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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

ANNOUNCEMENT ON THE AMENDMENTS OF THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES FOR GENERAL MEETINGS

This announcement is made by First Tractor Company Limited (the “Company”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company held the 19th Meeting of the Ninth Session of the Board of Directors on 27 March 2024, at which the “Resolution Regarding the Amendments to the Articles of Association of the Company” and the “Resolution Regarding the Amendments to the Rules of Procedures for General Meetings of the Company” were considered and approved with details as below:

I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

No.	Before amendments	After amendments
1	<p>Article 10</p> <p>The Articles of Association shall be binding upon the Company and its shareholders, Directors, supervisors, general manager and other senior officers. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. The Company may sue shareholders in accordance with its Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue Directors, supervisors, general manager and other senior officers of the Company in accordance with the Articles of Association.</p> <p>For the purposes of the above paragraph, the term “sue” shall include court proceedings and arbitration proceedings.</p>	<p>Article 10</p> <p>The Articles of Association shall be binding upon the Company and its shareholders, Directors, supervisors, general manager and other senior officers. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. The Company may sue shareholders in accordance with its Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue Directors, supervisors, general manager and other senior officers of the Company in accordance with the Articles of Association. <u>The Company may sue shareholders, Directors, supervisors, general manager and other senior officers of the Company in accordance with the Articles of Association.</u></p> <p>For the purposes of the above paragraph, the term “sue” shall include court proceedings and arbitration proceedings.</p>

No.	Before amendments	After amendments
2	<p data-bbox="352 264 472 293">Article 18</p> <p data-bbox="352 338 879 584">The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p>	<p data-bbox="901 264 1021 293">Article 18</p> <p data-bbox="901 338 1433 904">The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council. <u>The issuance of shares of the Company shall be based on the principles of openness, fairness and impartiality, and each share of the same category shall have equal rights. For shares of the same category issued at the same time, the issuance conditions and price of each share shall be the same; any unit or individual shall pay the same price for each share subscribed.</u></p>
3	<p data-bbox="352 931 472 960">Article 31</p> <p data-bbox="352 1005 879 1144">The Company may, based on its business and development requirements, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association.</p> <p data-bbox="352 1189 879 1256">The Company may increase its capital by the following methods:</p> <ol data-bbox="352 1290 879 1794" style="list-style-type: none"> <li data-bbox="352 1290 879 1357">(1) By offering new shares for subscription by unspecified investors; <li data-bbox="352 1402 879 1469">(2) By placing new shares to its existing shareholders; <li data-bbox="352 1514 879 1581">(3) By allotting new shares to its existing shareholders; <li data-bbox="352 1626 879 1693">(4) Convert capital reserve into additional share capital; <li data-bbox="352 1738 879 1794">(5) The other methods permitted by laws and administrative regulations of PRC. 	<p data-bbox="901 931 1021 960">Article 31</p> <p data-bbox="901 1005 1433 1144">The Company may, based on its business and development requirements, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association.</p> <p data-bbox="901 1189 1433 1256">The Company may increase its capital by the following methods:</p> <ol data-bbox="901 1290 1433 1937" style="list-style-type: none"> <li data-bbox="901 1290 1433 1402">(1) By offering new shares for subscription by unspecified investors; <u>Public offering of shares;</u> <li data-bbox="901 1447 1433 1559">(2) By placing new shares to its existing shareholders; <u>Non-public offering of shares;</u> <li data-bbox="901 1603 1433 1671">(3) By allotting new<u>bonus</u> shares to its existing shareholders; <li data-bbox="901 1715 1433 1783">(4) Convert capital reserve into additional share capital; <li data-bbox="901 1827 1433 1937">(5) The other methods permitted by laws and administrative regulations of PRC <u>and approved by the China Securities Regulatory Commission.</u>

No.	Before amendments	After amendments
4	<p>Article 35</p> <p>When the Company is to reduce its capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>Any reduction in the registered capital of the Company shall be registered with the Company's registration authorities as stipulated by laws.</p>	<p>Article 35</p> <p>When the Company is to reduce its capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p><u>The Company's registered capital after capital reduction shall not be less than the legal minimum.</u> Any reduction in the registered capital of the Company shall be registered with the Company's registration authorities as stipulated by laws.</p>
5	<p>Article 36</p> <p>The Company may, in the following circumstances, acquire its own shares in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association:</p> <p>(1) Reducing its capital;</p> <p>(2) Merging with another company that holds shares in the Company;</p> <p>.....</p>	<p>Article 36</p> <p>The Company may, in the following circumstances, acquire its own shares in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association: <u>not acquire its own shares, except for one of the following circumstances:</u></p> <p>(1) Reducing its the Company's <u>registered</u> capital;</p> <p>(2) Merging with another company that holds shares in the Company;</p> <p>.....</p>

No.	Before amendments	After amendments
6	<p>Article 40</p> <p>Provision on the expenditure of funds required by the Company to repurchase shares at different prices</p>	<p>Article 40</p> <p>Provision on the expenditure of funds required by the Company to repurchase shares at different prices</p>
7	<p>Article 46</p> <p>Shares of the Company can be transferred in accordance with laws. The shares of the Company held by the promoters cannot be transferred within one year since the incorporation of the Company. The promoters' shares issued prior to the domestic initial public offering of shares of the Company are not transferable within one year from the date of listing and trading of the Company's shares on a domestic stock exchange.</p> <p>The Directors, supervisors, general managers and other Senior Management of the Company shall report to the Company the number of the Company's shares held by them and any changes thereof. No more than 25% of the total number of shares of the Company held by them shall be transferred each year during their term of office. Shares of the company held by the aforesaid staff are not transferable within one year from the date of listing of the Company's shares on a domestic stock exchange. Shares of the Company held by them are not transferable within the first half year of their cessation of employment with the Company.</p>	<p>Article 44</p> <p>Shares of the Company can be transferred in accordance with laws. The shares of the Company held by the promoters cannot be transferred within one year since the incorporation of the Company. The promoters' shares issued prior to the domestic initial public offering of shares of the Company are not transferable within one year from the date of listing and trading of the Company's shares on a domestic stock exchange. <u>Domestic shares issued by the Company are centrally deposited at China Securities Depository and Clearing Co., Ltd. Overseas-listed foreign shares issued by the Company are mainly held in custody at securities registration and clearing companies in Hong Kong, and can also be held by shareholders in their personal names.</u></p> <p>The Directors, supervisors, general managers and other Senior Management of the Company shall report to the Company the number of the Company's shares held by them and any changes thereof. No more than 25% of the total number of shares <u>of the same category</u> of the Company held by them shall be transferred each year during their term of office. Shares of the company held by the aforesaid staff are not transferable within one year from the date of listing of the Company's shares on a domestic stock exchange. Shares of the Company held by them are not transferable within the first half year of their cessation of employment with the Company.</p>

No.	Before amendments	After amendments
8	<p>Article 45</p> <p>The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior officers of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior officers. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be sealed with the Company's seal under the authorization of the Board of Directors. The signature of the Chairman of the Board or of other senior officers on the share certificates may also be in printed form.</p>	<p>Article 45</p> <p>The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior officers of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior officers. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be sealed with the Company's seal under the authorization of the Board of Directors. The signature of the Chairman of the Board or of other senior officers on the share certificates may also be in printed form.</p>
9	<p>Articles 48-51</p> <p>Provisions on the content and storage of the shareholder register.</p>	<p>Articles 48-51</p> <p>Provisions on the content and storage of the shareholder register.</p> <p><u>Article 46</u></p> <p><u>The Company shall establish a register of shareholders based on the certificates provided by the securities registration agency. The register of shareholders is sufficient evidence to prove that shareholders hold the Company's shares.</u></p> <p><u>The Company's register of shareholders must be available for inspection by shareholders during office hours. However, the Company may suspend shareholder registration procedures in accordance with the terms equivalent to Section 632 of Hong Kong's Companies Ordinance (i.e., by resolution of the board of directors, for a total of no more than 30 days per year, or by ordinary resolution for an extension of up to 30 days).</u></p>

No.	Before amendments	After amendments
10	<p>Article 54</p> <p>When the Company is to convene a shareholders' general meeting, distribute dividends, conducts liquidation or to carry out other acts requiring confirming of shareholdings, the Board of Directors shall decide a date for determination of shareholdings. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Company.</p>	<p>Article 48</p> <p>When the Company is to convene a shareholders' general meeting, distribute dividends, conducts liquidation or to carry out other acts requiring confirming of shareholdings shareholder identities, the Board of Directors or the convener of the general meeting shall decide a date for determination of shareholdings. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Company determine the shareholding registration date. The shareholders who are registered after market close on the shareholding registration date are the shareholders who are entitled to relevant interests.</p>
11	<p>Article 52, 55-58</p> <p>Provisions on the transfer, loss, reissuance, and handling of reissued shares, etc.</p>	<p>Article 52, 55-58</p> <p>Provisions on the transfer, loss, reissuance, and handling of reissued shares, etc.</p>
12	<p>Article 59</p> <p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of members.</p> <p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights.</p>	<p>Article 49</p> <p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of members.</p> <p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear the same obligations.</p>

No.	Before amendments	After amendments
13	<p data-bbox="352 264 469 293">Article 61</p> <p data-bbox="352 338 874 409">Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p data-bbox="352 461 411 483">.....</p> <p data-bbox="352 528 874 707">(5) The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company's Articles of Association, including:</p> <p data-bbox="432 752 874 891">(i) Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</p> <p data-bbox="432 936 874 1043">(ii) Being entitled to view and make a copy, after payment of reasonable charges, of:</p> <p data-bbox="352 1088 874 1120">(A) The register of members of any parts;</p> <p data-bbox="352 1164 874 1272">(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</p> <p data-bbox="432 1317 874 1375">a. Current and previous names and aliases;</p> <p data-bbox="432 1420 874 1491">b. Principal address (place of residence);</p> <p data-bbox="432 1536 644 1568">c. Nationality;</p> <p data-bbox="432 1626 874 1697">d. Primary and all other part-time occupations and duties;</p> <p data-bbox="432 1742 874 1800">e. Identification documents and their numbers;</p>	<p data-bbox="901 264 1018 293">Article 51</p> <p data-bbox="901 338 1423 409">Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p data-bbox="901 461 960 483">.....</p> <p data-bbox="901 528 1423 707">(5) The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company's Articles of Association, including:</p> <p data-bbox="981 752 1423 860">(i) Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</p> <p data-bbox="981 904 1423 1012">(ii) Being entitled to view and make a copy, after payment of reasonable charges, of:</p> <p data-bbox="901 1088 1423 1120">(A) The register of members of any parts;</p> <p data-bbox="901 1164 1423 1272">(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</p> <p data-bbox="981 1317 1423 1375">a. Current and previous names and aliases;</p> <p data-bbox="981 1420 1423 1491">b. Principal address (place of residence);</p> <p data-bbox="981 1536 1193 1568">e. Nationality;</p> <p data-bbox="981 1626 1423 1697">d. Primary and all other part-time occupations and duties;</p> <p data-bbox="981 1742 1423 1800">e. Identification documents and their numbers;</p>

No.	Before amendments	After amendments
	<p>(C) The status of the Company’ share capital;</p> <p>(D) Reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last financial year as well as all the expenses paid by the Company therefore;</p> <p>(E) The minutes of shareholders’ meetings;</p> <p>(F) Resolutions of the meeting of the Board of Directors, and resolutions of the meeting of the supervisory committee;</p> <p>(G) Counterfoils of bonds and financial reports of the Company.</p> <p>.....</p>	<p>(C) The status of the Company’ share capital;</p> <p>(D) Reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last financial year as well as all the expenses paid by the Company therefore;</p> <p>(E) The minutes of shareholders’ meetings;</p> <p>(F) Resolutions of the meeting of the Board of Directors, and resolutions of the meeting of the supervisory committee;</p> <p>(G) Counterfoils of bonds and financial reports of the Company.</p> <p>(5) <u>Review this Articles of Association, shareholder register, corporate bond stubs, minutes of general meetings, board of directors meeting resolutions, board of supervisors meeting resolutions, and financial accounting reports;</u></p> <p>.....</p>
14	<p>Article 62</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in clause (5) in the preceding Article shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirming the shareholders’ identity, the Company shall provide such information according to the shareholders’ request.</p>	<p>Article 52</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in clause (5) in the preceding Article shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirming the shareholders’ identity, the Company shall provide such information according to the shareholders’ request.</p>

No.	Before amendments	After amendments
15	<p data-bbox="352 264 507 293">Article 70-71</p> <p data-bbox="352 338 879 483">Provisions that controlling shareholders shall not harm the interests of shareholders when exercising their voting rights; definition of controlling shareholders.</p>	<p data-bbox="901 264 1056 293">Article 70-71</p> <p data-bbox="901 338 1428 483">Provisions that controlling shareholders shall not harm the interests of shareholders when exercising their voting rights; definition of controlling shareholders.</p>
16	<p data-bbox="352 510 472 539">Article 79</p> <p data-bbox="352 584 879 1395">When the Company is to hold an annual general meeting, it shall issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association twenty (20) working days prior to the annual general meeting informing all the shareholders of the time, the place and the matters to be considered at the meeting. For the extraordinary general meeting, the Company shall, fifteen (15) days or ten (10) working days (whichever is later) prior to the convening of the meeting, issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association informing all the shareholders of the time, the place and the matters to be considered at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the prescribed time as specified in the notice of the general meeting.</p>	<p data-bbox="901 510 1018 539">Article 67</p> <p data-bbox="901 584 1428 1395">When the Company is to hold an annual general meeting, it shall issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association twenty (20) working days prior to the annual general meeting informing all the shareholders of the time, the place and the matters to be considered at the meeting. For the extraordinary general meeting, the Company shall, fifteen (15) days or ten (10) working days (whichever is later) prior to the convening of the meeting, issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association informing all the shareholders of the time, the place and the matters to be considered at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the prescribed time as specified in the notice of the general meeting.</p>

No.	Before amendments	After amendments
17	<p data-bbox="352 264 879 293">Article 81</p> <p data-bbox="352 338 879 562">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="352 600 879 936">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="352 974 879 1189">Save and except for the circumstances referred to in the preceding paragraphs, after the Board issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p>	<p data-bbox="901 264 1013 293">Article 69</p> <p data-bbox="901 338 1428 562">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="901 600 1428 936">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board <u>convener</u> in writing 10 days prior to the date of the general meeting. The <u>convener</u> Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="901 974 1428 1189">Save and except for the circumstances referred to in the preceding paragraphs, after the Board <u>convener</u> issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p>

No.	Before amendments	After amendments
	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>

No.	Before amendments	After amendments
18	<p data-bbox="352 264 472 293">Article 85</p> <p data-bbox="352 338 879 409">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="352 450 879 1339" style="list-style-type: none"> <li data-bbox="352 450 879 595">(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association; <li data-bbox="352 636 879 707">(2) It shall specify the place, date and time of the meeting; <li data-bbox="352 748 879 819">(3) Set out the matters and proposals to be considered at the meeting; <li data-bbox="352 860 879 1339">(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction; 	<p data-bbox="901 264 1021 293">Article 73</p> <p data-bbox="901 338 1428 409">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="901 450 1428 1301" style="list-style-type: none"> <li data-bbox="901 450 1428 595">(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association; <li data-bbox="901 636 1428 707">(2) It shall specify the place, date and time and duration of the meeting; <li data-bbox="901 748 1428 819">(3) Set out the matters and proposals to be considered at the meeting; <li data-bbox="901 860 1428 1301">(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;

No.	Before amendments	After amendments
	<p>(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>.....</p>	<p>(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>.....</p>
19	<p>Article 100</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 132 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</p>	<p>Article 88</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 110 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</p>

No.	Before amendments	After amendments
	<p>Where any shareholder is required to abstain from voting on a particular matter or subject to only vote for or against, the shareholder shall abstain from voting or to vote in accordance with the provisions specified in accordance with the Hong Kong Stock Exchange Listing Rules; Any violation of relevant regulations or restrictions on a shareholder vote or on behalf of the relevant shareholder vote, will not be counted in the result of the vote. Where any shareholder is, under the Listing Rules, required to abstain from voting on a particular resolution in a class meeting or restricted to voting only in favor of or against any particular resolution in a class meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> <p>For significant matters to be decided in general meetings that would affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The result of such separate vote counting shall be timely disclosed.</p>	<p>Where any shareholder is required to abstain from voting on a particular matter or subject to only vote for or against, the shareholder shall abstain from voting or to vote in accordance with the provisions specified in accordance with the Hong Kong Stock Exchange Listing Rules; Any violation of relevant regulations or restrictions on a shareholder vote or on behalf of the relevant shareholder vote, will not be counted in the result of the vote. Where any shareholder is, under the Listing Rules, required to abstain from voting on a particular resolution in a class meeting or restricted to voting only in favor of or against any particular resolution in a class meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> <p>For significant matters to be decided in general meetings that would affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The result of such separate vote counting shall be timely disclosed.</p>
20	<p>Article 101</p> <p>When a poll is adopted, shareholders (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes or abstention of votes.</p>	<p>Article 89</p> <p>When a poll is adopted, shareholders <u>of H Shares</u> (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes or abstention of votes.</p>

No.	Before amendments	After amendments
21	<p>Article 109</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”.</p> <p>Voting papers that are left blank, unduly completed or illegible or that have not been used are deemed as votes to mean that the voter has waived his voting rights, and the voting results corresponding to the shares in his possession shall be treated as “abstain from voting”.</p>	<p>Article 97</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”. <u>The exception is that the securities registration and clearing institution, as the nominal holder of the stock connect mechanism between the mainland and Hong Kong stock markets, makes declarations in accordance with the actual holder’s intentions.</u></p> <p>Voting papers that are left blank, unduly completed or illegible or that have not been used are deemed as votes to mean that the voter has waived his voting rights, and the voting results corresponding to the shares in his possession shall be treated as “abstain from voting”.</p>
22	<p>Article 110</p> <p>The following matters shall be resolved by way of an ordinary resolution of the general meeting:</p> <p>.....</p> <p>(3) Removal of members of the Board of Directors and the supervisory committee, their remuneration and method of payment of their remuneration;</p> <p>.....</p>	<p>Article 98</p> <p>The following matters shall be resolved by way of an ordinary resolution of the general meeting:</p> <p>.....</p> <p>(3) <u>Appointment and</u> Removal of members of the Board of Directors and the supervisory committee, their remuneration and method of payment of their remuneration;</p> <p>.....</p>

No.	Before amendments	After amendments
23	<p>Article 111</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</p> <p>(2) Issuance of Company's debentures;</p> <p>(3) Division, merger, dissolution and liquidation of the Company;</p> <p>.....</p>	<p>Article 99</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities; <u>Increase or reduction of the Company's registered capital;</u></p> <p>(2) Issuance of Company's debentures;</p> <p>(3) Division, merger, dissolution and liquidation of the Company; <u>spin-off, merger, dissolution, and liquidation or change of company form</u> of the Company;</p> <p>.....</p>
24	<p>Article 118</p> <p>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven (7) days after receiving payment of reasonable charges.</p>	<p>Article 118</p> <p>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven (7) days after receiving payment of reasonable charges.</p>
25	<p>Article 119 to 127</p> <p>Special procedures for voting by a class of shareholders</p>	<p>Article 119 to 127</p> <p>Special procedures for voting by a class of shareholders</p>

No.	Before amendments	After amendments
26	<p data-bbox="357 264 874 297">Article 130 (1)</p> <p data-bbox="432 342 879 741">The Directors shall be elected at general meetings, and may be removed from their office prior to the expiry of their term by the general meeting, with a term of office of 3 years. At the expiry of a Director’s term of office, the term is renewable upon re-election, but any Independent Director cannot serve as the Company’s Independent Director for a consecutive period of over 6 years.</p> <p data-bbox="357 797 411 808">.....</p> <p data-bbox="357 864 874 1003">(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions).</p> <p data-bbox="357 1234 874 1294">(5) Directors need not be the Company’s shareholders.</p>	<p data-bbox="906 264 1072 297">Article 108 (1)</p> <p data-bbox="981 342 1428 741">The Directors shall be elected <u>or changed</u> at general meetings, and may be removed from their office prior to the expiry of their term by the general meeting, with a each term of office of 3 years. At the expiry of a Director’s term of office, the term is renewable upon re- election, but any Independent Director cannot serve as the Company’s Independent Director for a consecutive period of over 6 years.</p> <p data-bbox="906 797 960 808">.....</p> <p data-bbox="906 864 1428 1189">(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions), <u>but the total number of directors who concurrently serve as managers or other senior management positions shall not exceed half of the total number of directors of the Company.</u></p> <p data-bbox="906 1234 1428 1294">(5) Directors need not be the Company’s shareholders.</p>

No.	Before amendments	After amendments
27	<p data-bbox="355 264 485 293">Article 138</p> <p data-bbox="355 342 879 891">(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company's fixed assets as stated in the last balance sheet places before the general meeting.</p> <p data-bbox="355 936 879 1115">(2) For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of a certain interest in assets other than by way of security.</p> <p data-bbox="355 1160 879 1301">(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</p>	<p data-bbox="904 264 1034 293">Article 138</p> <p data-bbox="904 342 1428 853">(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company's fixed assets as stated in the last balance sheet places before the general meeting.</p> <p data-bbox="904 936 1428 1115">(2) For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of a certain interest in assets other than by way of security.</p> <p data-bbox="904 1160 1428 1301">(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</p>

No.	Before amendments	After amendments
28	<p data-bbox="352 264 485 293">Article 218</p> <p data-bbox="352 338 879 443">The procedures for the Company’s profit distribution decisions and execution are as follows:</p> <p data-bbox="352 488 879 1151">(1) After thoroughly analyzing various factors such as the industry development trend, the Company’s production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of independent directors and the supervisory committee, the Board shall formulate the Company’s annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article 217 of the Articles of Association.</p> <p data-bbox="352 1196 879 1671">(2) The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings. When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p>	<p data-bbox="898 264 1031 293">Article 195</p> <p data-bbox="898 338 1425 443">The procedures for the Company’s profit distribution decisions and execution are as follows:</p> <p data-bbox="898 488 1425 1151">(1) After thoroughly analyzing various factors such as the industry development trend, the Company’s production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of independent directors and the supervisory committee, the Board shall formulate the Company’s annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article 194 of the Articles of Association.</p> <p data-bbox="898 1196 1425 1671">(2) The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings. When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p>

No.	Before amendments	After amendments
29	<p>Article 219 If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the Board shall propose a resolution on the adjustment of the profit distribution policy based on the actual situation, and the adjusted profit distribution policy shall not breach any regulations of the CSRC and the stock exchanges and shall be for the best interests of the shareholders. The independent non- executive directors shall issue written review opinions on the adjustment of the profit distribution policy and the relevant proposals on the adjustment of the profit distribution policy, after being considered by the Board, shall be proposed to the general meetings for consideration and approval by more than two thirds of the voting rights held by the shareholders present at the general meetings.</p> <p>The reasons for adjustment of profit distribution policy and the opinions of independent non-executive directors and external supervisors shall be disclosed in the regular reports of the Company.</p>	<p>Article 196 If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the Board shall propose a resolution on the adjustment of the profit distribution policy based on the actual situation, and the adjusted profit distribution policy shall not breach any regulations of the CSRC and the stock exchanges and shall be for the best interests of the shareholders. The independent non-executive directors shall issue written review opinions on the adjustment of the profit distribution policy and the relevant proposals on the adjustment of the profit distribution policy, after being considered by the Board, shall be proposed to the general meetings for consideration and approval by more than two thirds of the voting rights held by the shareholders present at the general meetings.</p> <p>The reasons for adjustment of profit distribution policy and the opinions of independent non-executive directors and external supervisors shall be disclosed in the regular reports of the Company.</p>

No.	Before amendments	After amendments
30	<p data-bbox="355 264 485 293">Article 261</p> <p data-bbox="355 338 876 405">Notices of the Company shall be issued by the following means:</p> <p data-bbox="355 450 544 479">(1) in person;</p> <p data-bbox="355 524 523 553">(2) by post;</p> <p data-bbox="355 598 804 627">(3) by way of public announcement;</p> <p data-bbox="355 672 876 739">(4) other means provided for in the Articles of Association.</p>	<p data-bbox="904 264 1034 293">Article 238</p> <p data-bbox="904 338 1425 405">Notices of the Company shall be issued by the following means:</p> <p data-bbox="904 450 1093 479">(1) in person;</p> <p data-bbox="904 524 1075 553">(2) by post;</p> <p data-bbox="904 598 1350 627">(3) by way of public announcement;</p> <p data-bbox="904 672 1433 1003">(4) <u>by publishing on the website of the Company and the website designated by the Hong Kong Stock Exchange under the premise of complying with laws, administrative regulations and the relevant provisions of the securities regulatory authorities in the place where the Company's shares are listed;</u></p> <p data-bbox="904 1048 1433 1227"><u>(5)</u> other means <u>approved by the securities regulatory authorities in the place where the Company's shares are listed</u> or provided for in the Articles of Association.</p>

No.	Before amendments	After amendments
		<p><u>Even if this Articles of Association have otherwise provided for the methods of announcement or notification for any documents, notices, or other communications, subject to relevant provisions of the securities regulatory agencies where the Company's shares are listed, the Company may choose to issue corporate communications by the means specified in item (IV) in this Article to replace the means of sending written documents to each holder of overseas listed shares by hand or by postage paid mail. The abovementioned corporate communications refer to any documents sent or to be sent by the Company to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial accounting reports), interim reports (including interim financial accounting reports), Directors' report (together with the balance sheets and profit and loss statements), notice of the general meetings, circulars and other communication documents.</u></p> <p><u>In the case the rules of the securities regulatory authorities of the place where the Company's stocks are listed require the Company to send out, mail, deliver, distribute, announce or by other means provide relevant documents of the Company in both the Chinese and English language, if after the Company has made proper arrangement to determine whether its shareholders wish to receive either the English version or the Chinese version only, the Company may, within the scope permitted by applicable laws and regulations and according to such applicable laws and regulations, send to the relevant shareholders the English version or the Chinese version only (in accordance with the wishes as stated by the shareholders).</u></p>

No.	Before amendments	After amendments
31	<p data-bbox="355 264 485 293">Article 263</p> <p data-bbox="355 338 877 629">(1) Unless as otherwise provided for in these Articles of Association, all the notices, materials or written statements issued by the Company to holders of overseas-listed foreign- invested shares shall be delivered by messenger or by pre-paid mails to the registered address of each holder of such shares.</p> <p data-bbox="355 674 877 931">(2) Any shareholder who does not provide his registered address or is not available due to wrong address information shall be deemed to have received the notice if he Company has shown such notice at the Company's legal address for at least 24 hours.</p> <p data-bbox="355 976 877 1413">(3) The notice given to holders of domestic shares by the Company shall be published on the websites of the stock exchanges and with a public announcement in one or more newspapers or periodicals designated by the state's securities regulatory institution. Such notice shall be deemed to have been received by all the holders of domestic shares once such a public announcement has been published.</p>	<p data-bbox="903 264 1066 293">Article 240(1)</p> <p data-bbox="975 338 1433 629">Unless as otherwise provided for in these Articles of Association, all the notices, materials or written statements issued by the Company to holders of overseas-listed foreign-invested shares shall be delivered by messenger or by pre- paid mails to the registered address of each holder of such shares.</p> <p data-bbox="903 674 1433 931">(21) Any shareholder who does not provide his registered address or is not available due to wrong address information shall be deemed to have received the notice if he Company has shown such notice at the Company's legal address for at least 24 hours.</p> <p data-bbox="903 976 1433 1379">(32) The notice given to holders of domestic shares by the Company shall be published on the websites of the stock exchanges and with a public announcement in one or more newspapers or periodicals designated by the state's securities regulatory institution. Such notice shall be deemed to have been received by all the holders of domestic shares once such a public announcement has been published.</p>
32	<p data-bbox="355 1440 485 1469">Article 267</p> <p data-bbox="355 1514 711 1543">Provision on dispute resolution</p>	<p data-bbox="903 1440 1032 1469">Article 267</p> <p data-bbox="903 1514 1259 1543">Provision on dispute resolution</p>

No.	Before amendments	After amendments
33	<p data-bbox="355 264 485 293">Article 269</p> <p data-bbox="355 338 876 477">In the Articles of Association, the terms and expressions listed below shall have the following meanings, except alternative meanings according to the context:</p> <p data-bbox="355 528 411 544">.....</p>	<p data-bbox="904 264 1034 293">Article 245</p> <p data-bbox="904 338 1428 477">In the Articles of Association, the terms and expressions listed below shall have the following meanings, except alternative meanings according to the context:</p> <p data-bbox="904 528 960 544">.....</p> <p data-bbox="904 589 1428 976"><u>“controlling shareholder” a shareholder whose ordinary shares (including preference shares with voting rights restored) represent more than fifty percent of the total share capital of the Company; or in case the proportion of shareholding is less than fifty percent, the voting rights attached to the shares held by such shareholder can exert material effect on the resolutions of the Shareholders’ general meeting.</u></p> <p data-bbox="904 1021 1428 1229"><u>“de facto controller” a person who is able to dominate the acts of the Company by means of its investment relations, agreement or other arrangements despite that he/she is not a shareholder of the Company.</u></p> <p data-bbox="904 1274 1428 1693"><u>“connected relationship” the relation between the controlling shareholder, de facto controller, directors, supervisors, senior administrative officers of the Company and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Company. However, the relation between fellow state-controlled enterprises shall not be deemed as connected relationship merely because they are both controlled by the State.</u></p> <p data-bbox="904 1753 960 1769">.....</p>

II. AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

No.	Before amendments	After amendments
1	<p>Article 5</p> <p>The following guarantees of the Company shall be considered by the Board and submitted to general meeting for consideration and approval:</p> <p>(1) Any provision of guarantee when the aggregate amount of the guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) The provision of guarantee to a debtor whose asset to liability ratio exceeds 70%;</p> <p>(3) The amount of any single guarantee exceeds 10% of the latest audited net assets of the Company;</p> <p>(4) Guarantees provided to shareholders, actual controllers and their related parties;</p> <p>(5) Any guarantee where the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest audited total assets;</p> <p>(6) Other guarantees that shall be submitted to a general meeting for consideration and approval under the laws, regulations and the Articles of Association.</p>	<p>Article 5</p> <p><u>The provision of external guarantee by the Company shall be considered and approved by the Board.</u> The following guarantees of the Company shall be considered by the Board and submitted to general meeting for consideration and approval:</p> <p>(1) Any provision of guarantee when the aggregate amount of the guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) The provision of guarantee to a debtor whose asset to liability ratio exceeds 70%;</p> <p>(3) The amount of any single guarantee exceeds 10% of the latest audited net assets of the Company;</p> <p>(4) Guarantees provided to shareholders, actual controllers and their related parties; <u>Any guarantee where the amount exceeds 30% of the latest audited total assets of the Company according to the cumulative calculation principle of the guarantee amount within twelve (12) consecutive months;</u></p>

No.	Before amendments	After amendments
		<p>(5) Any guarantee where the amount exceeds 50% of the latest audited net assets of the Company according to the cumulative calculation principle of the guarantee amount within twelve (12) consecutive months;</p> <p>(6) Other guarantees that shall be submitted to a general meeting for consideration and approval under the laws, regulations, <u>listing rules of relevant stock exchanges</u> and the Articles of Association.</p> <p><u>The guarantee in Item (4) in the above shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.</u></p>

No.	Before amendments	After amendments
2	<p data-bbox="355 271 480 300">Article 17</p> <p data-bbox="355 356 879 645">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="355 696 879 1115">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="355 1167 879 1413">Save and except for the circumstances referred to in the preceding paragraphs, after the Board issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p> <p data-bbox="355 1464 879 1659">Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 18 of the Rules and this article may not be voted or resolved at the general meeting.</p>	<p data-bbox="904 271 1029 300">Article 17</p> <p data-bbox="904 356 1428 600">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="904 696 1428 1115">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board<u>convener</u> in writing 10 days prior to the date of the general meeting. The Board<u>convener</u> shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="904 1167 1428 1413">Save and except for the circumstances referred to in the preceding paragraphs, after the Board<u>convener</u> issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p> <p data-bbox="904 1464 1428 1659">Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 186 of the Rules and this article may not be voted or resolved at the general meeting.</p>

No.	Before amendments	After amendments
	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>

No.	Before amendments	After amendments
3	<p data-bbox="352 277 480 309">Article 18</p> <p data-bbox="352 376 879 1648">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</p>	<p data-bbox="901 277 1029 309">Article 18</p> <p data-bbox="901 376 1428 1648">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</p>

No.	Before amendments	After amendments
4	<p data-bbox="352 271 480 300">Article 19</p> <p data-bbox="352 349 823 383">Notice of a general meeting shall:</p> <p data-bbox="352 432 879 622">(1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary);</p> <p data-bbox="352 672 879 741">(2) specify the venue, date and time of the meeting;</p> <p data-bbox="352 790 879 904">(3) set out the matters and proposals to be considered at the meeting;</p> <p data-bbox="352 954 879 1659">(4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, 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 actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p>	<p data-bbox="901 271 1029 300">Article 19</p> <p data-bbox="901 349 1326 383">Notice of a general meeting shall:</p> <p data-bbox="901 432 1433 584">(1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary);</p> <p data-bbox="901 672 1433 741">(2) specify the venue, date and time and duration of the meeting;</p> <p data-bbox="901 790 1433 860">(3) set out the matters and proposals to be considered at the meeting;</p> <p data-bbox="901 954 1433 1581">(4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, 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 actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p>

No.	Before amendments	After amendments
	<p>(5) disclose the nature and degree of the material interest of any Director, supervisor, general manager or other Senior Management in the matters to be considered. In case that the impact of the matters to be considered on such Director, supervisor, general manager and other Senior Management as a shareholder is different from that on other shareholders of the same class, the difference shall be stated;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>.....</p>	<p>(5) disclose the nature and degree of the material interest of any Director, supervisor, general manager or other Senior Management in the matters to be considered. In case that the impact of the matters to be considered on such Director, supervisor, general manager and other Senior Management as a shareholder is different from that on other shareholders of the same class, the difference shall be stated;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>.....</p>
5	<p>Article 22</p> <p>Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members. In addition to the above two methods, notice of the general meeting can also be made in other ways stipulated in the Articles of Association.</p>	<p>Article 22</p> <p>Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by personal delivery or prepaid mail to the address of the shareholder as shown in the register of members. In addition to the above two methods, notice of the general meeting can also be made in other ways stipulated in the Articles of Association.</p>

No.	Before amendments	After amendments
	<p>For holders of A shares, notification of the general meeting can also be made in the form of an announcement. The aforementioned announcement shall be published on the websites of the securities exchanges and one or more national newspapers designated by the securities authority of the State Council within the period specified in Article 18 of the Rules; after the publication of such announcement, the holders of A shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, notification of the general meeting can also be made in the form of an announcement in accordance with the relevant provisions of the listing rules and the Articles of Association.</p>	<p>For holders of A shares, notification of the general meeting can also be made in the form of an announcement. The aforementioned announcement shall be published on the websites of the securities exchanges and one or more national newspapers designated by the securities authority of the State Council within the period specified in Article 18 of the Rules; after the publication of such announcement, the holders of A shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, notification of the general meeting can also be made in the form of an announcement in accordance with the relevant provisions of the listing rules and the Articles of Association.</p> <p><u>A meeting and the resolutions adopted thereat shall not be invalidated as a result of the accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.</u></p>

No.	Before amendments	After amendments
6		<p data-bbox="901 264 1034 297"><u>Article 29</u></p> <p data-bbox="901 342 1433 636"><u>Proxy forms issued by the shareholders appointing other persons to attend general meetings and those issued by the Board of Directors of the Company to shareholders for the purpose of appointing other persons to attend general meetings should include the following information:</u></p> <ol data-bbox="901 680 1433 1384" style="list-style-type: none"> <li data-bbox="901 680 1289 714"><u>(1) The name of the proxy;</u> <li data-bbox="901 759 1433 828"><u>(2) Whether the proxy has the voting right;</u> <li data-bbox="901 873 1433 1016"><u>(3) Instructions for voting in favour or against or abstaining from each resolution to be considered at the general meeting;</u> <li data-bbox="901 1061 1433 1131"><u>(4) The issue date and validity period of the proxy form;</u> <li data-bbox="901 1176 1433 1384"><u>(5) Signature (or seal) of the appointor. If the appointor is a legal person shareholder, it should be affixed with the seal of the legal person shareholder and signed by the legal representative.</u>

No.	Before amendments	After amendments
7	<p data-bbox="352 271 480 300">Article 33</p> <p data-bbox="352 349 879 864">The convener and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>	<p data-bbox="901 271 1029 300">Article 34</p> <p data-bbox="901 349 1433 674"><u>The register of attendees of the general meeting shall be prepared by the Company. Such register of the meeting shall specify information including the name, identity card number, residential address, number of the voting shares held or represented by the persons (or units) attending the meeting, name of the shareholders or proxies (or units).</u></p> <p data-bbox="901 719 1433 1234">The convener and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>

No.	Before amendments	After amendments
8	<p data-bbox="355 271 480 297">Article 42</p> <p data-bbox="355 349 874 454">The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p data-bbox="355 499 874 640">(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</p> <p data-bbox="355 768 874 795">(2) Issuance of Company's debentures;</p> <p data-bbox="355 840 874 913">(3) Division, merger, dissolution and liquidation of the Company;</p> <p data-bbox="355 976 416 1003">.....</p> <p data-bbox="355 1043 874 1256">(7) Other matters which resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</p>	<p data-bbox="904 271 1029 297">Article 44</p> <p data-bbox="904 349 1423 454">The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p data-bbox="904 499 1423 712">(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities; <u>Increase or reduction of the Company's registered capital;</u></p> <p data-bbox="904 757 1423 784">(2) Issuance of Company's debentures;</p> <p data-bbox="904 828 1423 969">(3) Division, <u>spin-off</u>, merger, dissolution, and liquidation <u>or change of company form</u> of the Company;</p> <p data-bbox="904 1032 965 1059">.....</p> <p data-bbox="904 1099 1423 1496">(7)(6) Other matters which, <u>according to the laws, administrative regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association and</u> resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</p>

No.	Before amendments	After amendments
9	<p data-bbox="352 259 480 293">Article 45</p> <p data-bbox="352 327 879 775">When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 100 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p data-bbox="352 801 879 1473">If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with.</p>	<p data-bbox="901 259 1029 293">Article 46</p> <p data-bbox="901 327 1428 775">When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 100110 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p data-bbox="901 801 1428 1435">If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with.</p> <p data-bbox="901 1447 1428 1693"><u>For significant matters to be decided in general meetings that would affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The result of such separate vote counting shall be timely disclosed.</u></p>

No.	Before amendments	After amendments
10	<p data-bbox="355 271 483 297">Article 46</p> <p data-bbox="355 349 877 602">Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p data-bbox="355 647 877 900">Voting in general meetings through web network shall not start earlier than 3:00 pm the day before the on-site meeting, nor shall it be later than 9:30 am on the day of on-site meeting and voting shall not conclude earlier than 3:00 pm on the day which the onsite meeting ends.</p>	<p data-bbox="904 271 1032 297">Article 47</p> <p data-bbox="904 349 1426 602">Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p data-bbox="904 647 1426 824"><u>If online voting was adopted for general meetings, the Company shall specify clearly in the notice of general meetings the timing and procedure of voting through web network.</u></p> <p data-bbox="904 869 1426 1122">Voting in general meetings through web network shall not start earlier than 3:00 pm the day before the on-site meeting, nor shall it be later than 9:30 am on the day of on-site meeting and voting shall not conclude earlier than 3:00 pm on the day which the onsite meeting ends.</p>

No.	Before amendments	After amendments
11	<p data-bbox="352 271 480 297">Article 49</p> <p data-bbox="352 349 879 752">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="352 797 879 1010">The same voting right shall only be exercised by one of the voting means including on-site or via internet. In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.</p>	<p data-bbox="901 271 1029 297">Article 50</p> <p data-bbox="901 349 1428 752">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="901 797 1428 1010"><u>When a proposal is considered at the general meeting, no change shall be made thereto; otherwise, the relevant change shall be treated as a new proposal which shall not be voted at the then general meeting.</u></p> <p data-bbox="901 1055 1428 1267">The same voting right shall only be exercised by one of the voting means including on-site or via internet. In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.</p>

No.	Before amendments	After amendments
12	<p data-bbox="352 271 480 300">Article 51</p> <p data-bbox="352 344 879 674">Before a resolution is put to vote at a general meeting, two shareholders shall be nominated as representatives to participate in vote counting and scrutinizing. If a shareholder is connected with the matter under consideration, such shareholder or his proxy shall not participate in vote counting or scrutinizing.</p> <p data-bbox="352 719 879 1010">When the shareholders are voting on the proposals, lawyers, shareholder representatives, supervisor representatives and the person(s) specified by the stock exchange(s) on which the Company's shares are listed (or the listing rules thereof) shall count and scrutinize the votes jointly.</p> <p data-bbox="352 1055 879 1234">Shareholders of the Company or his proxy who vote via the internet are entitled to check and inspect their voting results through the relevant voting system.</p> <p data-bbox="352 1279 879 1637">The on-site general meeting shall not end earlier than those held by online means. Prior to the formal announcement of the voting results, the related parties involved in the on-site general meeting and online voting, such as the listed company, vote counters, scrutineers, major shareholders and network service provider, shall undertake the obligations of confidentiality for the voting results.</p>	<p data-bbox="898 271 1026 300">Article 52</p> <p data-bbox="898 344 1433 636">Before a resolution is put to vote at a general meeting, two shareholders shall be nominated as representatives to participate in vote counting and scrutinizing. If a shareholder is connected with the matter under consideration, such shareholder or his proxy shall not participate in vote counting or scrutinizing.</p> <p data-bbox="898 680 1433 1084">When the shareholders are voting on the proposals, lawyers, shareholder representatives, supervisor representatives and the person(s) specified by the stock exchange(s) on which the Company's shares are listed (or the listing rules thereof) shall count and scrutinize the votes jointly, <u>and announce the voting results there and then. The voting results of the resolutions shall be recorded in the minutes of the meeting.</u></p> <p data-bbox="898 1128 1433 1263">Shareholders of the Company or his proxy who vote via the internet are entitled to check and inspect their voting results through the relevant voting system.</p> <p data-bbox="898 1308 1433 1576">The on-site general meeting shall not end earlier than those held by online means. <u>The chairman of the meeting shall announce the votings and results of each of the proposals, and announce whether the proposals have been passed according to the voting results.</u></p>

No.	Before amendments	After amendments
		<p>Prior to the formal announcement of the voting results, the related parties involved in the on-site general meeting and online voting, such as the listed company, vote counters, scrutineers, major shareholders and network service provider, shall undertake the obligations of confidentiality for the voting results.</p>
13	<p>Article 52</p> <p>When a poll is adopted, shareholders (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes.</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”.</p> <p>Voting papers that are left blank, unduly completed, illegible or that have not been used are deemed as votes to mean that the voter has waived his voting rights, and the voting results corresponding to the shares in his possession shall be treated as “abstain from voting”.</p>	<p>Article 53</p> <p>When a poll is adopted, shareholders (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes.</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”. <u>The exception is that the securities registration and clearing institution, as the nominal holder of the stock connect mechanism between the mainland and Hong Kong stock markets, makes declarations in accordance with the actual holder’s intentions.</u></p> <p>Voting papers that are left blank, unduly completed, illegible or that have not been used are deemed as votes to mean that the voter has waived his voting rights, and the voting results corresponding to the shares in his possession shall be treated as “abstain from voting”.</p>

No.	Before amendments	After amendments
14	<p>Article 53</p> <p>In the case of equivalency between the dissenting votes and affirmative votes, the chairman of the meeting shall be entitled to an additional vote.</p>	<p>Article 53</p> <p>In the case of equivalency between the dissenting votes and affirmative votes, the chairman of the meeting shall be entitled to an additional vote.</p>
15	<p>Article 56 If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. The minutes of the meeting shall be signed by the chairman (chairman of the meeting) and Directors, supervisors, secretary to the Board, the convener or their representatives attending the meeting.</p>	<p>Article 56 If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. <u>The convener shall ensure the truthfulness, accuracy and completeness of the minutes.</u> The minutes of the meeting shall be signed by the chairman (chairman of the meeting) and Directors, supervisors, secretary to the Board, the convener or their representatives attending the meeting.</p>
16	<p>Article 57</p> <p>The minutes of the meeting shall contain the following contents:</p> <p>.....</p>	<p>Article 57</p> <p><u>The secretary to the Board shall be responsible for</u> Tthe minutes of the meeting, <u>which</u> shall contain the following contents:</p> <p>.....</p>
17	<p>Article 58-71</p> <p>Special Procedures for Voting by Classified Shareholders</p>	<p>Article 58-71</p> <p>Special Procedures for Voting by Classified Shareholders</p>

All other parts of the “Articles of Association” and the “Rules of Procedures for General Meetings” remain unchanged, except that the numbers of some articles have changed according to the amendments herein. The amendments to the “Articles of Association” and the “Rules of Procedures for General Meetings” proposed by the Company shall be submitted to the general meeting of the Company for consideration and approval.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and the Rules of Procedures for General Meetings of the Company and a notice convening the general meeting and the circular of the general meeting will be despatched to the Shareholders as and when appropriate.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED*
YU Lina
Company Secretary

Luoyang, the PRC
27 March 2024

As at the date of this announcement, the Board comprises Mr. Liu Jiguo (Chairman) and Mr. Wei Tao as executive Directors; Mr. Zhang Zhiyu, Mr. Fang Xianfa and Mr. Zhang Bin as non-executive Directors; and Mr. Edmund Sit, Mr. Wang Shumao and Mr. Xu Liyou as independent non-executive Directors.

* *For identification purposes only*