumbent accounting firms, those firms may continue to handle matters.	Deleted
Article 228 (Deleted)	Regardless of what is stipulated in a contract concluded between an accounting firm and the Company, the general meeting may, before the duration of appointment of any accounting firm expires, decide to dismiss that firm through the adoption of an ordinary resolution. If such an accounting firm has the right to claim compensation from the Company for reason of such dismissal, that right shall not be affected.	Deleted
Article 229 (Amended to be Article 204)	The remuneration of an accounting firm or methods for determining remuneration shall be decided by shareholders at a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.	The remuneration-audit fee of an accounting firm or methods for determining remuneration shall be decided by shareholders at a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.

No.	Existing Articles	Amended Articles
<p>Article 230 (Deleted)</p>	<p>Decisions on matter relating to the appointment, removal, or non-reappointment of an accounting firm shall be made by shareholders at a general meeting and such decisions shall be reported to the competent securities authority of the State Council for the record.</p> <p>Where a resolution at a general meeting is passed to appoint an accounting firm other than an incumbent one so as to fill a casual vacancy in the office of accounting firm, or to re-appoint an accounting firm appointed by the board of directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) Before notice of meeting is given to the shareholders, the proposal on appointment or removal shall be sent to the accounting firm to be appointed or to leave its office or already retired in the relevant financial year.</p> <p>Leaving office includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm to leave its office makes representations in writing and requests such representation to be informed to the shareholders, unless the representations are received too late, the Company shall:</p> <p>1) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p>2) send a copy of the representations as attachment to the notice to the shareholders according to the delivery methods required in the Articles of Association.</p> <p>(3) If the accounting firm’s representations have not been sent under the requirement mentioned in (2) above, the accounting firm may request the representations to be read out at the general meeting and make further complaints.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>(4) An accounting firm who is leaving its office shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1) the general meeting at which its term of office shall expire; 2) any general meeting at which it is proposed to fill the vacancy caused by its removal; and 3) any general meeting convened due to its resignation. <p>An accounting firm who is leaving its office shall be entitled to receive all notices of, and other communications relating to, the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to its role as the former accounting firm of the Company.</p>	
<p>Article 231 (Amended to be Article 205)</p>	<p>The Company shall advise the accounting firm in advance if it is to be dismissed or not to be reappointed. The accounting firm shall have the right to make a statement in respect of its dismissal or non-reappointment at the general meeting. If an accounting firm resigns, it shall explain to the general meeting whether or not the Company has been involved in any improper dealings.</p> <p>(1) Where an accounting firm resigns from its office, it may deposit a written notice of resignation to the Company's legal address. The notice shall become effective on the date of such deposit or on such later date as may be stipulated in the notice. The notice shall include the following:</p>	<p>The Company shall advise give at least 15 days' notice to the accounting firm in advance if it is to be dismissed or not to be reappointed. The accounting firm shall be allowed have the right to make a statement in respect of when its removal is put to vote at the general meeting of the Company dismissal or non-reappointment at the general meeting. If an accounting firm resigns, it shall explain to the general meeting whether or not the Company has been involved in any improper dealings.</p> <p>(1) Where an accounting firm resigns from its office, it may deposit a written notice of resignation to the Company's legal address. The notice shall become effective on the date of such deposit or on such later date as may be stipulated in the notice. The notice shall include the following:</p>

No.	Existing Articles	Amended Articles
	<p>1) a statement to the effect that there are no circumstances connected with its notice of resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2) a statement of any such circumstances.</p> <p>(2) Where a notice is deposited under item (1) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under 2) of item (1) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every shareholder who is entitled to obtain a financial report of the Company at the address recorded in the register of shareholders.</p> <p>(3) Where the accounting firm's notice of resignation contains a statement under 2) of item (1) of this Article, the accounting firm may require the board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in relation to its resignation.</p>	<p>1) a statement to the effect that there are no circumstances connected with its notice of resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2) a statement of any such circumstances.</p> <p>(2) Where a notice is deposited under item (1) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under 2) of item (1) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every shareholder who is entitled to obtain a financial report of the Company at the address recorded in the register of shareholders.</p> <p>(3) Where the accounting firm's notice of resignation contains a statement under 2) of item (1) of this Article, the accounting firm may require the board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in relation to its resignation.</p>

No.	Existing Articles	Amended Articles
Article 239 (Deleted)	<p>In the case of company merger or demerger, a merger or demerger plan shall be proposed by the board of directors and after the plan is adopted according to the procedures stipulated in these Articles, the relevant procedures for examination and approval shall then be carried out in accordance with law. If a shareholder objects to a merger or demerger plan, that shareholder shall have the right to request the Company or those shareholders who approve the merger or demerger plan to purchase his/her shares at a fair price. The content of a resolution on company merger or demerger shall be made into a special document to be available for inspection by shareholders.</p> <p>The aforesaid document shall be delivered by post to each holder of foreign invested shares listed overseas.</p>	Deleted
Article 243 (Amended to be Article 216)	<p>The Company shall dissolve and enter into liquidation in accordance with law in any of the following circumstances:</p> <p>(1) a general meeting resolves that there shall be a dissolution;</p> <p>(2) dissolution becomes necessary because of company merger or demerger;</p> <p>(3) the Company is declared bankrupt in accordance with law due to inability to discharge its debts;</p> <p>(4) cancellation of the business licence, ordered to be closed or cancelled according to law;</p> <p>(5) the operation and management of the Company experience a great difficulty, continuation will lead to significant losses suffered by the shareholders, and the difficulty cannot be solved by other means. Shareholders who hold 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>(6) other circumstances as stipulated in laws and regulations that the Company shall be dissolved.</p>	<p>The Company shall dissolve and enter into liquidation in accordance with law in any of the following circumstances:</p> <p><u>(1) the term of operation provided for in these Articles expires or any other cause of dissolution provided for in these Articles occurs;</u></p> <p>(2) a general meeting resolves that there shall be a dissolution;</p> <p>(23) dissolution becomes necessary because of company merger or demerger;</p> <p><u>(3) the Company is declared bankrupt in accordance with law due to inability to discharge its debts;</u></p> <p>(4) cancellation of the business licence, ordered to be closed or cancelled according to law;</p> <p>(5) the operation and management of the Company experience a great difficulty, continuation will lead to significant losses suffered by the shareholders, and the difficulty cannot be solved by other means. Shareholders who hold 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><u>(6) other circumstances as stipulated in laws and regulations that the Company shall be dissolved.</u></p>

No.	Existing Articles	Amended Articles
Article 217 (New)	New	<p><u>The Company may continue to subsist by amending its Articles of Association in the case of the circumstances described in Article 216(1) of these Articles.</u></p> <p><u>Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting.</u></p>
Article 244 (Amended to be Article 218)	<p>In the case of the Company being dissolved in accordance with the provisions of item (1) of the preceding Article, the Company shall, within 15 days, establish a liquidation group, the members of which shall be determined by the general meeting through an ordinary resolution.</p> <p>In the case of the Company being dissolved in accordance with the provisions of item (3) and item (5) of the preceding Article, the people's court shall, in accordance with laws, organize shareholders, relevant authorities and relevant professionals to form a liquidation group to conduct the liquidation.</p> <p>In the case of the Company being dissolved in accordance with the provisions of item (4) of the preceding Article, the competent authority shall organize shareholders, relevant authorities and relevant professionals to form a liquidation group to conduct the liquidation.</p>	<p>In the case of the Company being dissolved in accordance with the provisions of items (1), (2), (4) and (5) of the preceding Article 216, the Company shall, within 15 days, establish a liquidation group, and commence liquidation <u>the members of which shall be determined by the general meeting through an ordinary resolution. The liquidation group shall consist of such persons as may be determined by the directors or the general meeting. If no liquidation group is formed to carry out liquidation within the time limit, creditors may apply to the people's court to designate relevant persons to form a liquidation group for liquidation.</u></p> <p>In the case of the Company being dissolved in accordance with the provisions of item (3) and item (5) of the preceding Article, the people's court shall, in accordance with laws, organize shareholders, relevant authorities and relevant professionals to form a liquidation group to conduct the liquidation.</p> <p>In the case of the Company being dissolved in accordance with the provisions of item (4) of the preceding Article, the competent authority shall organize shareholders, relevant authorities and relevant professionals to form a liquidation group to conduct the liquidation.</p>

No.	Existing Articles	Amended Articles
<p>Article 245 (Deleted)</p>	<p>If the board of directors decides that the Company should be liquidated (except for the liquidation as a result of Company’s declaration of bankruptcy), the notice of the shareholders’ general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board holds the opinion that the Company may pay its debts in full within 12 months after the commencement of liquidation.</p> <p>Following a resolution on liquidation passed by a general meeting, the duties and powers of the board of directors shall immediately be terminated.</p> <p>The liquidation group shall adhere to the instructions given by the shareholders at general meeting and shall report to the shareholders at general meeting on the income and expenditure of the liquidation group, the business operations of the Company and progress of the liquidation of the Company at least once a year. The liquidation group shall submit a final report to the shareholders at general meeting at the conclusion of liquidation.</p>	<p>Deleted</p>
<p>Article 248 (Amended to be Article 221)</p>	<p>The liquidation group shall formulate a liquidation plan after liquidating the Company’s property and producing the balance sheet and checklists of properties, and shall submit it to the shareholders at a general meeting or relevant competent authorities for confirmation. After it is resolved by shareholders at a general meeting to dissolve the Company or the Company declares bankrupt or is ordered to close down according to law, no person shall dispose of the Company’s assets without the permission of the liquidation group. ...</p>	<p>The liquidation group shall formulate a liquidation plan after liquidating the Company’s property and producing the balance sheet and checklists of properties, and shall submit it to the shareholders at a general meeting or <u>the people’s court-relevant competent authorities</u> for confirmation. After it is resolved by shareholders at a general meeting to dissolve the Company or the Company declares bankrupt or is ordered to close down according to law, no person shall dispose of the Company’s assets without the permission of the liquidation group. ...</p>

No.	Existing Articles	Amended Articles
Article 250 (Amended to be Article 223)	<p>After the liquidation of the Company, the liquidation group shall compile a liquidation report as well as draw up income and expenditure statements and various financial accounts for the liquidation period, which shall be submitted to the shareholders at a general meeting or relevant competent authorities for confirmation following verification by a certified public accountant registered in China. Within 30 days from the date of confirmation of the above-mentioned documents by the general meeting or the relevant competent authorities, the liquidation group shall deliver the same to the company registry to apply for cancellation of the Company and publicly announce the Company's termination.</p>	<p>After the liquidation of the Company, the liquidation group shall compile a liquidation report as well as draw up income and expenditure statements and various financial accounts for the liquidation period, which shall be submitted to the shareholders at a general meeting or relevant competent authorities <u>the people's court</u> for confirmation, and filed with the company registry following verification by a certified public accountant registered in China. Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' general meeting or the relevant competent authorities, <u>the liquidation group shall deliver the same to the company registry</u> to apply for cancellation of the Company's registration and publicly announce the Company's termination.</p>
Article 254 (Amended to be Article 227)	<p>Where an amendment to these Articles involves matters provided for in the Prerequisite Clauses, it shall become effective after being examined and approved by departments of examination and approval of companies authorised by the State Council and the competent securities authority of the State Council; where an amendment to these Articles involves matters of company registration, the change of registration shall be made according to law.</p>	<p><u>Amendments to the Articles of Association as resolved by the general meeting shall be reported to the competent authorities for approval if such amendments shall be subject to the approval of the competent authorities;</u> Where an amendment to these Articles involves matters provided for in the Prerequisite Clauses, it shall become effective after being examined and approved by departments of examination and approval of companies authorised by the State Council and the competent securities authority of the State Council; where an amendment to these the <u>Articles of Association</u> involves matters of company registration, the change of registration shall be made according to law.</p>

No.	Existing Articles	Amended Articles
Article 256 (Deleted)	<p>Except as provided in these Articles, if the Company sends a notice to the holders of foreign invested shares listed overseas by announcement, it shall, according to the local listing rule requirement, submit an electronic version that can be immediately published to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange on the same day, so that it can be published on the website of the Hong Kong Stock Exchange. The announcement shall also be published on the Company's website. In addition, the notice shall be sent either by personal delivery or prepaid mail to the address of all the holders of foreign invested shares listed overseas in the shareholders' register so that the shareholders are fully informed and have sufficient time to exercise their rights or act according to the terms of the notice.</p> <p>The Company's holders of foreign invested shares listed overseas may choose in writing to receive by electronic mail or post the corporate communication that the Company shall send to its shareholders, and may choose to receive either the English version or the Chinese version only, or both. They shall give the Company a written notice in advance within reasonable time to alter the method for receiving the aforesaid information and the language version of the same in accordance with appropriate procedure.</p>	Deleted
Article 235 (New)	New	<p><u>These Articles shall become effective and enforceable on the date of passing a special resolution at the general meeting of the Company. The existing Articles of Association of the Company shall automatically cease to have any effect from the effective date of these Articles.</u></p>

After the Articles of Association have been amended with additional articles, the numbering of the articles will be sequentially adjusted. If there are cross-references between articles in the Articles of Association, corresponding changes will be made. Apart from the aforementioned amendments, the content of other articles in the Articles of Association remains unchanged.

Set out below is the comparison table showing the amendments to the existing Rules of Procedure of the General Meetings. The full text of the proposed amended version of the Rules of Procedure of the General Meetings is available on the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the SSE at www.sse.com.cn. This Comparison Table of the Amendments to the Rules of Procedure of the General Meetings is prepared in Chinese and translated into English. In the event of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Existing Articles	Amended Articles
Article 1	<p>In order to safeguard the lawful rights and interests of all shareholders, regulate the behavior of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), guarantee the regulated and efficient operation of general meetings of the Company, and ensure the exercise of rights by its shareholders equally and effectively, these Rules are formulated in accordance with laws, regulations, and regulatory documents, such as 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 Rules of General Meetings of Listed Companies (2016 Revision) (《上市公司股東大會規則(2016年修訂)》), the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>	<p>In order to safeguard the lawful rights and interests of all shareholders, regulate the behavior of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), guarantee the regulated and efficient operation of general meetings of the Company, and ensure the exercise of rights by its shareholders equally and effectively, these Rules are formulated in accordance with laws, regulations, and regulatory documents, such as 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 Rules of General Meetings of Listed Companies-(2016 Revision) (《上市公司股東大會規則(2016年修訂)》), the Rules Governing the Listing of Securities on the <u>The Hong Kong</u> Stock Exchange <u>of Hong Kong Limited</u> <u>(hereinafter referred to as the “Hong Kong Listing Rules”)</u> and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>

No.	Existing Articles	Amended Articles
Article 3	<p>The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>...</p> <p>(15) considering and approving share incentive plans;</p> <p>...</p> <p>(18) considering the acts of external guarantee as specified in Article 62 of the Article of Association;</p> <p>...</p>	<p>The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>...</p> <p>(15) considering and approving share incentive plans <u>and employee share ownership plans;</u></p> <p>...</p> <p>(18) considering the acts of external guarantee as specified in Article <u>5362</u> of the Article of Association;</p> <p>...</p>
Article 4	<p>...</p> <p>Except under the special circumstances such as where the Company is in a crisis, without the advance approval of a general meeting, the Company shall not enter into a contract with any person other than its director, supervisor, president or other senior management, which would hand over the management of all or major business operations of the Company to such person.</p>	<p>...</p> <p>Except under the special circumstances such as where the Company is in a crisis, without the advance approval of a general meeting <u>by way of a special resolution,</u> the Company will not enter into a contract with any person other than its director, supervisor, president or other senior management, which would hand over the management of all or major business operations of the Company to such person.</p>

No.	Existing Articles	Amended Articles
Article 5	<p>General meetings shall be divided into annual and extraordinary general meetings. A general meeting shall be convened by the board of directors. An annual general meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months in any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of share capital;</p> <p>...</p>	<p>General meetings shall be divided into annual and extraordinary general meetings. A general meeting shall be convened by the board of directors. An annual general meeting shall be convened once a year and held within six (6) months after the end of the previous accounting year.</p> <p>The board of directors <u>Company</u> shall convene an extraordinary general meeting within two (2) months <u>from the date of occurrence of in</u> any of the following circumstances:</p> <p>(1) where the number of directors does not meet the number stipulated in the Company Law or is less than two-thirds of the number required in the Articles of Association;</p> <p>(2) where the Company's losses which have not yet been offset account for one-third of the total number of <u>paid-up</u> share capital;</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 12	<p>Where the board of supervisors or shareholders decide(s) to convene a general meeting on its/their own, it/they shall notify the board of directors in writing and file the same with the local office of the securities regulatory commission of the State Council and a stock exchange of the place where the Company is located.</p> <p>Before publicly announcing any resolutions of the general meeting, the shareholding percentage of convening ordinary shareholders shall be no less than 10%.</p> <p>The board of supervisors and the convening shareholders shall submit relevant evidence to the local office of the securities regulatory commission of the State Council and a stock exchange upon the issue of the notice of the general meeting and the announcement of the resolutions of the general meeting.</p>	<p>Where the board of supervisors or shareholders decide(s) to convene a general meeting on its/their own, it/they shall notify the board of directors in writing and file the same with the local office of the securities regulatory commission of the State Council and a stock exchange of the place where the Company is located.</p> <p>Before publicly announcing any resolutions of the general meeting, the shareholding percentage of convening ordinary shareholders shall be no less than 10%.</p> <p>The board of supervisors and the convening shareholders shall submit relevant evidence to the local office of the securities regulatory commission of the State Council and a stock exchange upon the issue of the notice of the general meeting and the announcement of the resolutions of the general meeting.</p>
Article 22	<p>...</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council before the meeting; after the publication of announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>...</p>	<p>...</p> <p>The announcement referred to in the preceding paragraph shall be published in <u>on the website of the stock exchange where the Company's shares are listed and the media that meet the conditions stipulated by the China Securities Regulatory Commission</u> one or more newspapers designated by the securities regulatory authority of the State Council before the meeting; after the publication of announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 23	<p>Notice of a general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) set out the record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered.</p> <p>This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p> <p>(6) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, president and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, president or other senior management in his capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;</p>	<p>Notice of a general meeting shall:</p> <p>(1) be in writing, and contain the following::</p> <p>(21) specify the place, date and time and duration of the meeting;</p> <p>(32) set-out the matters and proposals to be submitted for consideration considered at the meeting;</p> <p>(43) set out the record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered.</p> <p>This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p> <p>(6) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, president and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, president or other senior management in his capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;</p>

No.	Existing Articles	Amended Articles
	<p>(7) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(8) contain an express statement that a shareholder entitled to attend and vote have the right to appoint one (1) or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder;</p> <p>(9) specify the time and place for lodging proxy forms for the meeting;</p> <p>(10) specify the name and telephone number of the contact person fixed for routine activities.</p>	<p>(7) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(84) contain an express statement that <u>all holders of ordinary shares (including holders of preference shares whose voting rights have been restored) are entitled to attend the general meeting, and may, in writing, appoint a shareholder entitled to attend and vote have the right to appoint</u> one (1) or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder;</p> <p>(95) specify the time and place for lodging proxy forms for the meeting;</p> <p>(106) specify the name and telephone number of the contact person fixed for routine activities;:-</p> <p><u>(7) time and procedures of voting online or otherwise.</u></p>

No.	Existing Articles	Amended Articles
Article 26	<p>Where the Company convenes a general meeting, the board of directors shall determine a date for ascertainment of the shareholding (the record date). Upon the close of such date (the record date), the shareholders who remain on the register shall be deemed as the shareholders of the Company.</p> <p>Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate on the period of closure of the register of members prior to the convening of a general meeting or the benchmark date of the Company for determination of dividend distribution, such provisions shall prevail.</p>	<p>Where the Company convenes a general meeting, the board of directors <u>or the convener of the general meeting</u> shall determine a date for ascertainment of the shareholding (the record date). Upon the close of such date (the record date), the shareholders who remain on the register shall be deemed as the shareholders of the Company. <u>The interval between the record date and the meeting date shall not exceed 7 working days. Once the record date is confirmed, no change shall be made. No registrations shall be modified within 20 days preceding the convening of a general meeting or within 5 days prior to the benchmark date for dividend distribution by the Company.</u></p> <p>Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate on the period of closure of the register of members prior to the convening of a general meeting or the benchmark date of the Company for determination of dividend distribution, such provisions shall prevail.</p>

No.	Existing Articles	Amended Articles
Article 29	<p>In the event that the general meeting of the Company adopts online transmission or other ways, the time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p> <p>The beginning time for voting via internet or other ways for the general meeting shall not be earlier than 3:00 p.m. on the day prior to the date when the on-site general meeting is convened, and shall not be later than 9:30 a.m. on the date when the on-site general meeting is convened. Its closing time shall not be earlier than 3:00 p.m. on the date when the on-site general meeting is concluded.</p>	<p>In the event that the general meeting of the Company adopts online transmission or other ways, the time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p> <p>The beginning time for voting via internet or other ways for the general meeting shall not be earlier than 3:00 p.m. on the day prior to the date when the on-site general meeting is convened, and shall not be later than 9:30 a.m. on the date when the on-site general meeting is convened. Its closing time shall not be earlier than 3:00 p.m. on the date when the on-site general meeting is concluded.</p>
Article 55	<p>...</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.</p> <p>...</p>	<p>...</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.</p> <p><u>In the event that a shareholder’s purchase of the Company’s voting shares violates the provisions of Article 63(1) and (2) of the Securities Law, the voting right for the portion of the shares in excess of the prescribed ratio shall not be exercised for a period of 36 months after the purchase and such shares shall not be counted in the total number of voting shares held by shareholders attending the general meeting.</u></p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 56 (Deleted)	When voting by poll, a shareholder (including his proxy) entitled to two (2) or more votes need not cast all his votes in the same way of affirmative votes or dissenting votes.	Deleted
Article 63 (Amended to be Article 62)	Before a proposal is voted on at a general meeting, two (2) shareholder representatives shall be legally elected as vote counters and scrutineers. Any shareholder who is interested in the matter to be considered and his proxies shall not participate in vote counting or scrutineering. ...	Before a proposal is voted on at a general meeting, two (2) shareholder representatives shall be legally elected as vote counters and scrutineers. Any shareholder who is interested has connected relationship in the matter to be considered and his proxies shall not participate in vote counting or scrutineering. ...
Article 66 (Amended to be Article 65)	The general meeting shall form resolutions of the meeting for the matters voted and passed. Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with more than one-half of the voting rights; the special resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with more than two-thirds of the voting rights.	The general meeting shall form resolutions of the meeting for the matters voted and passed. Resolutions shall be divided into ordinary resolutions and special resolutions. The ordinary resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with one-half or more over half of the voting rights; the special resolutions adopted at a general meeting shall be approved by the shareholders (or their proxies) present at the general meeting with more than two-thirds of the voting rights.

No.	Existing Articles	Amended Articles
<p>Article 68 (Amended to be Article 67)</p>	<p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the work report of each of the board of directors and the board of supervisors;</p> <p>(2) the profit distribution and loss recovery plans prepared by the board of directors;</p> <p>(3) the election and dismissal of directors in the board of directors and supervisors in the board of supervisors (excluding the directors who are employee representatives and the supervisors who are employee representatives), and their remunerations and payment methods;</p> <p>(4) the Company’s annual budget, final accounting reports, balance sheet, income statement and other financial statements;</p> <p>(5) the Company’s annual report;</p> <p>(6) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p>	<p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the work report of each of the board of directors and the board of supervisors;</p> <p>(2) the profit distribution and loss recovery plans prepared by the board of directors;</p> <p>(3) the election-appointment and dismissal of directors in the board of directors and supervisors in the board of supervisors (excluding the directors who are employee representatives and the supervisors who are employee representatives), and their remunerations and payment methods;</p> <p>(4) the Company’s annual <u>financial</u> budget plan; and final accounting reports<u>plan</u>, balance sheet, income statement and other financial statements;</p> <p>(5) the Company’s annual report;</p> <p>(6) any matters other than those required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p>

No.	Existing Articles	Amended Articles
Article 69 (Amended to be Article 68)	<p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) the increase or reduction of share capital, repurchase of the Company's shares and issuance of any stocks, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) the demerger, merger, dissolution, liquidation or changing the form of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) the acquisition or disposal of material assets or guarantee with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year;</p> <p>(6) the share incentive plans;</p> <p>(7) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>	<p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) the increase or reduction of share-registered capital; repurchase of the Company's shares and issuance of any stocks, warrants and other similar securities;</p> <p>(2) the issuance of corporate bonds;</p> <p>(3) the demerger, split, merger, dissolution, liquidation or changing the form of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) the acquisition or disposal of material assets or guarantee with an amount exceeding 30% of the latest audited total assets of the Company within one (1) year;</p> <p>(6) the share incentive plans;</p> <p>(7) any other matters required to be approved with special resolutions as provided by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association and those that would have substantial influence on the Company if approved by the general meeting with ordinary resolutions and thus shall be approved with special resolutions.</p>
Article 81 (Deleted)	<p>Shareholders may inspect photocopies of the minutes of meeting free of charge during the Company's office hours. If any shareholder requests for a photocopy of the relevant minutes of meeting, the Company shall send such photocopy within seven (7) days upon receipt of the payment for reasonable charges.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 95 (Amended to be Article 93)	<p>“Interested shareholder(s)” as mentioned in the preceding paragraph represents:</p> <p>(1) in case of the Company’s offer for share repurchase on a pro rata basis to all shareholders or a share buyback through public dealings on a stock exchange in compliance with Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 59 of the Articles of Association;</p> <p>(2) in case of the Company’s share buyback by way of an off-market agreement in compliance with Article 31 of the Articles of Association, a shareholder related to the agreement;</p> <p>...</p>	<p>“Interested shareholder(s)” as mentioned in the preceding paragraph represents:</p> <p>(I) in case of the Company’s offer for share repurchase on a pro rata basis to all shareholders or a share buyback through public dealings on a stock exchange in compliance with Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 59 of the Articles of Association;</p> <p>(II) in case of the Company’s share buyback by way of an off-market agreement in compliance with Article 31 of the Articles of Association, a shareholder related to the agreement;</p> <p>...</p>

After the Rules of Procedure of General Meetings have been amended with additional provisions, the numbering of the articles will be sequentially adjusted. If there are cross-references between articles in the Rules of Procedure of General Meetings, corresponding changes will be made. Apart from the aforementioned amendments, the content of other articles in the Rules of Procedure of General Meetings remains unchanged.

Set out below is the comparison table showing the amendments to the existing Rules of Procedure of the Board of Directors. The full text of the proposed amended version of the Rules of Procedure of the Board of Directors is available on the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the SSE at www.sse.com.cn. This Comparison Table of the Amendments to the Rules of Procedure of the Board of Directors is prepared in Chinese and translated into English. In the event of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Existing Articles	Amended Articles
Article 1	<p>In order to further regulate the transaction of business and decision-making procedures of the board of directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), procure directors and the Board to effectively perform their duties and improve the regulated operation and scientific decision-making levels of the Board, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Model Rules of Procedures for the Board of Directors of Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other regulations, as well as the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>	<p>In order to further regulate the transaction of business and decision-making procedures of the board of directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), procure directors and the Board to effectively perform their duties and improve the regulated operation and scientific decision-making levels of the Board, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Model Rules of Procedures for the Board of Directors of Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other regulations, as well as the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”).</p>

No.	Existing Articles	Amended Articles
Article 10	<p>A person may not hold the position of director in any of the following circumstances:</p> <p>...</p> <p>(6) a person who has been subject to the investigations by judicial authorities due to a violation of criminal laws and the case has yet to be settled;</p> <p>(7) a person who was ruled by the competent authority that he/she had violated the provisions of the relevant securities regulations and had been involved in fraudulent or dishonest acts, where less than five (5) years have elapsed since the date of the ruling;</p> <p>(8) a person who was punished by the securities regulatory authority of the State Council for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p>(9) any other circumstances specified by laws, administrative regulations or the listing rules of the place where the shares of the Company are listed.</p> <p>...</p>	<p>A person may not hold the position of director in any of the following circumstances:</p> <p>...</p> <p>(6) a person who has been subject to the investigations by judicial authorities due to a violation of criminal laws and the case has yet to be settled;</p> <p>(7) a person who was ruled by the competent authority that he/she had violated the provisions of the relevant securities regulations and had been involved in fraudulent or dishonest acts, where less than five (5) years have elapsed since the date of the ruling ;</p> <p>(8) a person who was <u>punished subject to measures adopted</u> by the securities regulatory authority of the State Council for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p>(9) any other circumstances specified by laws, administrative regulations or the listing rules of the place where the shares of the Company are listed.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 17	<p>The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(29) Within the scope of authorization given by the general meeting, to decide matters such as the Company’s external investment, acquisition and sale of assets, mortgage of assets, wealth management under entrustment and connected transactions;</p> <p>...</p> <p>When the board of directors makes a resolution on the aforesaid matters, save for the resolutions on matters in items (8), (9), (15) and (21) which must be approved by a vote of more than two-thirds of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors; item (27) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(29) Within the scope of authorization given by the general meeting, to decide matters such as the Company’s external investment, acquisition and sale of assets, mortgage of assets, wealth management under entrustment and connected/<u>related party</u> transactions <u>and external donations</u>;</p> <p>...</p> <p>When the board of directors makes a resolution on the aforesaid matters, save for the resolutions on matters in items (8), (9), (15) and (21) which must be approved by a vote of more than two-thirds of all directors, the resolution on other matters shall be approved by a vote of the majority of all directors; item (27) of the preceding paragraph must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by more than half of all directors of the Company.</p> <p><u>The board of directors shall determine the authority for external investments, acquisition and sale of assets, mortgage of assets, external guarantees, wealth management under entrustment, connected transactions, and external donations by establishing strict procedures for review and decision-making. Major investment projects shall be evaluated by relevant experts and professionals and reported to the general meeting for approval.</u></p>

No.	Existing Articles	Amended Articles
Article 38	<p>The meeting of the board of directors shall only be held with the attendance of a majority of the directors.</p> <p>...</p>	<p><u>Except where a meeting of the board of directors is convened for consideration of connected/related party transactions in accordance with the Articles of Association,</u> The meeting of the board of directors shall only be held with the attendance of a majority of the directors.</p> <p>...</p>
Article 41	<p>Proxy attendance at general meetings shall follow the principles below:</p> <p>(I) Where connected transactions are considered, a non-connected director shall not appoint a connected director to attend the meeting on his/her behalf, and a connected director shall also not accept the entrustment of a non-connected director;</p> <p>...</p>	<p>Proxy attendance at general meetings shall follow the principles below:</p> <p>(I) Where connected/<u>related party</u> transactions are considered, a non-connected/<u>related</u> director shall not appoint a connected/<u>related</u> director to attend the meeting on his/her behalf, and a connected/<u>related</u> director shall also not accept the entrustment of a non-connected/<u>related</u> director;</p> <p>...</p>
Article 46	<p>After adequate discussion of each proposal, the chairman of the meeting shall submit it to voting by the attending directors as and when appropriate.</p> <p>On a poll, each attendant shall cast one (1) vote by open ballot. Where the number of votes for and against a resolution is the same, the chairman of the board of directors shall be entitled to cast an additional vote.</p>	<p>After adequate discussion of each proposal, the chairman of the meeting shall submit it to voting by the attending directors as and when appropriate.</p> <p>On a poll, each attendant shall cast one (1) vote by open ballot. Where the number of votes for and against a resolution is the same, the chairman of the board of directors shall be entitled to cast an additional vote.</p>

No.	Existing Articles	Amended Articles
Article 52	<p>...</p> <p>(III) Where the Articles of Association provide that the directors shall abstain from voting as a result of their connected relationship with the enterprises involved in the proposals.</p> <p>Where any director is required to abstain from voting, the director shall not vote on the related resolution or vote on behalf of other directors and shall not be included into the quorum for such meeting. The relevant meeting of the board of directors may be held when more than half of the non-connected directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected directors.</p> <p>If the number of non-connected directors attending the meeting is less than three (3), the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.</p> <p>...</p>	<p>...</p> <p>(III) Where the Articles of Association provide that the directors shall abstain from voting as a result of their connected/related relationship with the enterprises involved in the proposals.</p> <p>Where any director is required to abstain from voting, the director shall not vote on the related resolution or vote on behalf of other directors and shall not be included into the quorum for such meeting. The relevant meeting of the board of directors may be held when more than half of the non-connected/related directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected/related directors. If the number of non-connected/related directors attending the meeting is less than three (3), the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.</p> <p>...</p>

After the Rules of Procedure of the Board of Directors have been amended with additional provisions, the numbering of the articles will be sequentially adjusted. If there are cross-references between articles in the Rules of Procedure of the Board of Directors, corresponding changes will be made. Apart from the aforementioned amendments, the content of other articles in the Rules of Procedure of the Board of Directors remains unchanged.

Set out below is the comparison table showing the amendments to the existing Rules of Procedure of the Board of Supervisors. The full text of the proposed amended version of the Rules of Procedure of the Board of Supervisors is available on the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the SSE at www.sse.com.cn. This Comparison Table of the Amendments to the Rules of Procedure of the Board of Supervisors is prepared in Chinese and translated into English. In the event of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Existing Articles	Amended Articles
Article 1	<p>In order to further improve the corporate governance structure of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), ensure the board of supervisors of the Company to exercise the right of supervision independently, and safeguard the interests of all shareholders and the development of the Company, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Model Rules of Procedures for the Board of Supervisors of Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”) and other laws, regulations and regulatory documents.</p>	<p>In order to further improve the corporate governance structure of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), ensure the board of supervisors of the Company to exercise the right of supervision independently, and safeguard the interests of all shareholders and the development of the Company, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Model Rules of Procedures for the Board of Supervisors of Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”) and other laws, regulations and regulatory documents.</p>

No.	Existing Articles	Amended Articles
Article 6	<p>The following persons shall not serve as a supervisor of the Company:</p> <p>...</p> <p>(6) a person who was punished by the securities regulatory authority of the State Council for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p>(7) a person who has been subject to the investigations by judicial authorities due to a violation of criminal laws and the case has yet to be settled;</p> <p>(8) a person who is disqualified as a corporate leader under the laws or administrative regulations;</p> <p>(9) a person who is not a natural person;</p> <p>(10) a person who was ruled by the competent authority that he/she had violated the provisions of the relevant securities regulations and had been involved in fraudulent or dishonest acts, where less than five (5) years have elapsed since the date of the ruling;</p> <p>(11) any other circumstances as prescribed by laws and regulations of the places where the Company's shares are listed.</p> <p>...</p>	<p>The following persons shall not serve as a supervisor of the Company:</p> <p>...</p> <p>(6) a person who was punished subject to measures adopted by the securities regulatory authority of the State Council for prohibition from entering into the securities market, where the period of such prohibition has not expired;</p> <p>(7) a person who has been subject to the investigations by judicial authorities due to a violation of criminal laws and the case has yet to be settled;</p> <p>(8) a person who is disqualified as a corporate leader under the laws or administrative regulations;</p> <p>(9) a person who is not a natural person;</p> <p>(10) a person who was ruled by the competent authority that he/she had violated the provisions of the relevant securities regulations and had been involved in fraudulent or dishonest acts, where less than five (5) years have elapsed since the date of the ruling;</p> <p>(11) any other circumstances as prescribed by laws and regulations of the places where the Company's shares are listed.</p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 7	<p>...</p> <p>The supervisors shall attend meetings of the board of directors (the "Board") and make inquiries or suggestions in relation to the resolutions of such meetings.</p>	<p>...</p> <p>The supervisors shall attend meetings of the board of directors (the "Board") and make inquiries or suggestions in relation to the resolutions of such meetings.</p> <p><u>The supervisors shall ensure that the information disclosed by the Company is true, accurate, and complete, and sign a written confirmation for periodic reports.</u></p>
Article 19	<p>The board of supervisors shall have one chairman, whose appointment and removal shall be approved by more than two-thirds of all supervisors.</p>	<p>The board of supervisors shall have one chairman, whose appointment and removal shall be approved by more than two-thirds <u>half</u> of all supervisors.</p>
Article 31	<p>The board of supervisors meeting shall only be held with the attendance of more than two-thirds of supervisors. Where any relevant supervisors refuses or fails to attend the meeting so that the number of attendees falls short of the quorum required for convening the meeting, other supervisors shall report it to the regulatory authorities in a timely manner.</p> <p>...</p>	<p>The board of supervisors meeting shall only be held with the attendance of more than two-thirds <u>half</u> of supervisors. Where any relevant supervisors refuses or fails to attend the meeting so that the number of attendees falls short of the quorum required for convening the meeting, other supervisors shall report it to the regulatory authorities in a timely manner.</p> <p>...</p>
Article 36	<p>Any resolution of the board of supervisors is subject to approval by more than two-thirds of all supervisors.</p>	<p>Any resolution of the board of supervisors is subject to approval by more than two-thirds <u>half</u> of all supervisors.</p>

No.	Existing Articles	Amended Articles
Article 45	These Rules have been considered and approved at the general meeting, and shall be effective and implemented from the date of the initial public offering and listing of RMB-denominated ordinary shares (A shares) of the Company.	These Rules have been considered and approved at the general meeting, and shall be effective and implemented from the date of <u>on which they are considered and approved at the general meeting of the Company</u> the initial public offering and listing of RMB-denominated ordinary shares (A shares) of the Company.

After the Rules of Procedure of the Board of Supervisors have been amended with additional provisions, the numbering of the articles will be sequentially adjusted. If there are cross-references between articles in the Rules of Procedure of the Board of Supervisors, corresponding changes will be made. Apart from the aforementioned amendments, the content of other articles in the Rules of Procedure of the Board of Supervisors remains unchanged.

Set out below is the comparison table showing the amendments to the existing Working Rules for Independent Directors. The full text of the proposed amended version of the Working Rules for Independent Directors is available on the HKEXnews website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the SSE at www.sse.com.cn. This Comparison Table of the Amendments to the Working Rules for Independent Directors is prepared in Chinese and translated into English. In the event of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Existing Articles	Amended Articles
Article 1	<p>These Working Rules are formulated in accordance with laws, administrative regulations, departmental rules and regulatory documents such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) (the aforementioned listing rules are collectively referred to as the “Listing Rules of the Places where the Company’s Shares are Listed”), and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”) after taking into consideration of the actual conditions of the Company, with an aim to regulate the activities of independent directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), ensure the exercise by independent directors of their functions and powers legally, performance of their duties faithfully and carrying out of their work diligently and efficiently, and give full play to the role of independent directors.</p>	<p>These Working Rules are formulated in accordance with laws, administrative regulations, departmental rules and regulatory documents such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, <u>the Measures for the Administration of Independent Directors of Listed Companies</u>, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) (the aforementioned listing rules are collectively referred to as the “Listing Rules of the Places where the Company’s Shares are Listed”), and the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”) after taking into consideration of the actual conditions of the Company, with an aim to regulate the activities of independent directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), ensure the exercise by independent directors of their functions and powers legally, performance of their duties faithfully and carrying out of their work diligently and efficiently, and give full play to the role of independent directors.</p>

No.	Existing Articles	Amended Articles
Article 2	<p>Independent directors of the Company refer to directors who hold no other positions at the Company other than as directors and have no relationship with the Company, its substantial shareholders and other related parties that may affect their independent and objective judgments.</p> <p>Independent directors' qualifications shall be subject to the requirements of the Listing Rules of the Places where the Company's Shares are Listed and shall be approved by the relevant regulatory authority.</p>	<p>Independent directors of the Company refer to directors who hold no other positions at the Company other than as directors and have no relationship with direct or indirect interest <u>in</u> the Company, its substantial shareholders and de facto controller, or any other relationship with them and other related parties <u>and de facto controller, or any other relationship with them and other related parties</u> that may affect their independent and objective judgments.</p> <p>Independent directors' qualifications shall be subject to the requirements of the Listing Rules of the Places where the Company's Shares are Listed and shall be approved by the relevant regulatory authority.</p>

No.	Existing Articles	Amended Articles
Article 3	<p>Independent directors shall comply with the requirements of relevant laws and regulations, the Articles of Association and these Working Rules, perform their duties faithfully, exercise the rights conferred by the Company cautiously, honestly and diligently, protect the Company's interests, make positive contributions to the formulation of the strategy and policies of the Company by providing independent, constructive and substantiated opinions, in particular to ensure that the legal rights and interests of the minority shareholders are not harmed. Independent directors shall carry out their duties independently without being influenced by the Company's controlling shareholder, de facto controller or any entity or individual having interests in the Company and its substantial shareholders or de facto controller.</p>	<p>Independent directors shall <u>assume the obligations of good faith and diligence to the listed company and all shareholders. comply with</u> <u>In accordance with</u> the requirements of relevant laws, and <u>administrative</u> regulations, <u>the rules of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC")</u>, the Articles of Association and these Working Rules, <u>they shall</u> perform their official duties faithfully <u>seriously</u>, exercise the rights conferred by the Company cautiously, honestly and diligently, <u>play a critical role in decision making, supervision, check-and-balance, professional consultancy of the board of directors</u>, protect the Company's <u>overall</u> interests, make positive contributions to the formulation of the strategy and policies of the Company by providing independent, constructive and substantiated opinions, in particular to ensure that and safeguard the legal rights and interests of the minority shareholders are not harmed. Independent directors shall carry out their duties independently without being influenced by the Company's controlling shareholder, de facto controller or any entity or individual having interests in the Company and its substantial shareholders or de facto controller.</p>

No.	Existing Articles	Amended Articles
Article 4	In principle, independent directors can concurrently serve as independent directors of up to 5 listed companies (including the Company), ensuring that they have sufficient time and energy to effectively perform the duties of an independent director.	In principle, independent directors can concurrently serve as independent directors of up to 53 domestic listed companies (including the Company), ensuring that they have sufficient time and energy to effectively perform the duties of an independent director.
Article 5	Independent directors and persons intending to serve as independent directors shall participate in training organized by the securities regulatory authorities of the State Council and its authorized organization in accordance with the requirements of the securities regulatory authorities of the State Council.	Independent directors <u>shall continuously step up their efforts in learning securities laws, regulations and rules, so as to strengthen their capability of duty performance</u> and persons intending to serve as independent directors shall participate in training organized by the securities regulatory authorities of the State Council and its authorized organization in accordance with the requirements of the securities regulatory authorities of the State Council.
Article 6	More than one-third (and at least 3) of the members of the board of directors (hereinafter referred to as the "Board") shall be independent directors, and the independent directors shall form the majority of the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee under the Board.	<u>The proportion of independent directors among the members of the board of directors</u> (hereinafter referred to as the "Board") <u>shall not be less than one-third, which shall include at least one accounting professional.</u> More than one-third (and at least 3) of the members of the board of directors (hereinafter referred to as the "Board") shall be independent directors, and † The independent directors shall form the majority of the Audit Committee <u>under the Board, and the one who is an accounting professional shall serve as the convener.</u> <u>The independent directors shall form the majority of the Remuneration and Appraisal Committee and the Nomination Committee, and serve as the convener under the Board.</u>

No.	Existing Articles	Amended Articles
Article 7	<p>If any independent director fails to comply with the requirement of independence or is otherwise unsuitable to perform his duties as an independent director, so that the number of independent directors of the Company falls short of the quorum as specified in the Listing Rules of the Places where the Company's Shares are Listed, the Company shall make up the number of independent directors as required.</p>	<p>If any independent director fails to comply with the requirement of independence or is otherwise unsuitable to perform his duties as an independent director, <u>and renders his resignation or is dismissed</u>, so that the <u>number proportion</u> of independent directors <u>in the Board</u> of the Company <u>or its specialized committees does not comply with the requirements of these Working Rules or the Articles of Association, or there is no independent director who is an accounting professional, falls short of the quorum as specified in the Listing Rules of the Places where the Company's Shares are Listed</u>, the Company shall make up the number of independent directors as required <u>within 60 days from the date of occurrence of the aforesaid</u>.</p>
Article 8	<p>An independent director shall attain a high professional level with good reputation and shall meet the following criteria:</p> <p>(1) being qualified to serve as a director of a listed company pursuant to laws, regulations, regulatory documents and the requirements of the securities regulatory authorities of the places where the Company's shares are listed;</p> <p>(2) having a degree of bachelor's level or above, or a senior title or higher title of a relevant profession;</p> <p>(3) being capable of carrying out his duties independently without being influenced by the Company's substantial shareholder, de facto controller or other entity or individual having interests in the Company;</p>	<p>An independent director shall attain a high professional level with good reputation and shall meet the following criteria:</p> <p>(1) being qualified to serve as a director of a listed company pursuant to laws, regulations, regulatory documents and the requirements of the securities regulatory authorities of the places where the Company's shares are listed;</p> <p><u>(2) complying with the independence requirements as provided by Article 9 of these Working Rules;</u></p> <p>(2)(3) having a degree of bachelor's level or above, or a senior title or higher title of a relevant profession;</p>

No.	Existing Articles	Amended Articles
	<p>(4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules;</p> <p>(5) having more than 5 years of working experience in the areas of law, economics, finance or other experiences related to the Company's industry or conducive for discharging the duties of an independent director;</p> <p>(6) being familiar with the laws and regulations governing the operation and management of the Company;</p> <p>(7) being able to read, understand and analyze the financial statements of the Company;</p> <p>(8) ensuring to have sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty in good faith and with diligence.</p>	<p>(3) being capable of carrying out his duties independently without being influenced by the Company's substantial shareholder, de facto controller or other entity or individual having interests in the Company;</p> <p>(4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules;</p> <p>(5) having more than 5 years of working experience in the areas of law, <u>accounting</u>, economics, finance or other experiences related to the Company's industry <u>that are necessary to perform the duties of an independent director</u> or conducive for discharging the duties of an independent director;</p> <p>(6) being familiar with the laws and regulations governing the operation and management of the Company;</p> <p>(7) being able to read, understand and analyze the financial statements of the Company;</p> <p>(8) ensuring to have sufficient time and energy to effectively perform the duties and undertaking to duly perform the duty in good faith and with diligence.;</p> <p><u>(9) possessing good personal integrity with no adverse records such as major breach of trust;</u></p> <p><u>(10) fulfilling the other conditions specified in laws, regulations, the rules of the CSRC, the Listing Rules of the Places where the Company's Shares are Listed, and the Articles of Association.</u></p>

No.	Existing Articles	Amended Articles
	<p>In addition to the above criteria, among the independent directors, at least 1 of the independent directors shall have the appropriate professional qualifications or accounting or related financial management expertise that satisfy the regulatory requirements (specifically, he shall have relatively extensive accounting expertise and experience, and shall be the person to have, through experience as a public accountant or auditor or as a chief financial officer, controller or principal accounting officer of a listed company or through performance of similar functions, experience with internal controls and in preparing or auditing comparable financial statements or experience reviewing or analyzing audited financial statements of listed companies).</p> <p>In addition to the above conditions, among the independent directors, at least 1 of the independent directors shall ordinarily reside in Hong Kong.</p>	<p>In addition to the above criteria, among the independent directors, at least 1 of the independent directors shall have the appropriate professional qualifications or accounting or related financial management expertise that satisfy the regulatory requirements (specifically, he shall have relatively extensive accounting expertise and experience, and shall be the person to have, through experience as a public accountant or auditor or as a chief financial officer, controller or principal accounting officer of a listed company or through performance of similar functions, experience with internal controls and in preparing or auditing comparable financial statements or experience reviewing or analyzing audited financial statements of listed companies).</p> <p>In addition to the above conditions, among the independent directors, at least 1 of the independent directors shall ordinarily reside in Hong Kong.</p>

No.	Existing Articles	Amended Articles
Article 9	<p>The independent directors shall have their own independence. In order to ensure their independence, the following persons shall not serve as independent directors:</p> <p>(1) the persons employed by the Company or its subsidiaries, their immediate family members and major social relations (immediate family members refer to their spouse, parents, children etc.; major social relations refer to brother and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.);</p> <p>(2) the natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who are the top ten shareholders of the Company, and the immediate family members of such shareholders;</p> <p>(3) the persons employed by the shareholder entities which directly or indirectly hold more than 5% of the issued shares of the Company or which are the top five shareholder entities of the Company, and the immediate family members of those persons;</p> <p>(4) the persons meeting the first three conditions listed above during the past one year;</p> <p>(5) the persons who provide financial, legal, and consulting services to the Company or its subsidiaries;</p> <p>(6) other persons prohibited from serving as independent directors of the Company as stipulated by the Articles of Association;</p>	<p>The independent directors shall have their own independence. In order to ensure their independence, the following persons shall not serve as independent directors:</p> <p>(1) the persons employed by the Company or its subsidiaries, their immediate family members and major social relations (immediate family members refer to their spouse, parents, children etc.; major social relations refer to brother and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, <u>parents of daughter-in-law and son-in-law,</u> brother-in-law, sister-in-law etc.);</p> <p>(2) the natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who are the top ten shareholders of the Company, and their immediate family members of such shareholders;</p> <p>(3) the persons employed by the shareholder entities which directly or indirectly hold more than 5% of the issued shares of the Company or which are the top five shareholder entities of the Company, and the immediate family members of those persons;</p> <p><u>(4) the persons employed by the subsidiaries of the Company's controlling shareholders and de facto controller, and the immediate family members of those persons;</u></p>

No.	Existing Articles	Amended Articles
	<p>(7) other persons prohibited from serving as independent directors of a company as required by the relevant securities regulations of the places where the shares are listed and the Listing Rules of the Places where the Company’s Shares are Listed;</p> <p>(8) other persons prohibited from serving as independent directors of a company as determined by the securities regulatory authorities of the State Council.</p>	<p><u>(5) the persons who have significant business transactions with the Company, its controlling shareholders or de facto controller or their respective subsidiaries, or the persons employed by the entities and their controlling shareholders or de facto controller that have significant business transactions;</u></p> <p><u>(6) the persons who provides financial, legal, advisory, sponsorship and other services to the Company and its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all members of the project, review officers at all levels, personnel signing on the reports, partners, directors, senior management officers and the persons in charge of the intermediaries providing such services;</u></p> <p>(4)(7) the persons meeting the first three six conditions listed above during the past one year;</p> <p>(5) The persons who provide financial, legal and consulting services to the Company or its subsidiaries;</p> <p>(6) other persons prohibited from serving as independent directors of the Company as stipulated by the Articles of Association;</p> <p>(7) other persons prohibited from serving as independent directors of a company as required by the relevant securities regulations of the places where the shares are listed and the Listing Rules of the Places where the Company’s Shares are Listed;</p>

No.	Existing Articles	Amended Articles
		<p>(8) other persons prohibited from serving as independent directors <u>as required by laws, administrative regulations, the rules of the CSRC, business rules of stock exchanges and the Articles of Association of a company as determined by the securities regulatory authorities of the State Council. The “controlling shareholders” and “de facto controller” of the Company as described in this Article shall not include the enterprises that are under common control of a state-owned asset management institution and do not constitute related relationship with the Company in accordance with relevant requirements. Independent directors shall conduct an annual self-review of their independence, and report the review results to the board of directors. The board of directors of the Company shall assess and give special opinions on the independence of the incumbent independent directors on an annual basis, and disclose the same with the annual report of the Company.</u></p>
Article 12	<p>In the event of any violation of Article 6 of these Working Rules, the Company must inform the Hong Kong Stock Exchange promptly of the same and publish an announcement, giving the details of such violation and explaining reasons therefor, and shall appoint corresponding independent directors within 3 months after the violation of Article 6 of these Working Rules, according to these Working Rules in order to satisfy the requirements of these Working Rules.</p>	<p>In the event of any violation of Article 6 of these Working Rules, the Company must inform the Hong Kong Stock Exchange promptly of the same and publish an announcement, giving the details of such violation and explaining reasons therefor, and shall appoint corresponding independent directors within 3 months after the violation of Article 6 of these Working Rules, according to these Working Rules in order to satisfy the requirements of these Working Rules.</p>

No.	Existing Articles	Amended Articles
Article 13	<p>The Company's Board, the Board of Supervisors, or shareholders individually or jointly holding more than 3% of the issued shares of the Company may nominate candidates for independent directors to be elected at the general meetings.</p> <p>...</p>	<p>The Company's Board, the Board of Supervisors, or shareholders individually or jointly holding more than 31% of the issued shares of the Company may nominate candidates for independent directors to be elected at the general meetings.</p> <p><u>Investor protection institutions established in accordance with law may publicly request shareholders to entrust them to exercise the right of nominating independent directors on the behalf of such shareholders.</u></p> <p><u>The nominator as described in paragraph 1 of this Article shall not nominate any person who has interest in the nominator or any other close relationship that may affect the independent performance of duties as a candidate for independent director.</u></p> <p>...</p>

No.	Existing Articles	Amended Articles
Article 14	<p>The person nominating a candidate for independent director shall obtain the consent of the person being nominated before the nomination. The person nominating such candidate shall fully understand the occupation, education, position, detailed working experience and all part-time jobs of the person being nominated, and shall provide the Company with written information in relation to the above matters. The person nominating a candidate for independent director shall express opinion on the qualification and independence of such candidate acting as an independent director. The person being nominated shall make a public declaration stating that there is no relationship between him and the Company which may hinder his independent and objective judgment. Before convening the general meeting for election of independent directors, the Board shall announce the above in accordance with the relevant provisions.</p>	<p>The person nominating a candidate for independent director shall obtain the consent of the person being nominated before the nomination. The person nominating such candidate shall fully understand the occupation, education, position, detailed working experience and, all part-time jobs of the person being nominated <u>and whether the person being nominated has major breach of trust or other bad records</u>, and shall provide the Company with written information in relation to the above matters. The person nominating a candidate for independent director shall express opinion on whether such candidate satisfies the requirements for the qualification and independence of such candidate acting as an independent directors and other requirements for acting as an independent director. The person being nominated shall make a public declaration <u>on his compliance with the independence and other requirements for acting as an independent director stating that there is no relationship between him and the Company which may hinder his independent and objective judgment. The Nomination Committee under the board of directors of the Company shall review the qualifications of nominees and form a clear review opinion.</u></p> <p>Before convening the general meeting for election of independent directors, the Board shall announced<u>disclose</u> the above in accordance with the relevant provisions.</p>

No.	Existing Articles	Amended Articles
Article 15	<p>Before convening the general meeting for election of independent directors, the Company shall submit the materials relating to all the persons being nominated (including but not limited to the representations of the nominator and the candidates and the biographical details of independent directors) simultaneously to the securities regulatory authorities of the State Council and its local office for the Company's domicile and the stock exchange on which the Company's shares are listed for trading. If the Board has any disagreement on the relevant circumstances in which the person is nominated, written opinions of the Board shall be submitted at the same time.</p> <p>Upon reviewing the qualifications and independence of independent directors by the securities regulatory authorities of the State Council, nominees of independent directors objected by the securities regulatory authorities of the State Council may then become candidates for the directors of the Company but cannot be proposed as candidates for independent directors of the Company.</p>	<p>Before convening the general meeting for election of independent directors, the Company shall submit the materials relating to all the persons being nominated (including but not limited to the representations of the nominator and the candidates and the biographical details of independent directors) simultaneously to the securities regulatory authorities of the State Council and its local office for the Company's domicile and the stock exchange on which the Company's shares are listed for trading <u>the Shanghai Stock Exchange</u>. If the Board has any disagreement on the relevant circumstances in which the person is nominated, written opinions of the Board shall be submitted at the same time.</p> <p>Upon reviewing the qualifications and independence of independent directors by the securities regulatory authorities of the State Council, nominees of independent directors objected by the securities regulatory authorities of the State Council may then become candidates for the directors of the Company but cannot be proposed as candidates for independent directors of the Company.</p> <p><u>For nominees objected by the Shanghai Stock Exchange, the Company shall not submit the relevant proposal to the general meeting for consideration. If the proposal has already been submitted, it shall be canceled.</u></p>

No.	Existing Articles	Amended Articles
Article 16	At the general meetings for the election of independent directors, the Board shall give details as to whether the candidates for independent directors have been objected by the securities regulatory authorities of the State Council.	At the general meetings for the election of independent directors, the Board shall give details as to whether the candidates for independent directors have been objected by the securities regulatory authorities of the State Council <u>the Shanghai Stock Exchange</u> .
Article 17	The term of office of an independent director shall be identical to that of the other directors of the Company. Upon expiration of the term of office, an independent director may offer himself for re-election and re-appointment for successive terms, which may not exceed six years.	The term of office of an independent director shall be identical to that of the other directors of the Company. Upon expiration of the term of office, an independent director may offer himself for re-election and re-appointment for successive terms, which may not exceed six years. <u>Where there are two independent directors to be elected at the general meeting of the Company, the accumulative voting mechanism shall be implemented. Voting of minority shareholders shall be counted separately and disclosed.</u>

No.	Existing Articles	Amended Articles
Article 18 (Deleted)	<p>An independent director shall, upon the election at the general meeting, submit the “Directors’ Declaration and Undertaking Form H” to the Hong Kong Stock Exchange as soon as practicable in accordance with the relevant provisions of the Hong Kong Listing Rules and submit written confirmation on the following matters:</p> <p>(1) whether he is independent within the meaning of these Working Rules and the relevant provisions of the Hong Kong Listing Rules;</p> <p>(2) whether he has past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company;</p> <p>(3) whether there are other factors that may affect his independence at the time of the submission of the “Directors’ Declaration and Undertaking Form H”.</p>	Deleted

No.	Existing Articles	Amended Articles
Article 19 (Amended to be Article 18)	<p>An independent director may resign before the expiry of his tenure. An independent director who resigns shall submit a written resignation to the Board to explain the situation related to his resignation or any other matters which in his opinion shall be brought to the notice of the shareholders and creditors of the Company.</p> <p>If the resignation of the independent director results in the occurrence of situations which do not comply with Article 6 of these Working Rules, the written resignation of such independent director shall become effective only after a new director is elected to take up his office.</p>	<p>An independent director may resign before the expiry of his tenure. An independent director who resigns shall submit a written resignation to the Board to explain the situation related to his resignation or any other matters which in his opinion shall be brought to the notice of the shareholders and creditors of the Company.</p> <p>If the resignation of the independent director results in the occurrence of situations which do not comply with Article 6 of these Working Rules, <u>the independent director who intends to resign shall continue to perform his duties until the date on which a new independent director is elected the written resignation of such independent director shall become effective only after a new director is elected to take up his office. The Company shall complete the by-election within 60 days from the date of resignation rendered by the independent director.</u></p>

No.	Existing Articles	Amended Articles
Article 20 (Amended to be Article 19)	<p>The Board shall propose at a general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(1) material breach of duty;</p> <p>(2) failure to attend the Board meetings in person for three consecutive times;</p> <p>(3) other circumstances provided by laws, regulations and regulatory documents where an independent director is no longer suitable for holding such a position.</p> <p>Except for the circumstances described above and the circumstances as provided for in laws, regulations and regulatory documents that a person is unqualified to act as a director, an independent director shall not be removed without reason from his office before the expiration of his term of office. Where an independent director is removed from office prior to the expiration of his term of office, the Company shall make special disclosure in relation thereto. The removed independent director may make a public statement if he believes that he has been improperly removed from his office.</p>	<p>The Board shall propose at a general meeting to dismiss an independent director <u>within 30 days from the date of occurrence of</u> in any of the following circumstances:</p> <p>(1) material breach of duty;</p> <p>(2) failure to attend the Board meetings in person for three two consecutive times <u>and to authorize other independent directors to attend the meeting on his behalf;</u></p> <p>(3) other circumstances provided by laws, regulations and regulatory documents where an independent director is no longer suitable for holding such a position.</p> <p>Except for the circumstances described above and the circumstances as provided for in laws, regulations and regulatory documents that a person is unqualified to act as a director, an independent director shall not be removed without reason from his office before the expiration of his term of office. Where an independent director is removed from office prior to the expiration of his term of office, the Company shall make special disclosure in relation thereto. The removed independent director may make a public statement if he believes that he has been improperly removed from his office.</p>

No.	Existing Articles	Amended Articles
		<p><u>Before the expiration of the term of office of an independent director, the Company may dismiss him from office in accordance with statutory procedures. In case of early dismissal of an independent director, the Company shall promptly disclose the specific reasons for and the basis of such dismissal. If the independent director has any objection to the dismissal, the Company shall disclose it in a timely manner.</u></p> <p><u>If the independent director fails to comply with the provisions of paragraph 1 or 2 of Article 8 of these Working Rules, he shall immediately cease to perform his duties and resign from his position. If no resignation is rendered, the board of directors of the Company shall dismiss him from office in accordance with the provisions as soon as it is aware of or should have been aware of the occurrence of such fact.</u></p>
Article 24 (Amended to be Article 23)	The Company shall provide the working conditions necessary for independent directors to perform their duties and ensure that they have the same right to information as other directors. While the independent directors are exercising their powers, the secretary to the Board and other relevant personnel shall actively cooperate. For independent opinions, proposals and written statements issued by independent directors that are required to be published, the Company shall promptly publish announcements at the stock exchanges where the Company is listed.	<p><u>Where an independent director exercises his powers, the Company's directors, senior management and other relevant personnel shall cooperate with him, and shall not refuse, hinder or withhold relevant information, nor interfere with the independent exercise of his powers.</u></p>

No.	Existing Articles	Amended Articles
		<p><u>If an independent director encounters obstructions in exercising his powers in accordance with laws, he may explain the same to the board of directors of the Company, request cooperation from the directors, senior management and other relevant personnel, and record the specific obstructions and the solutions thereof in his work records. If the obstruction cannot be removed, it may be reported to the CSRC and the Shanghai Stock Exchange. If the performance of duties by an independent director involves information that should be disclosed, the Company shall make disclosure in a timely manner. If the Company does not make such disclosure, the independent director may directly apply for the disclosure or report the case to the CSRC and the Shanghai Stock Exchange.</u></p> <p>The Company shall provide the working conditions necessary for independent directors to perform their duties and ensure that they have the same right to information as other directors. While the independent directors are exercising their powers, the secretary to the Board and other relevant personnel shall actively cooperate. For independent opinions, proposals and written statements issued by independent directors are required to be published, the Company shall promptly publish announcements at the stock exchanges where the Company is listed.</p>

No.	Existing Articles	Amended Articles
Article 25 (Amended to be Article 24)	<p>Where a matter is subject to the decision of the Board, the Company shall inform the independent directors in advance according to the statutory time limit and provide sufficient information at the same time. The independent directors may require supplemental information if they consider that the information provided is insufficient. Where two or more independent directors conclude that the information provided is insufficient or the reasoning is unclear, they may jointly request the Board in writing to postpone the convening of the Board meeting or the consideration of the matter, which shall be accepted by the Board.</p> <p>The information provided to the independent directors of the Company shall be kept for at least five years by the Company and the independent directors themselves.</p>	<p><u>The Company shall issue notices of Board meetings to independent directors in a timely manner, provide relevant meeting information no later than the notice period of board meetings stipulated by laws, administrative regulations, the rules of the CSRC or the Articles of Association, and provide independent directors with effective communication channels. Where a meeting of a specialized committee of the board of directors is convened, the Company shall, in principle, provide relevant information and materials no later than three days prior to the convening of the meeting of the specialized committee. The Company shall keep the materials of the said meeting for at least ten years. If two or more independent directors consider that the materials for the meeting are incomplete, insufficiently argued or not provided in a timely manner, they may propose in writing to the board of directors of the Company to postpone the convening of the meeting or the consideration of the matter, and the board of directors shall adopt such proposal.</u></p>

No.	Existing Articles	Amended Articles
		<p><u>Meetings of the board of directors and specialized committees are held on-site as a rule. On the premise of ensuring that all participating directors are able to fully communicate and express their opinions, the meeting may be held by way of video, telephone or any other means in accordance with the procedures</u>Where a matter is subject to the decision of the Board, the Company shall inform the independent directors in advance according to the statutory time limit and provide sufficient information at the same time. The independent directors may require supplemental information if they consider that the information provided is insufficient. Where two or more independent directors conclude that the information provided is insufficient or the reasoning is unclear, they may jointly request the Board in writing to postpone the convening of the Board meeting or the consideration of the matter, which shall be accepted by the Board.</p> <p><u>The information provided to the independent directors of the Company shall be kept for at least five years by the Company and the independent directors themselves.</u></p>

No.	Existing Articles	Amended Articles
Article 26 (Amended to be Article 25)	Independent directors shall carry out their duties independently without being influenced by the Company's substantial shareholder, de facto controller or associates having interests in the Company and its substantial shareholders or de facto controller.	<u>Prior to the Board meeting, the independent directors may communicate with the secretary of the board of directors to inquire about the matters to be considered, request for additional materials, and offer opinions and suggestions. The board of directors and relevant personnel shall carefully study the issues, requests and opinions raised by the independent directors, and provide timely feedback to the independent directors on the implementation of the proposal amendments and other matters.</u> Independent directors shall carry out their duties independently without being influenced by the Company's substantial shareholder, de facto controller or associates having interests in the Company and its substantial shareholders or de facto controller.
Article 30 (Amended to be Article 29)	An independent director shall carefully select a proxy and authorize other independent director in writing to attend the Board meeting on his behalf if he is unable to attend such meeting in person for any reasons. Such proxy shall independently assume legal liability. Unless there is any special reason, an independent director shall attend at least two-thirds of the Board meetings in person each year.	An independent director <u>shall attend the Board meetings in person, and shall review the materials of the meeting in advance, form a clear opinion,</u> carefully select a proxy and authorize other independent director to attend the Board meeting on his behalf if he is unable to attend such meeting in person for any reasons. Such proxy shall independently assume legal liability. Unless there is any special reason, an independent director shall attend at least two-thirds of the Board meetings in person each year.

No.	Existing Articles	Amended Articles
<p>Article 31 (Amended to be Article 30)</p>	<p>Every independent director shall ensure that he can give sufficient time and attention to the affairs of the Company. Otherwise, he shall not accept the appointment.</p>	<p><u>The independent directors shall spend no less than fifteen days per year on-site at the Company.</u> <u>In addition to attending the Company’s general meetings, the meetings of the board of directors and its specialized committees, and special meetings of independent directors in accordance with the regulations, the independent directors may perform their duties by various means, such as obtaining information on the Company’s operations on a regular basis, listening to reports from the Company’s management, communicating with intermediaries such as the head of the internal audit organization and the accounting firm that undertakes the Company’s audit, conducting on-site inspections, and communicating with minority shareholders</u> Every independent director shall ensure that he can give sufficient time and attention to the affairs of the Company. Otherwise, he shall not accept the appointment.</p>

No.	Existing Articles	Amended Articles
<p>Article 32 (Amended to be Article 31)</p>	<p>Independent directors shall seriously review all operational and financial reports of the Company as well as all reports on the Company made by the media, timely keep abreast with the Company’s operation management status and any material events of the Company occurred or likely to occur and their impacts on a continuous basis, report to the Board any problem existed in the operating activities of the Company in a timely manner, and shall not evade any liability on the ground that he did not participate in the operation management of the Company directly or was not aware of those issues and situations.</p>	<p>Independent directors shall <u>perform the following duties:</u> <u>(1) participating in the decision-making of the Company’s board of directors and express a clear opinion on the matters under consideration;</u> <u>(2) supervising the matters of potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management as listed in Articles 36, 39, 40 and 41 of these Working Rules, and urging the board of directors to make decisions in line with the interests of the Company as a whole, and protecting the legal rights and interests of minority shareholders;</u> <u>(3) providing professional and objective advice on the Company’s operation and development, and promoting the board’s decision-making level;</u></p>

No.	Existing Articles	Amended Articles
		<p>(4) other duties as stipulated by laws and regulations, the rules of the CSRC, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association, should seriously review all operational and financial reports of the Company as well as all reports on the Company made by the media, timely keep abreast with the Company's operation management status and any material events of the Company occurred or likely to occur and their impacts on a continuous basis, report to the Board any problem existed in the operating activities of the Company in a timely manner, and shall not evade any liability on the ground that he did not participate in the operation management of the Company directly or was not aware of those issues and situations.</p>

No.	Existing Articles	Amended Articles
Article 33 (Amended to be Article 32)	<p>The independent directors shall have the following special powers in addition to the powers that they are entitled to as the Company's directors:</p> <p>(1) material connected transactions (as determined according to the standards promulgated by competent regulatory authorities from time to time) shall be acknowledged by independent directors before they are submitted to the Board for discussion; and before making a judgment, independent directors may appoint an intermediary to issue an independent financial adviser's report to be used as the basis of their judgment;</p> <p>(2) to put forward the proposal to the Board relating to the appointment or removal of the accounting firm;</p> <p>(3) to propose to the Board to convene an extraordinary general meeting;</p> <p>(4) to propose to convene Board meetings;</p> <p>(5) to independently engage external auditor and consulting firm to carry out audit and consultation in respect of specific matters of the Company, and the expenses incurred shall be borne by the Company;</p> <p>(6) to solicit voting rights from the shareholders before the general meeting is convened;</p> <p>(7) to exercise any other powers as specified by laws, regulations, regulatory documents, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.</p>	<p>The independent directors shall have the following special powers in addition to the powers that they are entitled to as granted <u>to the Company's directors in accordance with the Articles of Association:</u></p> <p>(1) material connected transactions (as determined according to the standards promulgated by competent regulatory authorities from time to time) shall be acknowledged by independent directors before they are submitted to the Board for discussion; and before making a judgment, independent directors may appoint an intermediary to issue an independent financial adviser's report to be used as the basis of their judgment;</p> <p>(2) to put forward the proposal to the Board relating to the appointment or removal of the accounting firm;</p> <p>(3)<u>(1)</u> to propose to the Board to convene an extraordinary general meeting;</p> <p>(4)<u>(2)</u> to propose to convene Board meetings;</p> <p>(5)<u>(3)</u> to independently engage <u>intermediaries external auditor and consulting firm</u> to carry out audit and, consultation <u>or checking</u> in respect of specific matters of the Company, and the expenses incurred shall be borne by the Company;</p> <p>(6)<u>(4)</u> to solicit voting rights from the shareholders <u>in accordance with laws</u> before the general meeting is convened;</p> <p><u>(5) to express independent opinions on matters which may prejudice the interests of the listed company or minority shareholders;</u></p>

No.	Existing Articles	Amended Articles
		(7) (6) to exercise any other powers as specified by laws, regulations, regulatory documents, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.
Article 34 (Amended to be Article 33)	Consent from more than 1/2 of all the independent directors shall be obtained if an independent director desires to exercise the special powers as mentioned in Article 33 of these Working Rules. If the proposals made by an independent director pursuant to Article 33 of these Working Rules are not adopted or the above powers cannot be exercised normally, the Company shall disclose such circumstances.	Consent from more than 1/2 <u>a majority</u> of all the independent directors shall be obtained if an independent director desires to exercise the special powers as mentioned in <u>paragraphs 1 to 3</u> of Article 33 of these Working Rules. <u>Where the independent directors exercise the powers as listed in Article 32 of these Working Rules, the Company shall make a timely disclosure.</u> If the proposals made by an independent director pursuant to Article 33 of these Working Rules are not adopted or the above powers cannot be exercised normally, the Company shall disclose such circumstances.
Article 35 (Amended to be Article 34)	Independent directors shall express objective and impartial independent opinions on matters discussed at the general meeting or Board meeting, in particular on the following matters to the Board or the general meeting: (1) nomination, appointment and removal of directors; (2) appointment or dismissal of the president and other senior management; (3) the remuneration of the directors, president and senior management of the Company; (4) material connected transactions (as determined according to the standards promulgated by competent regulatory authorities from time to time);	<u>If an independent director votes against or abstains from voting on a board of directors' proposal, he shall state the specific reasons and basis thereof, the legality and compliance of the matters involved in the proposal, the possible risks and the impact on the rights and interests of the listed company and the minority shareholders. Listed companies shall disclose the dissenting opinions of the independent directors at the same time when disclosing the board resolutions and set out the same in the board resolutions and minutes of meetings.</u> Independent directors shall express objective and impartial independent opinions on matters discussed at the general meeting or Board meeting, in particular on the following matters to the Board or the general meeting:

No.	Existing Articles	Amended Articles
	<p>(5) matters that independent directors consider may be detrimental to the interests of medium and small shareholders;</p> <p>(6) matters that independent directors consider may result in heavy losses of the Company;</p> <p>(7) other matters as required by laws, regulations, regulatory documents, the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association.</p> <p>Independent directors shall express opinion on the abovementioned matters in one of the following manner:</p> <p>(1) agree;</p> <p>(2) qualified opinions and the reasons therefor;</p> <p>(3) disagree and the reasons therefor;</p> <p>(4) unable to express opinion and the obstacles thereof.</p> <p>The opinions expressed by independent directors to the Board shall be recorded in the minutes of the Board meetings.</p>	<p>(1) nomination, appointment and removal of directors;</p> <p>(2) appointment or dismissal of the president and other senior management;</p> <p>(3) the remuneration of the directors, president and senior management of the Company;</p> <p>(4) material connected transactions (as determined according to the standards promulgated by competent regulatory authorities from time to time);</p> <p>(5) matters that independent directors consider may be detrimental to the interests of medium and small shareholders;</p> <p>(6) matters that independent directors consider may result in heavy losses of the Company;</p> <p>(7) other matters as required by laws, regulations, regulatory documents, the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association.</p> <p>Independent directors shall express opinion on the above mentioned matters in one of the following manner:</p> <p>(1) agree;</p> <p>(2) qualified opinions and the reasons therefor;</p> <p>(3) disagree and the reasons therefor;</p> <p>(4) unable to express opinion and the obstacles thereof.</p> <p>The opinions expressed by independent directors to the Board shall be recorded in the minutes of the Board meetings.</p>

No.	Existing Articles	Amended Articles
Article 36 (Amended to be Article 35)	For matters mentioned in Article 35 of these Working Rules that require to be disclosed, the opinions of independent directors shall be announced by the Company. Where consensus cannot be reached among the independent directors, the opinion of each independent director shall be separately disclosed by the Board.	<p><u>The independent directors shall pay continuous attention to the implementation of the board resolutions in relation to the matters set out in Articles 36, 39, 40 and 41 of these Working Rules, and shall promptly report to the board of directors if they find any violation of laws and regulations, the relevant provisions of the Shanghai Stock Exchange and the Articles of Association, or any violation of the resolutions of the general meeting and the board of directors, and may request the Company to make a written explanation. The Company shall disclose in a timely manner any involved matter that shall be disclosed. If the Company fails to make an explanation or timely disclosure, the independent directors may report it to the CSRC and the Shanghai Stock Exchange</u></p> <p>For matters mentioned in Article 35 of these Working Rules that require to be disclosed, the opinions of independent directors shall be announced by the Company. Where consensus cannot be reached among the independent directors, the opinion of each independent director shall be separately disclosed by the Board.</p>

No.	Existing Articles	Amended Articles
(New) Article 36	New	<p><u>The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all independent directors of the Company:</u></p> <p><u>(1) related party transactions that shall be disclosed;</u></p> <p><u>(2) plans of the Company and related parties for the change or waiver of their undertakings;</u></p> <p><u>(3) decisions made and measures taken by the board of directors of the acquired listed company in response to the acquisition;</u></p> <p><u>(4) other matters as stipulated by laws, administrative regulations, the rules of the CSRC, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 37	New	<p><u>The Company shall regularly or irregularly convene meetings attended solely by independent directors (hereinafter referred to as the “Special Meetings of Independent Directors”). Matters listed in paragraphs 1 to 3 of Article 32 and Article 36 of these Working Rules shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the listed company as needed. The Special Meetings of Independent Directors shall be convened and chaired by an independent director jointly elected by a majority of independent directors; in the event that the convenor does not or cannot perform his duties, two or more independent directors may convene the meeting by themselves and elect a representative to preside over the meeting. The Company shall facilitate and support the convening of the Special Meetings of Independent Directors.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 38	New	<p><u>The independent directors shall perform their duties in the specialized committees of the board of directors of the Company in accordance with laws and regulations, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association. Independent directors shall attend the meetings of the specialized committee in person, and if they are unable to attend the meeting in person for any reasons, they shall review the materials of the meeting in advance, form a clear opinion, and authorize in writing other independent directors to attend the meeting on their behalf. If an independent director is concerned about a material matter of the Company within the scope of the duties of the specialized committee in his performance of duties, he may promptly propose it to the specialized committee for discussion and consideration in accordance with the procedures.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 39	New	<p><u>The Audit Committee of the board of directors of the Company shall be responsible for reviewing the Company’s financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all members of the Audit Committee:</u></p> <p><u>(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(2) appointment or dismissal of an accounting firm that undertakes the Company’s audit;</u></p> <p><u>(3) appointment or dismissal of the Company’s chief financial officer;</u></p> <p><u>(4) changes in accounting policies and accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(5) other matters as stipulated by laws, administrative regulations, the rules of the CSRC, the Listing Rules of the Places where the Company’s Shares are Listed and the Articles of Association.</u></p> <p><u>The Audit Committee shall hold at least one meeting every quarter, and it may convene an interim meeting if two or more of its members so propose, or if the convenor deems it necessary. Meetings of the Audit Committee shall be held only when more than two-thirds of the members are present.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 40	New	<p><u>The Nomination Committee of the board of directors of the Company shall be responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:</u></p> <p><u>(1) nomination, appointment or removal of directors;</u></p> <p><u>(2) appointment or dismissal of senior management;</u></p> <p><u>(3) other matters as stipulated by laws, administrative regulations, the rules of the CSRC, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.</u></p> <p><u>If the board of directors does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in the resolution of the board of directors and disclose the same.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 41	New	<p><u>The Remuneration and Appraisal Committee of the board of directors of the Company shall be responsible for formulating the appraisal standards for directors and senior management and conducting the appraisal, formulating and reviewing the remuneration policies and programs for directors and senior management, and making recommendations to the board of directors on the following matters:</u></p> <p><u>(1) remuneration of directors and senior management;</u></p> <p><u>(2) formulation or change of equity incentive plans and employee share ownership plans, and satisfaction of conditions for incentive recipients to be granted equity and to exercise equity rights;</u></p> <p><u>(3) arrangement made by directors and senior management for the share ownership plans for the relevant subsidiaries planning a divesture;</u></p> <p><u>(4) other matters as stipulated by laws, administrative regulations, the rules of the CSRC, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.</u></p> <p><u>If the board of directors does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolution of the board of directors and disclose the same.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 42	New	<p><u>Minutes shall be made at the meetings of the board of directors of the Company and its specialized committees and the Special Meetings of Independent Directors in accordance with the regulations, and the opinions of the independent directors shall be set forth in the minutes. The independent directors shall sign and confirm the minutes.</u></p> <p><u>The independent directors shall make work records to record in detail the fulfilment of their duties. Information obtained by independent directors in the course of performing their duties, minutes of relevant meetings, and records of communications with staff of the Company and intermediaries shall form an integral part of the work records. For important contents in the work records, the independent directors may request the secretary of the board of directors and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate in this regard.</u></p> <p><u>The work records of independent directors and the information provided by the Company to independent directors shall be kept for at least ten years.</u></p>
(New) Article 43	New	<p><u>The Company shall improve the communication mechanism between the independent directors and the minority shareholders, and independent directors may verify the issues raised by investors with the Company in a timely manner.</u></p>

No.	Existing Articles	Amended Articles
(New) Article 44	New	<p><u>Independent directors shall submit an annual work report to the annual general meeting of the Company to explain their fulfilment of duties. The annual work report shall include the following:</u></p> <p><u>(1) the number of board meetings attended, attending methods and voting, and the number of general meetings attended;</u></p> <p><u>(2) participation in the work of specialized committees of the board of directors and the Special Meetings of Independent Directors;</u></p> <p><u>(3) consideration of the matters set forth in Articles 36, 39, 40 and 41 of these Working Rules and the exercise of the special powers of independent directors set forth in Article 32 of these Working Rules;</u></p> <p><u>(4) significant matters, methods and results of communication with the internal audit organization and the accounting firm responsible for the Company's audit regarding the Company's financial and business conditions;</u></p> <p><u>(5) communications with minority shareholders;</u></p> <p><u>(6) duration and content of work on-site at the Company;</u></p> <p><u>(7) other circumstances in the performance of duties.</u></p> <p><u>The annual work report of the independent directors shall be disclosed no later than the time when the Company issues the notice of the annual general meeting.</u></p>

No.	Existing Articles	Amended Articles
Article 37 (Amended to be Article 45)	Where an independent director independently engages an external audit or advisory institution, he shall submit to the Board in writing matters such as the intermediary to be engaged and works to be performed, and the reasonable expenses incurred shall be borne by the Company.	Where an independent director independently engages <u>professional institutions and exercises other powers</u> an external audit or advisory institution , he shall submit to the Board in writing matters such as the intermediary to be engaged and works to be performed, and the reasonable expenses incurred shall be borne by the Company.
Article 38 (Amended to be Article 46)	The Company shall pay emoluments and allowances to the independent directors, the level of which shall be formulated by the Remuneration and Appraisal Committee under the Board and approved at the general meeting. In addition to the above emoluments and allowances, no extra or undisclosed benefits shall be accepted by the independent directors from the Company, its controlling shareholder, de facto controller or other institutions and persons connected with the Company.	The Company shall <u>provide independent directors with pay emoluments and an allowances commensurate with to the independent directors their duties, the level of which shall be formulated by the Remuneration and Appraisal Committee under the Board and approved at the general meeting. The board of directors shall formulate a plan for the allowance criteria, which shall be considered and approved at the general meeting and disclosed at the annual report of the Company.</u> In addition to the above emoluments and allowances , no extra or undisclosed other benefits shall be accepted <u>obtained</u> by the independent directors from the Company, its controlling substantial shareholder, de facto controller or other <u>entities or persons in which they have an interest</u> institutions and persons connected with the Company .

No.	Existing Articles	Amended Articles
(New) Article 47	New	<p><u>The Company shall provide necessary working conditions and personnel support for independent directors to perform their duties, and designate special departments and personnel such as the office of the board of directors and the secretary of the board of directors to assist independent directors in performing their duties. The secretary of the board of directors shall ensure that there is a smooth flow of information between independent directors and other directors, senior management and other relevant persons, and that independent directors have access to adequate resources and necessary professional advice in performing their duties.</u></p>
(New) Article 48	New	<p><u>The Company shall guarantee that independent directors enjoy the same right to information as other directors. In order to ensure the effective exercise of powers by independent directors, the listed company shall inform independent directors of its operation on a regular basis, provide relevant information, and organize or cooperate with them in on-site inspections and other work.</u></p> <p><u>The Company may, before the board of directors considers the major and complex matters, organize independent directors to participate in research and argumentation of the matters, fully listen to the opinions of independent directors, and provide timely feedback to independent directors on the adoption of their opinions.</u></p>

No.	Existing Articles	Amended Articles
Article 42 (Amended to be Article 52)	These Working Rules have been considered and approved at the general meeting of the Company, and shall be effective and implemented from the date of the initial public offering and listing of RMB-denominated ordinary shares (A shares) of the Company.	These Working Rules have been considered and approved at the general meeting of the Company, and shall be effective and implemented from the date <u>of on which they are considered and approved at the general meeting of the Company</u> the initial public offering and listing of RMB-denominated ordinary shares (A shares) of the Company.

After the Working Rules for Independent Directors have been amended with additional provisions, the numbering of the articles will be sequentially adjusted. If there are cross-references between articles in the Working Rules for Independent Directors, corresponding changes will be made. Apart from the aforementioned amendments, the content of other articles in the Working Rules for Independent Directors remains unchanged.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS

(a) Interests and Short Positions of Directors, Supervisors and Senior Management in the Shares, Underlying Shares and Debentures

As at the Latest Practicable Date, the interests of Directors, supervisors and senior management of the Company in the Shares of the Company are as follows:

Name	Position(s)	Class of Shares	Capacity	Number of Shares held	Percentage in the relevant class of Shares (%)	Percentage of the total Shares in issue (%)
Cao Xin	Chairman and non-executive Director	H Shares	Beneficial owner	50,000 (Long position)	0.0027%	0.0012%
Mei Chun Xiao	Executive Director and President	H Shares	Beneficial owner	50,000 (Long position)	0.0027%	0.0012%
Ban Ze Feng	Vice president, Board secretary and joint company secretary	H Shares	Beneficial owner	50,000 (Long position)	0.0027%	0.0012%

Saved as disclosed above, as at the Latest Practicable Date, none of the Directors, Supervisors or senior management of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the H Share Listing Rules.

(b) Competing and Other Interests of Directors

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective associates was interested in any business (apart from the Group's business) which competes or is likely to compete either directly or indirectly with the Group's business (as would be required to be disclosed under Rule 8.10 of the H Share Listing Rules if each of them were a controlling shareholder).

(c) Material Interests of the Directors in the transactions

As Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wang Tao hold positions in HECIC and/or other companies controlled by HECIC, the controlling shareholder of the Company, they are deemed to have material interests in the New Financial Services Framework Agreement and the transactions contemplated thereunder. Accordingly, they have abstained from the voting on the Board resolution in relation to the approval for the New Financial Services Framework Agreement and the transactions contemplated thereunder. As Dr. Cao Xin, Mr. Qin Gang, Mr. Wang Tao and Mr. Mei Chun Xiao hold positions in HECIC and/or Huihai, they are deemed to have material interests in the New Asset Financing Services Framework Agreement and transactions contemplated thereunder.

3. POSITIONS HELD BY THE DIRECTORS IN THE CONTROLLING SHAREHOLDER

The following table sets out the positions held by the Directors in HECIC, Group Finance Company or Huihai as at the Latest Practicable Date:

Name of Director	Position(s) held in the Company	Position(s) held in HECIC and its subsidiaries or Huihai
Dr. Cao Xin	Chairman and Non-executive Director	General manager of HECIC
Dr. Li Lian Ping	Non-executive Director	Director of Group Finance Company
Mr. Mei Chun Xiao	Executive Director and President	Director of Huihai
Mr. Qin Gang	Non-executive Director	Deputy general manager of HECIC
Mr. Wang Tao	Non-executive Director	General manager of the investment development department of HECIC

4. INTERESTS HELD BY THE DIRECTORS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

So far as the Company and Directors are aware after making reasonable enquiries, as at the Latest Practicable Date, none of the Directors or Supervisors had any interest, either directly or indirectly, in any assets which have been, since 31 December 2022 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of or leased by any member of the Group, or are proposed to be acquired or disposed of or leased by any member of the Group.

So far as the Company and Directors are aware after making reasonable enquiries, as at the Latest Practicable Date, none of the Directors or Supervisors was materially interested, either directly or indirectly, in any significant contract or arrangement entered into by the Group that is relevant to the business of the Group and is still valid as at the Latest Practicable Date.

5. SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

As at the Latest Practicable Date, none of the Directors or Supervisors had or is proposed to have any service contract with any member of the Group that is not determinable within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there are no material adverse changes in the financial or trading position of the Group since 31 December 2022 (being the date to which the latest published audited accounts of the Group were made up).

7. EXPERT AND CONSENT

The following is the qualification of the expert who has been named in this circular or has given its opinion or advice which is contained in this circular:

Name	Qualification
Gram Capital Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

Gram Capital has confirmed that:

- (a) it has given and has not withdrawn its written consent to the issue of this circular dated 9 November 2023 with the inclusion of its letter and the reference to its name in the form and context in which it appears;

- (b) as at the Latest Practicable Date, it did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (c) as at the Latest Practicable Date, it did not have any direct or indirect interest in any assets which have been, since 31 December 2022 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

8. GENERAL

- (a) The joint company secretaries of the Company are Mr. Ban Zefeng and Ms. Lam Yuen Ling, Eva (a fellow of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators).
- (b) The Company's registered office and headquarters in the PRC is situated at 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC, and its principal place of business in Hong Kong is situated at Suite 2103, 21st floor, Prudential Tower, The Gateway, Harbour City, Kowloon, Hong Kong.
- (c) The Company's H Share registrar and transfer office is Computershare Hong Kong Investor Services Limited which is situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

9. DOCUMENTS ON DISPLAY

A copy the New Financial Services Framework Agreement will be published on the Hong Kong Stock Exchange's website and the Company's own website for a period of 14 days from the date of this circular.

NOTICE OF EGM



China Suntien Green Energy Corporation Limited* **新天綠色能源股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Third Extraordinary General Meeting (the “EGM”) of the Company will be held at 9:30 a.m. on 30 November 2023 at the Conference Room, 5th Floor, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the People's Republic of China (the “PRC”), for the purpose of considering and, if thought fit, passing the following resolution:

Ordinary Resolutions

1. Resolution on the new financial services framework agreement (the “**New Financial Services Framework Agreement**”) entered into between the Company and HECIC Group Finance Company Limited:

“THAT:

- (a) the New Financial Services Framework Agreement and the transactions contemplated thereunder be and are hereby approved;
- (b) the proposed annual caps for the Deposit Service (as defined in the New Financial Services Framework Agreement) and the Loan Service (as defined in the New Financial Services Framework Agreement) for each of the years ending 31 December 2024, 2025 and 2026 be and are hereby approved;
- (c) any executive Director of the Company be and is hereby authorized to, on behalf of the Company, take all such steps as he/she may consider necessary and desirable for the purpose of and/or to give effect to the implementation of the terms of the New Financial Services Framework Agreement; and
- (d) any executive Director be and is hereby authorized to, on behalf of the Company, execute all such other documents, instruments and agreements and take all such actions or do all such things as he/she may consider incidental to, ancillary to or in connection with the matters contemplated under the New Financial Services Framework Agreement, and agree to make any amendments to any terms of the New Financial Services Framework Agreement as he/she may consider being immaterial in nature and being in the interests of the Company.”

NOTICE OF EGM

2. Resolution on the new asset financing framework agreement (the “**New Asset Financing Framework Agreement**”) entered into between the Company and Huihai Finance Leasing Co., Ltd.:

“THAT:

- (a) the New Assets Financing Framework Agreement and the transactions contemplated thereunder be and are hereby approved;
 - (b) the proposed annual caps for each of the years ending 31 December 2024, 2025 and 2026 be and are hereby approved;
 - (c) any executive Director of the Company be and is hereby authorized to, on behalf of the Company, take all such steps as he/she may consider necessary and desirable for the purpose of and/or to give effect to the implementation of the terms of the New Assets Financing Framework Agreement; and
 - (d) any executive Director be and is hereby authorized to, on behalf of the Company, execute all such other documents, instruments and agreements and take all such actions or do all such things as he/she may consider incidental to, ancillary to or in connection with the matters contemplated under the New Assets Financing Framework Agreement, and agree to make any amendments to any terms of the New Assets Financing Framework Agreement as he/she may consider being immaterial in nature and being in the interests of the Company.”
3. Resolution on the entrustment of asset management and related party transactions of the Company:

“THAT:

- (a) the transactions of investment in the new wind energy storage projects by the HECIC Group, the entrustment of the Company to manage the asset of the above-mentioned projects, and entering into the entrustment agreement (the “**Entrustment Agreement**”) be and are hereby approved;
- (b) any executive Director of the Company be and is hereby authorized to, on behalf of the Company, take all such steps as he/she may consider necessary and desirable for the purpose of and/or to give effect to the implementation of the terms of the Entrustment Agreement; and
- (c) any executive Director be and is hereby authorized to, on behalf of the Company, execute all such other documents, instruments and agreements and take all such actions or do all such things as he/she may consider incidental to, ancillary to or in connection with the matters contemplated under the Entrustment Agreement, and agree to make any amendments to any terms of the Entrustment Agreement as he/she may consider being immaterial in nature and being in the interests of the Company.”

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4. Resolution on amendments to the Working Rules for Independent Directors of the Company

Special Resolutions

5. Resolution on amendments to the articles of association of the Company
6. Resolution on amendments to the Rules of Procedure of the General Meetings of the Company
7. Resolution on amendments to the Rules of Procedure of the Board of Directors of the Company
8. Resolution on amendments to the Rules of Procedure of the Board of Supervisors of the Company

By order of the Board of Directors
China Suntien Green Energy Corporation Limited
Mei Chun Xiao
Executive Director and President

Shijiazhuang City, Hebei Province, the PRC, 9 November 2023

Notes:

1. The H share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H shares to attend the EGM, from Friday, 24 November 2023 to Thursday, 30 November 2023 (both days inclusive), during which period no transfer of H shares will be registered. H Shareholders of the Company whose names appear on the H Share register of members of the Company at the close of business on Friday, 24 November 2023 are entitled to attend and vote at the EGM. In order to attend the EGM, all instruments of transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 23 November 2023. Holders of H shares who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.

The Company will announce the details and materials for holders of A shares attending the EGM on the website of the Shanghai Stock Exchange in due course.

2. Pursuant to the H Share Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolution set out in this notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.suntien.com and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
3. Any shareholder (in case of a corporate shareholder, its duly authorized representative) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office and headquarters in the PRC (for holders of A shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of

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H shares), at least 24 hours before the EGM (i.e. no later than 9:30 a.m. on Wednesday, 29 November 2023 for the purpose of the EGM) or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.

5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his proxy should produce proof of identity when attending the EGM.
8. The Company's registered office and headquarters in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC.

As at the date of this notice, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wang Tao; the executive Directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive Directors of the Company are Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao.

* For identification purposes only