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JL MAG RARE-EARTH CO., LTD.

江西金力永磁科技股份有限公司

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

(Stock Code: 06680)

**ANNOUNCEMENT
PROPOSED CHANGE OF REGISTERED CAPITAL
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
THE WORKING RULES FOR INDEPENDENT DIRECTORS**

The meeting of the board of directors (the “**Board**”) of JL MAG RARE-EARTH CO., LTD. (the “**Company**”) was convened on March 30, 2023, to consider and approve (1) change of registered capital of the Company (“**Proposed Change of Registered Capital**”); and (2) amendments to the Articles of Association of JL MAG RARE-EARTH CO., LTD. (the “**Articles of Association**”) and the Working Rules for Independent Directors of JL MAG RARE-EARTH CO., LTD. (the “**Working Rules for Independent Directors**”) (the above amendments referred to as the “**Proposed Amendments**”).

PROPOSED CHANGE OF REGISTERED CAPITAL

In view of the implementation of the 2020 Restricted Share Incentive Plan by the Company, the attribution and registration of the Type II Registered Shares were completed on December 25, 2023, with a total of 2,230,784 Shares registered, and the share capital has been increased by 2,230,784 shares correspondingly. The total share capital of the Company has increased from 1,342,540,451 Shares to 1,344,771,235 Shares and the registered capital was increased from RMB1,342,540,451 to RMB1,344,771,235.

PROPOSED AMENDMENTS

Due to the above-mentioned change of the registered capital of the Company, and in view of the “Measures for the Administration of Independent Directors of Listed Companies” [Decree No. 220] was issued by the China Securities Regulatory Commission in August 2023, in order to further enhance the standardised operation level and improve the corporate governance structure, the Company intends to amend the Articles of Association, and taking into account the actual conditions of the Company, the Board approved and proposed to make the Proposed Amendments.

For details of the Proposed Amendments to the Articles of Association and the Working Rules for Independent Directors, please refer to Appendix I and Appendix II to this announcement, respectively.

The Proposed Change of Registered Capital and the Proposed Amendments are subject to the consideration and approval of the shareholders of the Company at the shareholders' general meeting of the Company. The Board also proposes to the Shareholders' general meeting to authorize the management of the Company to handle the subsequent registration for modification of industrial and commercial items, filing of the Articles of Association and other related matters. The authorization is valid from the date of the passing of the consideration and approval by the Shareholders' general meeting to the date when the relevant modification of industrial and commercial items and filing of the Articles of Association are completed, of which, the specific changes in the content of the Articles of Association of the Company is subject to the industrial and commercial registration.

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

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

Jiangxi, March 28, 2024

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

APPENDIX I

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

No.	Before Amendments	After Amendments
1	Article 6 The registered capital of the Company is RMB1,342,540,451.	Article 6 The registered capital of the Company is RMB 1,344,771,235 .
2	Article 22 The total number of shares of the Company is 1,342,540,451, all of which are ordinary shares, including 1,141,794,851 shares, held by shareholders of A shares, accounting for approximately 85.05% of the total share capital of the Company; 200,745,600 shares held by shareholders of H shares, accounting for approximately 14.95% of the total share capital of the Company.	Article 22 The total number of shares of the Company is 1,344,771,235 , all of which are ordinary shares, including 1,144,025,635 shares, held by shareholders of A shares, accounting for approximately 85.07% of the total share capital of the Company; 200,745,600 shares held by shareholders of H shares, accounting for approximately 14.93% of the total share capital of the Company.
3	<p>Article 102(1) The following matters shall be resolved by way of special resolutions at a Shareholders' general meeting:</p> <p>(I) Increase or reduction of the registered capital of the Company, and issuance of any types of shares, warranties and other similar securities by the Company;</p> <p>(II) Issuance of corporate bonds;</p> <p>(III) <u>Division, merger, dissolution and liquidation of the Company;</u></p> <p>(IV) Amendments to the Articles of Association and its appendixes (including the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee);</p>	<p>Article 102(1) The following matters shall be resolved by way of special resolutions at a Shareholders' general meeting:</p> <p>(I) Increase or reduction of the registered capital of the Company, and issuance of any types of shares, warranties and other similar securities by the Company;</p> <p>(II) Issuance of corporate bonds;</p> <p>(III) Division, merger, dissolution and liquidation of the Company or alteration of corporate form;</p> <p>(IV) Amendments to the Articles of Association and its appendixes (including the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee);</p>

No.	Before Amendments	After Amendments
	<p>(V) Any purchase or disposal of substantial assets made by or guarantee provided by the Company within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(VI) Guarantee provided in Article 59 of the Articles of Association, except guarantee provided by the Company to its controlled subsidiary(ies);</p> <p>(VII) Share Incentive Plan;</p> <p>(VIII) Spin-off & listing of subsidiaries;</p> <p>(IX) Major assets restructuring;</p> <p>(X) The shareholders general meeting of the listed company resolves to cancel the listing and trading of its shares on the stock exchange where they are listed and decides not to trade on the exchange or to apply for trading or transfer on other stock exchange instead;</p> <p>(XI) Any other matters as required by the laws, administrative regulations, the listing rules of stock exchange where shares of the Company are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at a Shareholders' general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p>	<p>(V) Any purchase or disposal of substantial assets made by or guarantee provided by the Company within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(VI) Guarantee provided in Article 59 of the Articles of Association, except guarantee provided by the Company to its controlled subsidiary(ies);</p> <p>(VII) Share Incentive Plan;</p> <p>(VIII) Spin-off & listing of subsidiaries;</p> <p>(IX) Major assets restructuring;</p> <p>(X) The shareholders general meeting of the listed company resolves to cancel the listing and trading of its shares on the stock exchange where they are listed and decides not to trade on the exchange or to apply for trading or transfer on other stock exchange instead;</p> <p>(XI) Any other matters as required by the laws, administrative regulations, the listing rules of stock exchange where shares of the Company are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at a Shareholders' general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p>

No.	Before Amendments	After Amendments
4	<p>Article 160 The independent directors shall meet the following requirements:</p> <p>(I) To have the qualification of acting as a director of a Company according to the laws, administrative regulations and other relevant requirements specific to the place of listing of the Company;</p> <p>(II) have the independence required by the <u>Rules for Independent Directors of Listed Companies</u>, and independent directors should also meet the requirements on “independent non-executive directors” of the Hong Kong Listing Rules;</p> <p>(III) To have the basic understanding of operation of the Company and be familiar with the relevant laws, administrative regulations, regulatory provisions and rules of the place of listing of the Company;</p> <p>(IV) To possess five or more years of experience in law, <u>economics or other necessary duties</u> as an independent director;</p> <p>(V) Independent directors and individuals who intend to act as independent directors shall participate in the training organized by the CSRC and its authorized institutions in accordance with the provisions.</p>	<p>Article 160 The independent directors shall meet the following requirements:</p> <p>(I) To have the qualification of acting as a director of a Company according to the laws, administrative regulations and other relevant requirements specific to the place of listing of the Company;</p> <p>(II) have the independence required by the Measures for the Administration of Independent Directors of Listed Companies, and independent directors should also meet the requirements on “independent non-executive directors” of the Hong Kong Listing Rules;</p> <p>(III) To have the basic understanding of operation of the Company and be familiar with the relevant laws, administrative regulations, regulatory provisions and rules of the place of listing of the Company;</p> <p>(IV) To possess five or more years of experience in law, accounting or economics field for serving as an independent director;</p> <p>(V) Possess good personal integrity and no adverse record of major breach of trust, etc.;</p> <p>(VI) Independent directors and individuals who intend to act as independent directors shall participate in the training organized by the CSRC and its authorized institutions in accordance with the provisions.</p>

No.	Before Amendments	After Amendments
5	<p>Article 161 The following persons are not allowed to be the independent director:</p> <p>(I) Employees of the Company or its associated companies and their immediate family members, major social relationships (<u>immediate family refers to the spouse, parents, and children, etc.; major social relationships refer to the brothers and sisters, parents-in-law, daughters-in-law and sons-in-law, spouses of siblings and siblings of spouse, etc.</u>);</p> <p>(II) Natural person shareholders and their immediate family member holding, directly or indirectly, 1% or more of issued shares of the Company or the top ten largest shareholders;</p> <p>(III) Corporate shareholder holding, directly or indirectly, 5% or more of the issued shares of the Company or employees of the top five largest corporate shareholders and their immediate family members;</p> <p>(IV) <u>Persons falling in one of the above-mentioned in the preceding year;</u></p>	<p>Article 161 Independent director shall maintain independence. The following persons are not allowed to be the independent director:</p> <p>(I) Employees of the Company or its associated companies and their immediate family members, major social relationships;</p> <p>(II) Natural person shareholders and their immediate family member holding, directly or indirectly, 1% or more of issued shares of the Company or the top ten largest shareholders;</p> <p>(III) Corporate shareholder holding, directly or indirectly, 5% or more of the issued shares of the Company or employees of the top five largest corporate shareholders and their immediate family members;</p> <p>(IV) Employees of the associated companies of the controlling shareholders and de facto controllers of the Company and their immediate family members;</p>

No.	Before Amendments	After Amendments
	<p>(V) <u>Persons that provide the financial, legal and consulting services to the Company or its affiliated companies;</u></p> <p>(VI) <u>Other persons who concurrently serve as independent director for five (5) listed companies;</u></p> <p>(VII) <u>The persons whose appointment will affect the independence as an independent director as specified by the Hong Kong Listing Rules;</u></p> <p>(VIII) <u>Other persons as identified by the securities regulatory authority of the place of listing of the Company.</u></p>	<p>(V) Persons who have material business relationship with the Company and its controlling shareholders, de facto controllers or their respective associated companies, or persons who work for an entity and its controlling shareholders and de facto controllers with which the Company has material business dealings;</p> <p>(VI) Persons that provide the financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, de facto controllers or their respective associated companies, including but not limited to all the members of the project team, reviewers at all levels, persons signing the report, partners, directors, senior management and main responsible persons of any intermediary which provides such services;</p> <p>(VII) Persons who fall within any of the foregoing six circumstances in the latest 12 months;</p> <p>(VIII) Persons who concurrently serve as independent directors of three listed companies;</p>

No.	Before Amendments	After Amendments
		<p>(IX) Persons whose appointment will affect the independence as an independent director as specified by the Hong Kong Listing Rules;</p> <p>(X) Other persons determined by laws, the administrative regulations, the CSRC, business rules of the stock exchanges where the shares of the Company are listed and the Articles of Association of the Company.</p> <p>Associated companies of controlling shareholders and de facto controllers of the Company referred to in items (IV) to (VI) of the preceding paragraph exclude the associated companies which do not constitute connected relationship with the Company as stipulated in the Rules Governing the Listing of Stocks on the ChiNext Market of the Shenzhen Stock Exchange.</p> <p>In item (I), “immediate family members” refer to spouse, father, mother and children; “major social relationships” refer to siblings, spouse of siblings, and parents of spouse, siblings of spouse, spouses of children and parents of children’s spouse; “material business dealings” refer to the matters which are required to be put forward to the shareholders’ general meeting in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Shenzhen Stock Exchange and other relevant regulations of the Exchange or the Articles of Association of the Company, or other material matters as recognized by the Shenzhen Stock Exchange; “work” refers to a director, supervisor, senior manager and other staff.</p>

No.	Before Amendments	After Amendments
6	<p>Article 162 Nomination, election and replacement of the independent directors.</p> <p>(I) The Board of Directors, Supervisory Committee or shareholders holding 1% of more of issued shares of the Company may nominate the candidates for independent directors and be elected at the shareholders' general meeting.</p> <p>(II) The nominator of independent directors shall obtain the nominee's consent before the nomination. The nominator shall understand the occupation, education background, professional title and detailed work experiences as well as all the parttime position of the nominee, and <u>express his/her opinion on the qualification and independence of the nominee as an independent director. The nominee shall make a public declaration that no relationship between himself/herself and the Company would impact on his/her independence.</u></p> <p>Before the convening of the shareholders' general meeting for electing the independent directors, the Board of Directors of the Company shall announce the abovementioned content as required.</p>	<p>Article 162 Nomination, election and replacement of the independent directors.</p> <p>(I) The Board of Directors, Supervisory Committee or shareholders holding 1% of more of issued shares of the Company may nominate the candidates for independent directors and be elected at the shareholders' general meeting.</p> <p>The nominator shall not nominate any person as the candidate for independent director with whom he or she has an interest or has any other relationship that may affect the independent performance of his or her duties.</p> <p>(II) The nominator of independent directors shall obtain the nominee's consent before the nomination. The nominator shall understand the occupation, education background, professional title and detailed work experiences as well as all the parttime position of the nominee. The nominee should provide an opinion on whether there were any significant adverse records such as breach of trust, etc., and his/her compliance with the independence and other requirements for being an independent director. The nominee shall make a public statement of his or her independence and other qualifications to serve as an independent director.</p> <p>Before the convening of the shareholders' general meeting for electing the independent directors, the Board of Directors of the Company shall announce the abovementioned content as required.</p>

No.	Before Amendments	After Amendments
	<p data-bbox="277 223 836 800">(III) <u>When the Company releases a notice of shareholders' meeting convened for the election of independent directors, it shall submit the nominee statements, candidate statements and biographical information of all candidates for independent directors to the stock exchange on which the Company's shares are listed for filing. Should the Board of Directors of the Company disagrees to the relevant information of a candidate for independent director, related written opinions of the Board of Directors shall be filed as well.</u></p> <p data-bbox="373 832 836 1251">The stock exchange on which the Company's shares are listed shall, within five trading days of receipt of the above materials, examine the qualifications of the candidates for independent director. Any candidates for independent directors to whom the stock exchange on which the Company's shares are listed has raised objection may not be proposed to the shareholders' meeting for consideration.</p>	<p data-bbox="871 223 1430 1251">(III) The Company shall, at the latest, submit the "Declaration and Undertaking of Nominator of Independent Director", the "Declaration and Undertaking of Nominee for Independent Director" and "Curriculum Vitae of Independent Director Candidate" to the Shenzhen Stock Exchange on the date of publication of the announcement in relation to convening the shareholders' general meeting for the election of independence directors, disclosing the relevant declarations and undertakings and the review opinions of the Nomination Committee or the specialised meeting of independent directors and confirming the truthfulness, accuracy and completeness of the contents of the announcements. Should the Board of Directors of the Company disagrees to the relevant information of a candidate for independent director, related written opinions of the Board of Directors shall be filed as well.</p>

No.	Before Amendments	After Amendments
	<p>On the shareholders' general meeting for electing the independent directors, the Board of Directors of the Company shall state whether the stock exchange on which the Company's shares are listed has any objections to the candidate for independent directors.</p>	<p>The stock exchange on which the Company's shares are listed shall, within five trading days of receipt of the above materials, examine the qualifications of the candidates for independent director. Any candidates for independent directors to whom the stock exchange on which the Company's shares are listed has raised objection may not be proposed to the shareholders' meeting for consideration.</p> <p>On the shareholders' general meeting for electing the independent directors, the Board of Directors of the Company shall state whether the stock exchange on which the Company's shares are listed has any objections to the candidate for independent directors.</p>

No.	Before Amendments	After Amendments
	<p>(IV) The terms of office for each independent director shall be the same as the other Directors of the Board of Directors. Upon the expiry of the term of office, the independent directors may be re-elected or reappointed; however, the period of reappointment shall not exceed six years.</p> <p>(V) <u>If the independent directors fail to attend the meeting of the Board of Directors in person for three consecutive times, the Board of Directors may propose to the shareholders' general meeting to remove such independent director.</u></p> <p><u>Except the abovementioned situation and the situation as stipulated in the Company Law that he/she is not allowed to be the directors, the independent directors shall not be removed before the expiry of his terms of office without good cause. For any pre-mature removal, the Company shall disclose special matter for disclosure. If the independent director being removed is of the view that the reason for removal is inappropriate, he shall make public declaration.</u></p>	<p>(IV) The terms of office for each independent director shall be the same as the other Directors of the Board of Directors. Upon the expiry of the term of office, the independent directors may be re-elected or reappointed; however, the period of reappointment shall not exceed six years.</p> <p>(V) If the independent directors fail to attend the meeting of the Board of Directors in person for two consecutive times and does not appoint another independent director to attend on his/her behalf, the Board of Directors shall, within 30 days from occurrence of such matter, submit a proposal to the <u>shareholders' general meeting for the dismissal of that independent director.</u></p> <p>Except the abovementioned situation and the situation as stipulated in the laws and the administration regulations that he/she is not allowed to be the directors, the independent directors shall not be removed before the expiry of his terms of office without good cause. For any pre-mature removal in accordance with legal procedures, the Company shall disclose the specific reasons and basis. Where an independent director has a dissenting opinion, the Company shall disclose the same in a timely manner.</p>

No.	Before Amendments	After Amendments
	<p>(VI) <u>An independent director may resign before the expiry of his/her term of office. The independent director shall submit the written resignation letter to the Board of Directors and state any matter which is relevant to his/her resignation or he/she consider that it would be necessary to draw the attention of the shareholder and creditor of the Company.</u></p>	<p>(VI) An independent director may resign before the expiry of his/her term of office. The independent director shall submit the written resignation letter to the Board of Directors and state any matter which is relevant to his/her resignation or he/she consider that it would be necessary to draw the attention of the shareholder and creditor of the Company. The Company shall disclose the reasons for the resignation of the independent directors and their concerns.</p>

No.	Before Amendments	After Amendments
	<p><u>Should resignation of an independent directors reduces the number of independent directors or the number of directors in the Board of Directors to less than the statutory quorum or minimum number as required by the Articles of Association, the independent directors shall still perform their duties in accordance with the laws, administrative regulations and the provisions of these Articles of Association before the re-elected independent director takes office. The Board of Directors shall convene a shareholders' general meeting to re-elect independent directors within two months, and in case of absence of such meeting, the independent director concerned may no longer perform their duties.</u></p>	<p>If the proportion of independent directors in the Board of Directors or its special committees is less than the minimum number required by the laws or the Articles of Association of the Company due to the resignation of independent Directors, or there is a lack of accounting professionals in the independent Directors, the independent Directors who intend to resign shall continue to perform their duties in accordance with the laws, administrative regulations and the Articles of Association until the newly elected independent Directors take office. The listed company shall complete the by-election within 60 days from the date of resignation of the independent director.</p> <p>The proportion of independent Directors in the Board of Directors or its special committees does not comply with laws, regulations or the Articles of Association due to the resignation or removal of independent Directors as a result of not complying with the provisions of Article 160(1) or (2) of these Articles, or the lack of accounting professionals among independent Directors, the Company shall complete the by-election within 60 days from the date of occurrence of the foregoing facts.</p>

No.	Before Amendments	After Amendments
7	Newly added	<p>Article 163 The independent <u>directors</u> shall perform the following duties:</p> <p>(I) to participate in the decision-making of the Board and express clear opinions on the matters discussed;</p> <p>(II) to supervise the potential material conflict of interests between the listed company and its controlling shareholders, de facto controllers, directors and senior management as set out in Articles 166, 169, 171 and 172, so that the decision-making of the Board of Directors is in the interests of the listed company as a whole and the legitimate rights and interests of minority shareholders are protected;</p> <p>(III) to provide professional and objective advice on the Company’s operation and development, and promote the quality decision-making of the Board;</p> <p>(IV) Other duties as stipulated by laws, administrative regulations, provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association.</p>

No.	Before Amendments	After Amendments
8	<p data-bbox="276 225 831 331"><u>Article 163 Independent directors shall perform and exercise the following specific duties and powers:</u></p> <ol style="list-style-type: none"> <li data-bbox="276 378 831 821">1. <u>any connected transactions required to be brought forth to a shareholders' meeting for examination shall be endorsed by independent Directors before presented for review on a meeting of the Board of Directors. Prior to making any judgment, independent Directors may hire an intermediary institution to prepare a special report for consideration;</u> <li data-bbox="276 868 831 974">2. <u>to propose to the Board of Directors on engagement or removal of the accounting firm;</u> <li data-bbox="276 1021 831 1127">3. <u>to propose to the Board of Directors to convene extraordinary general meetings;</u> <li data-bbox="276 1174 831 1421">4. <u>to collect the opinions of small and medium shareholders, propose plans for profit distribution and capitalization of capital reserve, and submit them to the Board of Directors for consideration;</u> <li data-bbox="276 1468 831 1532">5. <u>to propose to hold meetings of the Board of Directors;</u> <li data-bbox="276 1578 831 1642">6. <u>to engage independently external auditors and consulting firms;</u> <li data-bbox="276 1689 831 1906">7. <u>to publicly solicit voting rights from shareholders prior to shareholders' general meetings. No compensation or compensation in disguise shall be paid for such solicitation.</u> 	<p data-bbox="869 225 1428 331">Article 164 Independent directors shall perform and exercise the following specific duties and powers:</p> <ol style="list-style-type: none"> <li data-bbox="869 378 1428 561">(I) to engage independent intermediaries to conduct audits, consultations and verifications on specific matters of the listed company; <li data-bbox="869 608 1428 749">(II) to propose to the Board of Directors to convene extraordinary general meetings; <li data-bbox="869 795 1428 859">(III) to propose to hold meetings of the Board of Directors; <li data-bbox="869 906 1428 1012">(IV) to publicly solicit voting rights from shareholders in accordance with the laws; <li data-bbox="869 1059 1428 1242">(V) to express independent views on matters which may prejudice the interests of the listed company or the minority shareholders; <li data-bbox="869 1289 1428 1570">(VI) Other duties and responsibilities as stipulated in the laws and administrative regulations and the securities regulatory authorities on the place where the shares of the Company are listed and the Articles of Association.

No.	Before Amendments	After Amendments
9	<p>Article 164 <u>For independent directors to exercise the above powers, at least half of all independent director’s approval shall be obtained. The exercise of the powers and functions set forth in the sixth item of the preceding Article shall be approved by all independent directors. Matters in items 1 and 2 of the preceding Article shall be submitted to the Board of Directors for discussion only with the consent of at least one-half of the independent directors. In the event that the abovementioned proposals have not been adopted or the above powers cannot be exercised normally, the Company shall disclose such situations.</u></p>	<p>Article 165 For independent directors to exercise the powers set forth in items (I) to (III) of Article 164, more than half of all independent director’s approval shall be obtained. The independent directors exercise the powers set forth in item (I) of Article 164, the Company shall disclose on a timely manner. In the event that the above powers cannot be exercised normally, the Company shall disclose such situations and reasons.</p>
10	<p>Newly added</p>	<p>Article 166 The following matters shall be submitted to the Board of Directors for consideration after being approved with the consent of a majority of all independent Directors of the listed company:</p> <ul style="list-style-type: none"> <li data-bbox="866 1144 1433 1219">(i) Related party transactions that should be disclosed; <li data-bbox="866 1257 1433 1406">(ii) The proposal of the listed company and related parties to change or waive their undertakings; <li data-bbox="866 1444 1433 1593">(iii) Decisions made and measures taken by the Board of Directors of the acquired listed company in relation to the acquisition; <li data-bbox="866 1632 1433 1781">(iv) Other matters as prescribed by laws, administrative regulations, the CSRC and the Articles of Association.

No.	Before Amendments	After Amendments
11	<p data-bbox="276 225 831 370"><u>Article 165 Apart from the duties set forth above, independent directors shall also express their independent opinions on the following major matters:</u></p> <ol style="list-style-type: none"> <li data-bbox="276 417 831 485">1. <u>nomination or removal of directors;</u> <li data-bbox="276 527 831 595">2. <u>appointment or removal of senior management;</u> <li data-bbox="276 638 831 749">3. <u>remuneration of directors and senior management of the Company;</u> <li data-bbox="276 791 831 1081">4. <u>formulation, adjustment, decision-making procedures, implementation and information disclosure of the Company's cash dividend policy, and whether the profit distribution policy has damaged the legitimate interests of small and medium investors;</u> <li data-bbox="276 1123 831 1608">5. <u>major matters that need disclosure such as connected transactions, provision of guarantees (excluding guarantees to subsidiaries within the scope of consolidation), entrustment of financial management, provision of external financial assistance, matters relating to use of proceeds, the Company's change in accounting policies as well as investments in shares and derivatives thereof;</u> 	Deleted

No.	Before Amendments	After Amendments
	<p data-bbox="276 225 834 370"><u>6. major asset restructuring proposals, equity incentive plans, employee share ownership plans, and share repurchase proposals;</u></p> <p data-bbox="276 417 834 634"><u>7. the Company's proposed decision that its shares will no longer be traded on the Shenzhen Stock Exchange, or instead application for trading or transfer at other trading venues;</u></p> <p data-bbox="276 676 834 746"><u>8. the employment and dismissal of accounting firms;</u></p> <p data-bbox="276 789 834 1006"><u>9. making changes in accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</u></p> <p data-bbox="276 1049 834 1236"><u>10. financial accounting reports and internal controls of listed companies issued by accounting firms with non-standard unqualified audit opinions;</u></p> <p data-bbox="276 1278 834 1349"><u>11. the internal control evaluation report;</u></p> <p data-bbox="276 1391 834 1461"><u>12. programs for changes in commitments by relevant parties;</u></p> <p data-bbox="276 1504 834 1610"><u>13. the impact of preferred share issuance on equity of all types of shareholders of the company;</u></p> <p data-bbox="276 1653 834 1798"><u>14. matters that the independent directors believe may harm the rights and interests of small and medium shareholders;</u></p>	

No.	Before Amendments	After Amendments
	<p>15. <u>other matters stipulated by relevant laws, administrative regulations, departmental rules, regulatory documents, business rules of the stock exchange where the shares of the Company are listed as well as the Articles of Association.</u></p>	
12	<p>Article 166 Each of the independent directors shall provide his or her comments on the above issues: either agreeing to the relevant proposal; reserving his opinion with reasons; objecting to the relevant proposal with reasons; or expressing his or her views as not being able to provide his or her comments and the difficulties thereof. The opinions expressed by the independent directors shall be specific and unambiguous.</p>	Deleted

No.	Before Amendments	After Amendments
13	<p>Article 167 The Company shall provide the working conditions necessary for independent directors effectively performing their special duties.</p> <p>(I) <u>The Company shall ensure that independent directors enjoy the same right to information as other directors. The Company shall notify the independent directors in advance of any matters that require a decision by the Board of Directors and provide sufficient information at the same time. If the independent directors consider that the contents of the matters to be considered by the Board of Directors is unclear, non-specific or the relevant information is insufficient, they may request the Company to provide additional information or further explanation. If two or more independent directors consider that the information on the matters to be considered is insufficient or the arguments are unclear, they may jointly propose in writing to the Board of Directors to postpone the Board of Directors' meeting or the consideration of the relevant matters, and the Board of Directors shall accept such proposal.</u></p> <p><u>Information provided by the Company to an independent director shall be retained by the Company and the independent director himself or herself for at least five years.</u></p>	<p>Article 167 The Company shall provide the working conditions necessary for independent directors effectively performing their special duties.</p> <p>(I) The Company shall issue a notice of board meeting to independent directors in a timely manner, provide relevant meeting materials no later than the notice period of board meeting stipulated by laws, administrative regulations, the regulations of the CSRC or the Articles of Association, and provide effective communication channels for independent directors. Where a special committee of the Board convenes a meeting, the Company shall, in principle, provide relevant materials and information no later than three days prior to the meeting of the special committee. The Company shall keep the above meeting materials for at least ten years.</p> <p>If two or more independent directors consider that the meeting materials are incomplete, the argumentation is insufficient or the provision is not timely, they may propose in writing to the Board of Directors to postpone the convening of the meeting or postpone the consideration of the matter, and the Board of the Directors shall adopt such proposal.</p>

No.	Before Amendments	After Amendments
	<p>(II) The Company shall provide the working conditions necessary for the independent directors to perform their duties. The secretary of the Board of Directors of the Company shall actively provide assistance to the independent directors in their performance of duties, <u>such as introducing the status and providing materials. Where independent opinions, proposals and written explanations by independent directors shall be announced, the secretary of the Board of Directors shall promptly access the stock exchange for such announcements.</u> Independent directors shall have the right to request the Company to disclose the status of proposals made by them but not adopted by the Company and the reasons for not adopting such proposals.</p>	<p>(II) The Company shall provide the working conditions necessary for the independent directors to perform their duties. The secretary of the Board of Directors of the Company shall actively provide assistance to the independent directors in their performance of duties, such as introducing the status and providing materials, organising or co-operating with the independent directors in carrying out site visits, etc. The matters involved the performance of duties by independent directors that shall be disclosed, the secretary of the Board of the Directors shall handle the disclosure in a timely manner. Independent directors shall have the right to request the Company to disclose the status of proposals made by them but not adopted by the Company and the reasons for not adopting such proposals.</p>

No.	Before Amendments	After Amendments
	<p>(III) When an independent director exercises his or her powers and responsibilities, relevant personnel of the Company shall actively cooperate and shall not refuse, obstruct or conceal or interfere with his or her independent exercise of powers and responsibilities; if an independent director encounters any obstruction in the exercise of his or her powers and responsibilities, he or she may explain the situation to the Board of Directors of the Company and <u>request the senior management or the secretary of the Board of Directors to cooperate.</u></p>	<p>(III) When an independent director exercises his or her powers and responsibilities, relevant personnel of the Company shall actively cooperate and shall not refuse, obstruct or conceal or interfere with his or her independent exercise of powers and responsibilities; if an independent director encounters any obstruction in the exercise of his or her powers and responsibilities, he or she may explain the situation to the Board of Directors of the Company and request the senior management or the secretary of the Board of Directors to cooperate and the specific circumstances of the obstruction and its resolution are recorded in the work record; if the obstruction is not resolved, it can be reported to the CSRC and stock exchanges.</p> <p>(IV) The fees for the independent directors to engage an intermediary and other expenses incurred in the exercise of their duties and responsibilities shall be borne by the Company.</p>

No.	Before Amendments	After Amendments
	<p>(IV) The fees for the independent directors to engage an intermediary and other expenses incurred in the exercise of their duties and responsibilities shall be borne by the Company.</p> <p>(V) The Company shall provide appropriate allowance to independent directors. The criteria for the allowance shall be formulated by the Board of Directors, considered and approved by the shareholders in a shareholders' general meeting and disclosed in the Company's annual report.</p> <p>Save for the above allowance, independent directors shall not receive additional and other undisclosed benefits from the Company and <u>major shareholders or interested organizations and personnel of the Company.</u></p>	<p>(V) The Company shall provide appropriate allowance to independent directors. The criteria for the allowance shall be formulated by the Board of Directors, considered and approved by the shareholders in a shareholders' general meeting and disclosed in the Company's annual report.</p> <p>Save for the above allowance, independent directors shall not receive additional and other undisclosed benefits from the Company and major shareholders, de facto controllers or interested organizations and personnel of the Company.</p>
14	<p>Article 168 The Board of Directors shall set up an audit committee, and may establish special committees for strategy, nomination, remuneration and appraisal as needed. All members of the special committees shall be composed of directors, and more than half of the directors in the nomination, audit, remuneration and appraisal committees shall be independent directors, while <u>at least one independent director shall be an accounting professional in the audit committee, and the convener of the audit committee should be an accounting professional.</u></p>	<p>Article 168 The Board of Directors shall set up an audit committee, and may establish special committees for strategy, nomination, remuneration and appraisal as needed. All members of the special committees shall be composed of directors, and more than half of the directors in the nomination, audit, remuneration and appraisal committees shall be independent directors, while the Audit Committee shall be composed of directors who do not hold senior management positions in the Company. and at least one of them should be an independent director. The convener of the Audit Committee shall be an accounting professional.</p>

No.	Before Amendments	After Amendments
15	<p>Article 169 <u>The Nomination Committee shall actively identify suitable candidates to serve as directors of the Company, shall play an active role in the nomination and qualification review of directors, and shall regularly express its views of or make recommendations on the structure, size and composition of the Board of Directors.</u></p>	<p>Article 169 The Nomination Committee is responsible for drawing up selecting standards and procedures of directors and senior managerial members, making selection and audit on the qualification of directors and senior managerial members and shall regularly express its views of or make recommendations on the structure, size and composition of the Board of Directors. The Nomination Committee shall provide recommendations to the Board of Directors on the following matters:</p> <p>(I) To nominate or remove directors;</p> <p>(II) To appoint or dismiss of senior management personnel;</p> <p>(III) Other matters as prescribed by laws, administrative regulations, provisions of the CSRC and the Articles of Association of the Company.</p> <p>If the Board of Directors does not adopt the recommendations of the Nomination Committee or does not adopt them in full, the Board of Directors shall record the opinions of the Nomination Committee and its recommendations in the resolution and record and disclose the specific reasons for its non-adoption.</p>

No.	Before Amendments	After Amendments
16	<p><u>Article 171 The Audit Committee shall make recommendations on the formulation of and amendment to the Company's governance related system, effectively supervise implementation of resolutions of the Board of Directors by the senior management of the Company, regularly conduct self-examination and supervise rectification of corporate governance status, and promote the Company to continuously innovate its governance mechanism based on actual situation to form a governance mechanism with own characteristics.</u></p> <p><u>The Audit Committee may engage an independent intermediary to conduct an objective review of the current status of governance of the Company, and make recommendations for improvement to the Board of Directors and the shareholders' general meeting.</u></p>	<p>Article 171 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and internal control. The following matters shall be submitted to the Board for consideration with the consent of a majority of all members of the Audit Committee:</p> <p>(I) To disclose financial information and internal control evaluation reports in financial accounting reports and regular reports;</p> <p>(II) To appoint or dismiss accounting firms that undertake the audit of listed company;</p> <p>(III) To appoint or dismiss the chief financial officer of the listed company;</p> <p>(IV) Changes in accounting policies and accounting estimates or corrections of material accounting errors due to reasons other than changes in accounting standards;</p> <p>(V) Other matters stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association.</p> <p>The Audit Committee shall meet at least once a quarter, and two or more members may propose, or the convener deems necessary, to convene an extraordinary meeting. A meeting of the Audit Committee shall be attended by more than two-thirds of its members.</p>

No.	Before Amendments	After Amendments
17	<p><u>Article 172 The Remuneration and Appraisal Committee shall make recommendations to the Board of Directors on the remuneration of internal directors and senior management, and at the same time shall make recommendations on the resignation and removal of directors and senior management for non-compliance and non-performance of duties.</u></p>	<p>Article 172 The Remuneration and Appraisal Committee is responsible for formulating the appraisal standards for directors and senior management, conducting appraisal, formulating and reviewing the remuneration policies and plans for directors and senior management, and making recommendations on resignation and removal of directors and senior management for their violations and dereliction. The Remuneration and Appraisal Committee makes recommendations to the Board on the following matters:</p> <ol style="list-style-type: none"> <li data-bbox="868 783 1428 846">(1) Remuneration of directors and senior management; <li data-bbox="868 889 1428 1166">(2) To formulate or modify the equity incentive plan and the employee stock ownership plan, and the participants are granted the rights and interests and the conditions for exercising the rights and interests are fulfilled; <li data-bbox="868 1208 1428 1347">(3) Arrangement of stock ownership plan by directors and senior management in the proposed spin-off subsidiary; <li data-bbox="868 1389 1428 1549">(4) Other matters stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association. <p>If the recommendations of the Board of Directors on the Remuneration and Appraisal Committee are not adopted or are not fully adopted, the opinions of the Remuneration and Appraisal Committee and the specific reasons for not being adopted shall be recorded in the resolutions of the Board of Directors and disclosed.</p>

No.	Before Amendments	After Amendments
18	<p>Article 230(5) Procedures for profit distribution:</p> <p>The Board of Directors of the Company shall comprehensively take into account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is significant capital expenditure arrangement, and study and identify with caution the timing, conditions and minimum proportion, conditions for adjustment involved in implementing the cash dividends. The proposed profit distribution plan <u>can be submitted to the Board of Directors of the Company for consideration only after it has been approved by more than half of independent directors of the Company.</u></p> <p><u>The Independent directors shall explicitly give their views.</u></p> <p><u>The Independent directors may seek the opinions of the minority shareholders, prepare a dividend distribution proposal accordingly and present it directly to the Board for consideration.</u></p>	<p>Article 230(5) Procedures for profit distribution:</p> <p>The Board of Directors of the Company shall comprehensively take into account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is significant capital expenditure arrangement, and study and identify with caution the timing, conditions and minimum proportion, conditions for adjustment involved in implementing the cash dividends.</p> <p>Independent directors shall have the right to express independent opinions if they consider that the cash dividend distribution plan may damage the interests of the listed company or minority shareholders. If the opinions of the Board of the Directors on the independent directors are not adopted or not fully adopted, the opinions of the independent directors and the specific reasons for not adopting or not fully adopted shall be disclosed in the announcement on the resolutions of the Board of the Directors.</p> <p>The Board of Supervisors supervised the implementation of cash dividend policy and shareholders' return plan by the Board of Directors, and whether to perform the corresponding decision-making procedures and information disclosure. If the Board of Supervisors finds that the Board of Directors fails to strictly implement the cash dividend policy and shareholders' return plan, fails to strictly perform the corresponding decision-making procedures or fails to truthfully, accurately and completely disclose the corresponding information, it shall issue clear opinions and urge them to make corrections in a timely manner.</p>

No.	Before Amendments	After Amendments
19	<p>Article 230(6), (2) <u>Independent Directors shall explicitly give their views as to the resolution on adjustments to the profit distribution policy and the Company shall declare the opinions of independent directors when issuing the announcement of convening the shareholders' general meeting.</u></p>	deleted
20	<p>Article 230(7) Regulation in the profit distribution policy:</p> <p>Where the Board of Directors of the Company fails to submit a profit distribution plan to the shareholders' general meeting in accordance with the established profit distribution policy, the Company shall specify the reasons for and the specific use of the retained funds on a regular report, and <u>independent directors shall express their independent opinions on such matters.</u> Meanwhile set out clearly in a table the cash dividends and ratios of cash dividends to profit for the year of the company for the past three years. If the Company does not distribute profits in cash in the last three years, the Company shall not issue new shares to the public, issue convertible bonds or place shares to the existing shareholders.</p>	<p>Article 230(7) Regulation in the profit distribution policy:</p> <p>Where the Board of Directors of the Company fails to submit a profit distribution plan to the shareholders' general meeting in accordance with the established profit distribution policy, the Company shall specify the reasons for and the specific use of the retained funds on a regular report. Meanwhile set out clearly in a table the cash dividends and ratios of cash dividends to profit for the year of the company for the past three years. If the Company does not distribute profits in cash in the last three years, the Company shall not issue new shares to the public, issue convertible bonds or place shares to the existing shareholders.</p>

No.	Before Amendments	After Amendments
21	<p>Article 231 Where the Company is profitable but the Board of Directors has not made a cash profit distribution proposal, the Board of Directors shall state the reasons for not making cash dividends and the specific use of the retained funds on a regular report of that year, and <u>independent directors shall express their independent opinions on such matters.</u></p> <p>If the fund of the Company is misappropriated by any shareholders, the Company shall deduct the cash dividend distributable to such shareholders accordingly to repay the fund misappropriated.</p>	<p>Article 231 Where the Company is profitable but the Board of Directors has not made a cash profit distribution proposal, the Board of Directors shall state the reasons for not making cash dividends and the specific use of the retained funds on a regular report of that year.</p> <p>If the fund of the Company is misappropriated by any shareholders, the Company shall deduct the cash dividend distributable to such shareholders accordingly to repay the fund misappropriated.</p>

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

APPENDIX II

The details of the proposed amendments to the Working Rules for Independent Directors are as follows:

No.	Before Amendments	After Amendments
1	<p>Article 1 This rule is formulated, with reference to <u>the Rules for Independent Directors of Listed Companies</u> issued by CSRC, in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”), the laws, regulations, and normative documents of The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Stock Exchange”) as well as the Articles of Association of JL MAG RARE-EARTH Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant provisions for the purposes of improving the corporate governance structure, strengthening the discipline and supervision system of the board of directors and management, better protecting the interests of small and medium shareholders, and promoting the standardized operation of the Company.</p>	<p>Article 1 This rule is formulated, with reference to the Measures for the Administration of Independent Directors of Listed Companies issued by CSRC, in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”), the laws, regulations, and normative documents of The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Stock Exchange”) as well as the Articles of Association of JL MAG RARE-EARTH Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant provisions for the purposes of improving the corporate governance structure, strengthening the discipline and supervision system of the board of directors and management, better protecting the interests of small and medium shareholders, and promoting the standardized operation of the Company.</p>
2	<p>Article 2 <u>An independent director is a director who does not hold any position in the Company other than that of an independent director and has no relationship with the company he or she is employed by and its major shareholders that may hinder him/her from making independent and objective judgement.</u></p>	<p>Article 2 An independent director is a director who does not hold any position in the Company other than that of an independent director, and who does not have any direct or indirect interest in the company, he or she is employed by its major shareholders, or its de facto controllers, or any other relationship that may affect his/her ability to make independent and objective judgments.</p>

No.	Before Amendments	After Amendments
3	<p>Article 7 The Company may only appoint independent directors to a maximum of <u>5</u> listed companies on a concurrent basis. The independent directors shall ensure that they have sufficient time and energy to fulfil their duties as independent directors in an effective manner. <u>The time spent by an independent director on working for the Company shall not be less than 15 working days per year.</u></p>	<p>Article 7 The Company may only appoint independent directors to a maximum of 3 listed companies on a concurrent basis. The independent directors shall ensure that they have sufficient time and energy to fulfil their duties as independent directors in an effective manner. The time spent by an independent director on working on-site for the Company shall not be less than 15 days per year.</p>
4	<p>Article 8 Independent directors employed by the Company shall be independent. The following persons are not allowed to be the independent director:</p> <p>(I) <u>Employees of the Company or its associated companies and their immediate family members, major social relationships (immediate family members refer to the spouse, parents, and children, etc.; major social relationships refer to the brothers and sisters, parents-in-law, daughters-in-law and sons-in-law, spouses of siblings and siblings of spouse, etc.);</u></p> <p>(II) Natural person shareholders and their immediate family members holding, directly or indirectly, 1% or more of issued shares of the Company or the top ten largest shareholders;</p> <p>(III) Corporate shareholders holding, directly or indirectly, 5% or more of the issued shares of the Company or employees of the top five largest corporate shareholders and their immediate family members;</p>	<p>Article 8 Independent director employed by the Company shall be independent. The following persons are not allowed to be the independent director:</p> <p>(I) Employees of the Company or its associated companies and their immediate family members, major social relationships;</p> <p>(II) Natural person shareholders and their immediate family members holding, directly or indirectly, 1% or more of issued shares of the Company or the top ten largest shareholders;</p> <p>(III) Corporate shareholders holding, directly or indirectly, 5% or more of the issued shares of the Company or employees of the top five largest corporate shareholders and their immediate family members;</p>

No.	Before Amendments	After Amendments
	<p>(IV) <u>Persons falling in one of the above-mentioned in the preceding year;</u></p> <p>(V) <u>Persons that provide the financial, legal and consulting services to the Company or its associated companies;</u></p> <p>(VI) <u>Persons who concurrently serve as independent directors for five (5) listed companies;</u></p> <p>(VII) <u>Other persons as specified by the Articles of Association;</u></p> <p>(VIII) The persons whose appointment will affect the independence as an independent director as specified by the Hong Kong Listing Rules;</p>	<p>(IV) Employees of the associated companies of the controlling shareholders and de facto controllers of the Company and their immediate family members;</p> <p>(V) Persons who have material business dealings with the Company and its controlling shareholders, de facto controllers or their respective associated companies, or persons who work for an entity and its controlling shareholders and de facto controllers with which the Company has material business dealings;</p> <p>(VI) Persons that provide the financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, de facto controllers or their respective associated companies, including but not limited to all the members of the project team, reviewers at all levels, persons signing the report, partners, directors, senior management and main responsible persons of any intermediary which provides such services;</p> <p>(VII) Persons who fall within any of the foregoing six circumstances in the latest 12 months;</p> <p>(VIII) Persons who concurrently serve as independent directors of three listed companies;</p>

No.	Before Amendments	After Amendments
	<p>(IX) <u>Other persons as identified by the securities regulatory authority of the place of listing of the shares of the Company.</u></p>	<p>(IX) Persons whose appointment will affect the independence as an independent director as specified by the Hong Kong Listing Rules;</p> <p>(X) Other persons determined by laws, the administrative regulations, the CSRC, business rules of the stock exchanges where the shares of the Company are listed and the Articles of Association of the Company to be not independent.</p> <p>Associated companies of controlling shareholders and de facto controllers of the Company referred to in items (IV) to (VI) of the preceding paragraphs exclude the associated companies which do not constitute related relationship with the Company as stipulated in the Rules Governing the Listing of Stocks on the ChiNext Market of the Shenzhen Stock Exchange.</p> <p>In item (I), “immediate family members” refer to spouse, father, mother and children; “major social relationships” refer to siblings, spouse of siblings, and parents of spouse, siblings of spouse, spouses of children and parents of children’s spouse; “material business dealings” refer to the matters which are required to be put forward to the shareholders’ general meeting in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Shenzhen Stock Exchange and other relevant regulations of the Shenzhen Stock Exchange or the Articles of Association of the Company, or other material matters as recognized by the Shenzhen Stock Exchange; “employees” refers to persons who serve as a director, supervisor, senior manager and other staff.</p>

No.	Before Amendments	After Amendments
5	<p>Article 9 The independent directors shall meet the following requirements:</p> <p>(I) To have the qualification of acting as an independent director of a Company according to the laws, administrative regulations and other relevant requirements specific to the place of listing of the Company;</p> <p>(II) To have the basic understanding of operation of the Company and be familiar with the relevant laws, administrative regulations, regulatory provisions and rules of <u>the place of listing of the Company</u>;</p> <p>(III) <u>To possess five or more years of experience in law, economics or other necessary duties as an independent director</u>;</p> <p>(IV) To have the independence required by Article 8;</p> <p>(V) <u>Independent directors and individuals who intend to act as independent directors shall participate in the training organized by the CSRC and its authorized institutions in accordance with the provisions</u>;</p> <p>(V) Other qualifications specified in the Articles of Association.</p>	<p>Article 9 The independent directors shall meet the following requirements:</p> <p>(I) To have the qualification of acting as an independent director of a Company according to the laws, administrative regulations and other relevant requirements specific to the place of listing of the Company;</p> <p>(II) To have the basic understanding of operation of the Company and be familiar with the relevant laws, administrative regulations, regulatory provisions and rules;</p> <p>(III) To possess five or more years of experience in law and economics, or experience in law, accounting or economics, etc. which is necessary for performing duties as an independent director;</p> <p>(IV) To have the independence required by Article 8;</p> <p>(V) Possess good personal integrity and no adverse record of major breach of trust, etc.;</p> <p>(VI) Other qualifications specified in the Articles of Association.</p>

No.	Before Amendments	After Amendments
6	<p>Article 11 The nominator of independent directors shall obtain the nominee’s consent before the nomination. The nominator shall fully understand the occupation, education background, professional title and detailed work experiences as well as <u>all the part-time positions of the nominee, and express his/her opinion on the qualification and independence of the nominee as an independent director. The nominee shall make a public declaration that no relationship between himself/herself and the Company would impact on his/her independence.</u> Before the convening of the shareholders’ general meeting for electing the independent directors, the Board of Directors of the Company shall announce the above-mentioned content as required.</p>	<p>Article 11 The nominator of independent directors shall obtain the nominee’s consent before the nomination. The nominator shall fully understand the nominee’s occupation, education background, professional title and detailed work experiences, all the part-time positions, whether there is a major breach of trust and other adverse records, etc., and express his/her opinion that the nominee meets the independence and other conditions for serving as an independent director. The nominee shall make a public declaration that he/she meets the independence and other conditions for serving as an independent director. Before the convening of the shareholders’ general meeting for electing the independent directors, the Board of Directors of the Company shall announce the above-mentioned content as required.</p>

No.	Before Amendments	After Amendments
7	<p>Article 12 (I) <u>When the Company releases a notice of shareholders' meeting convened for the election of independent directors, it shall submit the nominee statements, candidate statements and biographical information of all candidates for independent directors to the stock exchange on which the Company's shares are listed for filing.</u> Should the Board of Directors of the Company disagree to the relevant information of a candidate for independent director, related written opinions of the Board of Directors shall be filed as well.</p>	<p>Article 12 (I) The Company has to submit to the Shenzhen Stock Exchange the Declaration and Undertakings of Nominators of Independent Directors, the Declaration and Undertakings of Candidates for Independent Directors and the Biographical Details of Candidates for Independent Directors no later than the time of publication of the announcement of notice of <u>shareholders' general meeting for the election of independent directors, and to ensure that the submitted materials are true, accurate and complete, and disclose relevant declarations and undertakings as well as the review opinion of the nomination committee or the special meeting of the independent directors.</u> Should the Board of Directors of the Company disagree to the relevant information of a candidate for independent director, related written opinions of the Board of Directors shall be filed as well.</p>

No.	Before Amendments	After Amendments
8	<p>Article 15 <u>If an independent director fails to attend the board meetings in person for three consecutive times, the Board of Directors shall propose to the shareholders' general meeting to remove such independent director. Except the above-mentioned situation and the situation as stipulated in the Company Law that he/she is not allowed to be the directors, the independent directors shall not be removed before the expiry of their terms of office without good cause. For any pre-mature removal, the Company shall disclose as special disclosure matter. If the independent director being removed is of the view that the reason for removal is inappropriate, he shall make a public declaration.</u></p>	<p>Article 15 If an independent director fails to attend the board meetings in person for two consecutive times and does not delegate another independent director to attend the meetings on his/her behalf, the Board of Directors shall propose to the shareholders' general meeting to remove such independent director from his/her position within thirty days from the date of occurrence of such fact. Except for the occurrence of the above circumstances and the circumstances of prohibiting him/her from serving as a director as stipulated in the laws and administrative regulations, an independent director shall not be removed before the expiration of his/her term of office without good cause. In the event of early removal in accordance with the statutory procedures, the Company shall disclose the specific reasons and grounds in a timely manner. If the independent director has objections, the Company shall disclose them in a timely manner.</p>

No.	Before Amendments	After Amendments
9	<p>Article 16 An independent director may resign before the expiry of his/her term of office. The independent director shall submit a written resignation report to the Board of Directors stating any matter which is relevant to his/her resignation or he/she considers that it would be necessary to draw the attention of the shareholders and creditors of the Company. <u>If at any time the independent directors of the Company do not meet the requirements of Hong Kong Listing Rules on the number, qualification or independence of independent directors, the Company shall notify the Hong Kong Stock Exchange immediately and explain the relevant details and reasons by announcement, and appoint an adequate number of independent directors within 3 months after the said non-compliance so as to meet the requirements of the Hong Kong Listing Rules.</u></p> <p><u>If the resignation of an independent director will result in the proportion of independent directors on the Board not complying with the legal requirements, the resignation of that independent director shall take effect when the next independent director fills the vacancy.</u></p>	<p>Article 16 An independent director may resign before the expiry of his/her term of office. The independent director shall submit a written resignation report to the Board of Directors stating any matter which is relevant to his/her resignation or he/she considers that it would be necessary to draw the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons and concerns for the resignation of the independent director.</p> <p>If the resignation of an independent director will result in the proportion of independent directors on the Board of Directors of the Company or its specialized committees not complying with the legal requirements or the Articles of Association, or if there is a shortage of professional accountants among the independent directors, the independent director who intends to resign shall continue to perform his/her duties in accordance with the provisions of the laws, administrative regulations and these Articles.</p>

No.	Before Amendments	After Amendments
10	<p>Article 17 <u>If an independent director cannot fulfill the independence criteria or is unsuitable to carry out the duties of an independent director, resulting in the number of independent directors falling below the minimum requirement as stipulated by these Rules, the Company shall make up the shortfall to maintain a sufficient number of independent directors.</u></p>	<p>Article 17 If an independent director resigned or is removed from duties because he/she is not qualified to be an independent directors or does not satisfy the independence requirements for being an independent director which results in the proportion of independent directors on the Board or its specialized committees not complying with the legal requirements or the Articles of Association, or if there is a shortage of professional accountants among the independent directors, the Company shall complete the by-election within 60 days from the date of occurrence of the aforesaid facts.</p>
11	Chapter 4 Duties of Independent Director	Chapter 4 Duties of Independent Director and Modalities of Performance

No.	Before Amendments	After Amendments
12	<p>Article 18 <u>The independent directors shall have the powers and functions conferred on them by the Company Law and other relevant laws and regulations.</u></p>	<p>Article 18 The independent directors shall perform the following duties:</p> <p>(I) Participating in the decision-making of the Board of Directors and express a clear opinion on the matters under consideration;</p> <p>(II) Supervising potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, so as to urge the Board of Directors to make decisions in line with the interests of the Listed Company as a whole and to protect the legitimate rights and interests of minority shareholders;</p> <p>(III) Providing professional and objective advice on the Company's operation and development, and promoting the enhancement of the Board of Directors' decision-making level;</p> <p>(IV) Other duties prescribed by laws, administrative regulations, requirements of securities regulatory authority of the place where the Company's shares are listed and the Articles of Association.</p>

No.	Before Amendments	After Amendments
13	<p>Article 19 The independent directors shall also have the following special powers and functions:</p> <p>(I) <u>Connected transactions that require submission to the shareholders' general meeting for deliberation shall be submitted to the Board of Directors for deliberation with the prior consent of the independent directors. Before making judgments, independent directors may engage an intermediary to present a special report;</u></p> <p>(II) <u>To propose to the Board of Directors the appointment or dismissal of an accounting firm;</u></p> <p>(III) <u>To propose to the Board of Directors the convening of an extraordinary general meeting;</u></p> <p>(IV) <u>To seek the views of minority shareholders and to propose profit distribution and capitalization of capital reserve; and submit them directly to the Board of Directors for consideration;</u></p> <p>(V) <u>To propose the convening of a board meeting;</u></p> <p>(VI) <u>To independently engage external auditing and consulting organizations;</u></p> <p>(VII) <u>To solicit voting rights from shareholders in an open manner prior to the convening of a general meeting, provided that no paid or disguised paid method is adopted for such solicitation.</u></p>	<p>Article 19 The independent directors shall also have the following special powers and functions:</p> <p>(I) To independently engage intermediaries to audit, consult or verify specific matters of the Listed Company;</p> <p>(II) To propose to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(III) To propose the convening of a board meeting;</p> <p>(IV) To openly solicit voting rights from shareholders in accordance with the laws;</p> <p>(V) To express independent opinions on matters that may jeopardize the rights and interests of the Listed Company or minority shareholders;</p> <p>(VI) Other powers and functions prescribed by laws, administrative regulations, securities regulatory authority of the place where the Company's shares are listed and the Articles of Association.</p>

No.	Before Amendments	After Amendments
14	<p>Article 20 <u>For independent directors to exercise the powers set forth in Article 19, at least half of all independent Director's approval shall be obtained. The exercise of the powers and functions set forth in the sixth item of the preceding Article shall be approved by all independent directors. Matters in items 1 and 2 of the preceding Article shall be submitted to the Board of Directors for discussion only with the consent of at least one-half of the independent directors. In the event that the abovementioned proposals have not been adopted or the above powers cannot be exercised normally, the Company shall disclose such situations.</u></p>	<p>Article 20 For independent directors to exercise the powers and functions set forth in item I to III of Article 19, the consent of more than one half of all independent directors shall be obtained. If the independent directors exercise the powers and functions set forth in item I of Article 19, the Company shall disclose in a timely manner. If the abovementioned duties cannot be exercised normally, the Listed Company should disclose the specific circumstances and reasons.</p>

No.	Before Amendments	After Amendments
15	<p data-bbox="276 225 831 370"><u>Article 21 Apart from the duties set forth above, independent directors shall also express their independent opinions on the following major matters:</u></p> <ol data-bbox="276 417 831 1608" style="list-style-type: none"> <li data-bbox="276 417 831 485">1. <u>nomination or removal of directors;</u> <li data-bbox="276 527 831 595">2. <u>appointment or removal of senior management;</u> <li data-bbox="276 638 831 749">3. <u>remuneration of directors and senior management of the Company;</u> <li data-bbox="276 791 831 1081">4. <u>formulation of, adjustment to, the decision-making procedures, the implementation, and the information disclosure of the cash dividend policy, and whether the profit distribution policy has damaged the legitimate interests of small and medium investors;</u> <li data-bbox="276 1123 831 1608">5. <u>major matters that need disclosure such as connected transactions, provision of guarantees (excluding guarantees to subsidiaries within the scope of consolidation), entrustment of financial management, provision of external financial assistance, matters relating to use of proceeds, the Company's voluntary change in accounting policies as well as investments in shares and derivatives thereof;</u> 	<p data-bbox="869 225 1428 783">Article 21 Prior to the convening of a 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 proposals for amendments and other matters.</p>

No.	Before Amendments	After Amendments
	<p data-bbox="276 225 836 374">6. <u>major asset restructuring proposals, equity incentive plans, employee share ownership plans, and share repurchase proposals;</u></p> <p data-bbox="276 417 836 640">7. <u>the Company's proposed decision that its shares will no longer be traded on the Shenzhen Stock Exchange, or instead application for trading or transfer at other trading venues;</u></p> <p data-bbox="276 672 836 746">8. <u>the employment and dismissal of accounting firms;</u></p> <p data-bbox="276 789 836 1012">9. <u>making changes in accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</u></p> <p data-bbox="276 1055 836 1236">10. <u>the accounting firm issued non-standard unqualified audit opinion on the financial accounting reports and internal controls of listed companies;</u></p> <p data-bbox="276 1278 836 1353">11. <u>the internal control evaluation report;</u></p> <p data-bbox="276 1395 836 1470">12. <u>programs for changes in commitments by relevant parties;</u></p>	

No.	Before Amendments	After Amendments
	<p>13. <u>the impact of preferred share issuance on equity of all types of shareholders of the company;</u></p> <p>14. <u>matters that the independent directors believe may harm the rights and interests of small and medium shareholders;</u></p> <p>15. <u>other matters stipulated by relevant laws, administrative regulations, departmental rules, regulatory documents, business rules of the stock exchange where the shares of the Company are listed as well as the Articles of Association.</u></p>	
16	<p>Article 22 <u>Independent directors shall give opinions regarding the matters set forth in Article 21 in one of the following ways: agree; qualified opinion and the reasons therefor; opposite opinion and the reasons therefor; disclaimer of opinion and the relevant obstacles therefor. Opinions expressed by independent directors should be clear and precise.</u></p>	<p>Article 22 The independent directors shall attend the board meetings in person. If the independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust other independent directors in writing to attend the meeting on his/her behalf.</p>
17	<p>Article 23 <u>If the relevant matter is a matter requiring disclosure, the Company shall make a public announcement of the independent directors' opinions. If the independent directors fail to reach a consensus in their opinions, the Company shall disclose each of the independent directors' respective opinions.</u></p>	<p>Article 23 An independent director who votes against or abstains from voting on a motion of the Board of Directors shall state the specific reasons and grounds, the legality and compliance of the matter involved in the motion, the possible risks and the impact on the rights and interests of the Listed Company and the minority shareholders. The Company shall disclose the dissenting opinions of the independent directors at the same time when disclosing the Board resolutions and set out in the Board resolutions and minutes of meetings.</p>

No.	Before Amendments	After Amendments
18	Newly added	<p data-bbox="866 225 1426 410">Article 24 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:</p> <p data-bbox="866 449 1426 519">(I) Relate party transactions that shall be disclosed;</p> <p data-bbox="866 561 1426 668">(II) Programs of the Company and related parties to change or waive commitments;</p> <p data-bbox="866 710 1426 859">(III) Decisions made and measures taken by the Board of Directors of the exchange-listed acquiree in response to the acquisition;</p> <p data-bbox="866 902 1426 1044">(IV) Other matters as prescribed by laws, administrative regulations, CSRC regulations and the Articles of Association.</p>

No.	Before Amendments	After Amendments
19	Newly added	<p data-bbox="866 225 1426 555">Article 25 The Company shall hold a meeting attended by all independent directors (the “special meeting of independent directors”) on a regular or irregular basis. Matters listed in items (I) to (III) of the paragraph 1 of Article 19, and Article 24 shall be considered at a special meeting of independent directors.</p> <p data-bbox="866 602 1426 708">The special meeting of independent directors may study and discuss other matters of the Company as needed.</p> <p data-bbox="866 755 1426 1229">Special meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own. The Company shall facilitate and support the convening of special meeting of independent directors.</p>

No.	Before Amendments	After Amendments
20	Newly added	<p>Article 26 The independent directors shall perform their duties in the special committees of the Board of the Company in accordance with the laws, administrative regulations, the regulations of the CSRC, the business rules of the SSE and the Articles of Association. The independent directors shall attend the meetings of the special committees in person, and if they are unable to attend the meetings in person for any reason, they shall review the materials of the meetings in advance, form a clear opinion, and entrust other independent directors in writing to attend the meetings on their behalf. If an independent director is concerned about a material matter of the Company within the terms of reference of the special committees in the performance of his or her duties, he/she may bring the matter to the special committees for discussion and consideration in a timely manner in accordance with the procedures.</p>
21	Newly added	<p>Article 27 The independent directors shall spend no less than fifteen days per year working on-site at the Company.</p> <p>In addition to attending shareholders' general meetings, meetings of the Board and its special committees, and special meetings of independent directors in accordance with the regulations, independent directors may perform their duties in a variety of ways, such as obtaining information on the Company's operations on a regular basis, listening to reports from the management, communicating with intermediaries such as the head of the internal auditor and the accounting firm that undertakes the audit of the listed Company, conducting on-site inspections, and communicating with the minority shareholders.</p>

No.	Before Amendments	After Amendments
22	Newly added	<p data-bbox="868 229 1426 561">Article 28 The Board of the Company, its special committees and special meetings of independent directors shall prepare minutes of the meetings in accordance with the regulations, and the opinions of independent directors shall be set out in the minutes. The independent directors shall sign and confirm the minutes of the meeting.</p> <p data-bbox="868 604 1426 1157">Independent directors shall make work records that detail the performance 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 members of the Company and intermediaries form an integral part of the work records. For important contents in the work records, the independent directors may request the Board secretary and other relevant personnel to sign and confirm, and the Company and relevant personnel shall render cooperation.</p> <p data-bbox="868 1200 1426 1342">Work records of independent directors and information provided by the Company to independent directors shall be kept for at least ten years.</p>

No.	Before Amendments	After Amendments
23	Newly added	<p data-bbox="866 225 1425 474">Article 29 The independent directors shall submit an annual report on their duties to the annual Shareholders' General Meeting of the Company to explain their performance of duties. The annual work report shall include the following contents:</p> <ol data-bbox="866 517 1425 1666" style="list-style-type: none"> <li data-bbox="866 517 1425 687">1. The number of times, ways and votes of attending the Board Meeting, and the number of times attending the Shareholders' General Meeting; <li data-bbox="866 729 1425 868">2. Participation in the work of special committees of the Board of Directors and special meetings of independent directors; <li data-bbox="866 910 1425 1347">3. Consideration of the matters set out in Articles 24 and the matters pertaining to the involvement of independent directors in the deliberations of the Company's Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee as well as exercise of the special powers and functions of the independent directors as set out in paragraph 1 of Article 19; <li data-bbox="866 1389 1425 1666">4. Information on significant matters, methods and results of communication with the internal auditor and the accounting firm that undertakes the Company's auditing business regarding the Company's financial and business status;

No.	Before Amendments	After Amendments
		<p>5. Communication with minority shareholders;</p> <p>6. The time and content of on-site work at the Company;</p> <p>7. Other circumstances of the performance of duties.</p> <p>The annual work report of the independent directors shall be disclosed no later than when the Company gives notice of its annual Shareholders' General Meeting.</p>
24	Chapter 5 <u>Rights and Obligations of Independent Directors</u>	Chapter 5 Assurances for Performance of Duties by Independent Directors
25	Newly added	<p>Article 30 In order to ensure that the independent directors exercise their powers and functions effectively, the Company shall provide the independent directors with necessary working conditions and personnel support, and designate the Board office, the Board secretary and other special departments and personnel to assist the independent directors in performing their duties.</p> <p>The Board secretary shall ensure that there is a smooth flow of information between the independent directors and other Directors, senior management and other relevant persons, and that the independent directors have access to adequate resources and necessary professional advice in the performance of their duties.</p>

No.	Before Amendments	After Amendments
26	<p>Article 24 The Company shall ensure that the independent directors will enjoy the same right to information as other directors. <u>For the matters subject to decisions by the Board of Directors, the Company shall, in accordance with the statutory provisions, inform the independent directors in advance and provide them with adequate information. If the independent directors consider the said information being inadequate, they may request for supplementary information. Where two or more independent directors hold that the information is inadequate or the proofs are indefinite, they may jointly propose in writing to the Board of Directors to postpone the board meeting or postpone the consideration of the matters in question, and the Board of Directors shall accept such proposal. The Company shall keep any information it provides to the independent directors and the independent directors shall keep such information for a period no less than five years.</u></p>	<p>Article 31 The Company shall ensure that the independent directors will enjoy the same right to information as other directors. In order to ensure the effective exercise of the powers and functions of independent directors, the Company shall inform the independent directors of the Company’s operation on a regular basis, provide information, and organize or cooperate with the independent directors to carry out on-site inspections.</p> <p>The Company may organize independent directors to participate in research and argumentation before the Board considers major and complex matters, fully listen to the opinions of independent directors, and provide timely feedback to independent directors on the adoption of their opinions.</p>

No.	Before Amendments	After Amendments
27	<p>Article 25 <u>Independent directors have the right to participate in the special committees under the Board of Directors of the Company and are eligible to serve as the chairman of the special committees, so as to give full play to the role of the independent directors in the promotion and supervision of the Company's business development and regular operation.</u></p>	<p>Article 32 The Company shall give notice of board meetings to independent directors in a timely manner, provide relevant meeting information no later than the period for notice of Board meetings as stipulated in the laws, administrative regulations, the regulations of the CSRC or the Articles of Association, and provide independent directors with an effective channel of communication; where a meeting of a special committee of the Board is convened, the Company shall, in principle, provide relevant materials and information no later than three days prior to the convening of the meeting of the special committee. The information of the above meetings shall be kept by the Company for at least 10 years.</p> <p>When two or more independent directors consider that the information is incomplete or the argumentation is insufficient and are not provided in a timely manner, they may jointly propose in writing to the Board of Directors to postpone the convening of the Board meeting or to adjourn the consideration of the matter, and the Board shall adopt such proposal.</p> <p>Meetings of the Board and special 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 video, telephone or other means in accordance with the procedures when necessary.</p>

No.	Before Amendments	After Amendments
28	<p>Article 26 <u>The Company shall provide the working conditions necessary for the independent directors to perform their duties. The secretary of the Board of Directors of the Company shall actively provide assistance to the independent directors in their performance of duties, such as introducing the status and providing materials. Where independent opinions, proposals and written explanations by independent directors shall be announced, the secretary of the Board of Directors shall promptly access the stock exchange for such announcements. Independent directors shall have the right to request the Company to disclose the status of proposals made by them but not adopted by the Company and the reasons for not adopting such proposals.</u></p>	Deleted

No.	Before Amendments	After Amendments
29	<p>Article 27 <u>When the independent director performs his/her duty, the relevant officers of the Company shall actively cooperate and cannot reject, obstruct or conceal, nor interfere with the exercise of powers by the independent director.</u></p>	<p>Article 33 When the independent director performs his/her duty, the relevant officers of the Company such as the Directors and senior management of the Company shall actively cooperate and cannot reject, obstruct or conceal, nor interfere with the exercise of powers by the independent director.</p> <p>If an independent director encounters obstruction in the exercise of his/her powers and functions in accordance with the law, he/she may explain the situation to the Board of Directors, request the directors, senior management and other relevant personnel to render cooperation, and record the specific circumstances of the obstruction and the solution in his/her work records; if he/she still fails to eliminate the obstruction, he/she may report the situation to the CSRC and the stock exchange.</p> <p>Where the performance of duties by an independent director involves information that shall be disclosed, the Company shall handle the disclosure matters in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure or report to the CSRC and the stock exchange.</p>

No.	Before Amendments	After Amendments
30	<p>Article 29 The Company shall give the independent director an appropriate allowance. The standard of allowance will be determined by the budget prepared by the Board and approved by the general meeting, and disclosed in the annual report of the Company.</p> <p>Apart from the abovementioned subsidies, the independent directors shall not acquire other additional and undisclosed interests from the Company, its major shareholders or institutions and persons of interests with the Company.</p>	<p>Article 35 The Company shall give the independent director an allowance appropriate to their corresponding responsibilities. The standard of allowance will be determined by the budget prepared by the Board and approved by the general meeting, and disclosed in the annual report of the Company.</p> <p>Apart from the abovementioned subsidies, the independent directors shall not acquire other other benefits from the Company, its major shareholders, de facto controller or entities and personnels of interests with the Company.</p>
31	<p>Article 43 These Rules, so as its amendments, shall come into effect from the date of consideration and approval at the <u>shareholders' general meeting</u>.</p>	<p>Article 43 These Rules, so as its amendments, shall come into effect from the date of consideration and approval by the Board of Directors.</p>

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