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

If you have sold or transferred all your shares in **First Tractor Company Limited***, you should at once hand this circular with the accompanying form(s) of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

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

(Stock Code: 0038)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES FOR GENERAL MEETINGS AND NOTICES OF AGM AND CLASS MEETING FOR HOLDERS OF H SHARES

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those set out in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 6 of this circular.

The notices for convening the AGM and the Class Meeting for Holders of H Shares of First Tractor Company Limited* to be held at 2:30 p.m. on 29 May 2024 (Wednesday) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC are set out on pages 50 to 54 of this circular.

The forms of proxy for use at the AGM and the Class Meeting for Holders of H Shares are enclosed. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. The proxy forms shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as far as H Shareholders are concerned), or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC (as far as A Shareholders are concerned), as soon as possible and in any event not less than 24 hours before the time scheduled for holding the AGM and the Class Meeting for Holders of H Shares (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or the Class Meeting for Holders of H Shares or any adjournment if you so desire.

24 April 2024

* For identification purposes only

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DEFINITIONS

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

“A Share(s)”	the domestic ordinary share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and subscribed for and traded in RMB
“AGM” or “2023 Annual General Meeting”	the 2023 annual general meeting of the Company to be held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 29 May 2024 (Wednesday) at 2:30 p.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Class Meetings”	collectively, the Class Meeting of the Holders of the A Shares and the Class Meeting of the Holders of the H Shares
“Class Meeting for Holders of A Shares”	the 2024 first class meeting for holders of A Shares of the Company to be held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, at 2:30 p.m. (or immediately after the AGM to be convened and held on the same date and at the same place) on 29 May 2024 (Wednesday) or immediately after the conclusion or adjournment of the AGM
“Class Meeting for Holders of H Shares”	the 2024 first class meeting for holders of H Shares of the Company to be held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC at 2:30 p.m. (or immediately after the AGM and the Class Meeting for Holders of A Shares to be convened and held on the same date and at the same place) on 29 May 2024 (Wednesday) or immediately after the conclusion or adjournment of the AGM and the Class Meeting for Holders of A Shares

DEFINITIONS

“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H Shares and A Shares of which are listed on the main board of the Stock Exchange (stock code: 0038) and the Shanghai Stock Exchange (stock code: 601038), respectively
“Director(s)”	the directors of the Company, including the independent non-executive directors
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in Hong Kong dollars, all of which are listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for General Meetings”	the rules of procedures for general meetings to the Articles of Association of the Company
“Share(s)”	share(s) of RMB1.00 each of the Company

DEFINITIONS

“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

** For identification purpose only*

Certain figures set out in this circular are subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purposes only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevail.

LETTER FROM THE BOARD



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

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

(Stock Code: 0038)

Board of Directors:

Mr. Liu Jiguo (*Chairman*)

Mr. Wei Tao

Mr. Zhang Zhiyu

Mr. Fang Xianfa

Mr. Zhang Bin

Mr. Edmund Sit**

Mr. Wang Shumao**

Mr. Xu Liyou**

Registered and principal office:

No. 154 Jianshe Road

Luoyang

Henan Province

The PRC

** *Independent non-executive Director*

24 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE RULES OF PROCEDURES FOR GENERAL MEETINGS
AND
NOTICES OF AGM AND CLASS MEETING FOR HOLDERS OF H SHARES**

I. INTRODUCTION

The purpose of this circular is to provide you with details of the captioned matters to enable you to make an informed decision on whether to vote for or against or abstain from voting on the proposed resolution(s) at the AGM and the Class Meetings.

LETTER FROM THE BOARD

II. AMENDMENTS OF THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 27 March 2024 relating to, among others, amendments of the Articles of Association. According to the "Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises" issued by the China Securities Regulatory Commission, the "Required Provisions for Listing Companies Overseas" has been abolished. Issuers of the PRC should refer to the "Guidelines for Articles of Association of Listed Companies"《上市公司章程指引》"issued by it to formulate the Articles of Association. Meanwhile, in accordance with the changes in the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules, shareholders of A shares and H shares will no longer be regarded as different classes of shareholders, and the requirements for the Class Meetings will no longer be applicable. Therefore, in order to conform with the "Guidelines for Articles of Association of Listed Companies"《上市公司章程指引》issued by the China Securities Regulatory Commission and the Appendix A1 to the Listing Rules (including other consequential and housekeeping amendments), the Board proposes to amend the Articles of Association.

Detailed information of the amendments of the Articles of Association is set out in Appendix I to this circular.

The amendments of the Articles of Association are subject to approval by the Shareholders by way of a special resolution at the AGM and more than two thirds of the voting rights held by the Shareholders present at the Class Meetings.

III. AMENDMENTS OF THE RULES OF PROCEDURES FOR GENERAL MEETINGS

Reference is made to the Company's announcement dated 27 March 2024 relating to, among others, amendments of the Rules of Procedures for General Meetings. The Board proposes to amend the Rules of Procedures for General Meetings so as to align with the amendments to the Articles of Association.

Detailed information of the amendments of the Rules of Procedures for General Meetings is set out in Appendix II to this circular.

The amendments of the Rules of Procedures for General Meetings are subject to the consideration and approval by the Shareholders by way of an ordinary resolution at the AGM and more than two thirds of the voting rights held by the Shareholders present at the Class Meetings.

LETTER FROM THE BOARD

IV. THE AGM AND THE CLASS MEETING FOR HOLDERS OF H SHARES

The notices of the AGM and the Class Meeting for Holders of H Shares are set out in pages 50 to 54 of this circular. The forms of proxy for use at the AGM and the Class Meeting for Holders of H Shares are enclosed. Whether or not you are able to attend the meeting(s) in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. The proxy forms should be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as far as H Shareholders are concerned), or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC (as far as A Shareholders are concerned), as soon as possible and in any event not less than 24 hours before the time scheduled for holding the AGM and the Class Meeting for Holders of H Shares (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the AGM and the Class Meeting for Holders of H Shares or any adjournment if you so desire.

No Shareholders are required to abstain from voting in respect of all the proposed resolutions at the AGM and the Class Meetings. At the AGM and the Class Meetings, votes will be taken by poll.

V. RECOMMENDATION

The Directors consider that the resolutions regarding the amendments to the Articles of Association and the Rules of Procedures for General Meetings are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the said resolutions and all other resolutions set out in the notices of the AGM and the Class Meetings at the AGM and the Class Meetings.

VI. RESPONSIBILITY STATEMENT

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

Yours faithfully,
On behalf of the Board
First Tractor Company Limited*
Yu Lina
Company Secretary

* *For identification purposes only*

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

No.	Before amendments	After amendments
2	<p>Article 18</p> <p>The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p>	<p>Article 18</p> <p>The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council. <u>The issuance of shares of the Company shall be based on the principles of openness, fairness and impartiality, and each share of the same category shall have equal rights. For shares of the same category issued at the same time, the issuance conditions and price of each share shall be the same; any unit or individual shall pay the same price for each share subscribed.</u></p>

No.	Before amendments	After amendments
3	<p data-bbox="355 368 472 393">Article 31</p> <p data-bbox="355 449 842 634">The Company may, based on its business and development requirements, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association.</p> <p data-bbox="355 689 842 757">The Company may increase its capital by the following methods:</p> <ol data-bbox="355 812 842 1438" style="list-style-type: none"> <li data-bbox="355 812 842 917">(1) By offering new shares for subscription by unspecified investors; <li data-bbox="355 972 842 1040">(2) By placing new shares to its existing shareholders; <li data-bbox="355 1095 842 1164">(3) By allotting new shares to its existing shareholders; <li data-bbox="355 1219 842 1287">(4) Convert capital reserve into additional share capital; <li data-bbox="355 1342 842 1438">(5) The other methods permitted by laws and administrative regulations of PRC. 	<p data-bbox="866 368 983 393">Article 31</p> <p data-bbox="866 449 1353 634">The Company may, based on its business and development requirements, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association.</p> <p data-bbox="866 689 1353 757">The Company may increase its capital by the following methods:</p> <ol data-bbox="866 812 1353 1598" style="list-style-type: none"> <li data-bbox="866 812 1353 959">(1) By offering new shares for subscription by unspecified investors; <u>Public offering of shares;</u> <li data-bbox="866 1015 1353 1119">(2) By placing new shares to its existing shareholders; <u>Non-public offering of shares;</u> <li data-bbox="866 1174 1353 1242">(3) By allotting new<u>bonus</u> shares to its existing shareholders; <li data-bbox="866 1298 1353 1366">(4) Convert capital reserve into additional share capital; <li data-bbox="866 1421 1353 1598">(5) The other methods permitted by laws and administrative regulations of PRC <u>and approved by the China Securities Regulatory Commission.</u>

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

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

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

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

No.	Before amendments	After amendments
13	<p>Article 61</p> <p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company’s Articles of Association, including:</p> <p>(i) Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</p> <p>(ii) Being entitled to view and make a copy, after payment of reasonable charges, of:</p> <p>(A) The register of members of any parts;</p> <p>(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</p> <p>a. Current and previous names and aliases;</p> <p>b. Principal address (place of residence);</p> <p>c. Nationality;</p> <p>d. Primary and all other part-time occupations and duties;</p> <p>e. Identification documents and their numbers;</p>	<p>Article 51</p> <p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company’s Articles of Association, including:</p> <p>(i) Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</p> <p>(ii) Being entitled to view and make a copy, after payment of reasonable charges, of:</p> <p>(A) The register of members of any parts;</p> <p>(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</p> <p>a. Current and previous names and aliases;</p> <p>b. Principal address (place of residence);</p> <p>e. Nationality;</p> <p>d. Primary and all other part-time occupations and duties;</p> <p>e. Identification documents and their numbers;</p>

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

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

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

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

No.	Before amendments	After amendments
18	<p>Article 85</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association;</p> <p>(2) It shall specify the place, date and time of the meeting;</p> <p>(3) Set out the matters and proposals to be considered at the meeting;</p> <p>(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;</p>	<p>Article 73</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association;</p> <p>(2) It shall specify the place, date and time and duration of the meeting;</p> <p>(3) Set out the matters and proposals to be considered at the meeting;</p> <p>(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;</p>

No.	Before amendments	After amendments
	<p>(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>.....</p>	<p>(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>.....</p>

No.	Before amendments	After amendments
19	<p>Article 100</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 132 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</p>	<p>Article 88</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 110 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</p>

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

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

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

No.	Before amendments	After amendments
26	<p data-bbox="357 363 836 395">Article 130 (1)</p> <p data-bbox="432 449 836 917">The Directors shall be elected at general meetings, and may be removed from their office prior to the expiry of their term by the general meeting, with a term of office of 3 years. At the expiry of a Director’s term of office, the term is renewable upon re-election, but any Independent Director cannot serve as the Company’s Independent Director for a consecutive period of over 6 years.</p> <p data-bbox="357 974 405 995">.....</p> <p data-bbox="357 1051 836 1200">(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions).</p> <p data-bbox="357 1455 836 1519">(5) Directors need not be the Company’s shareholders.</p>	<p data-bbox="868 363 1043 395">Article 108 (1)</p> <p data-bbox="943 449 1347 959">The Directors shall be elected <u>or changed</u> at general meetings, and may be removed from their office prior to the expiry of their term by the general meeting, with a <u>each</u> term of office of 3 years. At the expiry of a Director’s term of office, the term is renewable upon re- election, but any Independent Director cannot serve as the Company’s Independent Director for a consecutive period of over 6 years.</p> <p data-bbox="868 1017 916 1038">.....</p> <p data-bbox="868 1093 1347 1476">(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions), <u>but the total number of directors who concurrently serve as managers or other senior management positions shall not exceed half of the total number of directors of the Company.</u></p> <p data-bbox="868 1540 1347 1604">(5) Directors need not be the Company’s shareholders.</p>

No.	Before amendments	After amendments
27	<p data-bbox="352 363 488 391">Article 138</p> <p data-bbox="352 444 842 1076">(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company’s fixed assets as stated in the last balance sheet places before the general meeting.</p> <p data-bbox="352 1129 842 1321">(2) For the purposes of this Article, the term “disposal of fixed assets” shall include the assignment of a certain interest in assets other than by way of security.</p> <p data-bbox="352 1374 842 1555">(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</p>	<p data-bbox="863 363 999 391">Article 138</p> <p data-bbox="863 444 1353 1076">(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company’s fixed assets as stated in the last balance sheet places before the general meeting.</p> <p data-bbox="863 1129 1353 1321">(2) For the purposes of this Article, the term “disposal of fixed assets” shall include the assignment of a certain interest in assets other than by way of security.</p> <p data-bbox="863 1374 1353 1555">(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</p>

No.	Before amendments	After amendments
28	<p data-bbox="352 357 841 527">Article 218</p> <p data-bbox="352 431 841 527">The procedures for the Company's profit distribution decisions and execution are as follows:</p> <p data-bbox="352 570 841 1261">(1) After thoroughly analyzing various factors such as the industry development trend, the Company's production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of independent directors and the supervisory committee, the Board shall formulate the Company's annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article 217 of the Articles of Association.</p> <p data-bbox="352 1304 841 1783">(2) The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings. When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p>	<p data-bbox="863 357 1000 389">Article 195</p> <p data-bbox="863 431 1351 527">The procedures for the Company's profit distribution decisions and execution are as follows:</p> <p data-bbox="863 570 1351 1261">(1) After thoroughly analyzing various factors such as the industry development trend, the Company's production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of independent directors and the supervisory committee, the Board shall formulate the Company's annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article 194 of the Articles of Association.</p> <p data-bbox="863 1304 1351 1783">(2) The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings. When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p>

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

No.	Before amendments	After amendments
30	<p>Article 261</p> <p>Notices of the Company shall be issued by the following means:</p> <p>(1) in person;</p> <p>(2) by post;</p> <p>(3) by way of public announcement;</p> <p>(4) other means provided for in the Articles of Association.</p>	<p>Article 238</p> <p>Notices of the Company shall be issued by the following means:</p> <p>(1) in person;</p> <p>(2) by post;</p> <p>(3) by way of public announcement;</p> <p>(4) <u>by publishing on the website of the Company and the website designated by the Hong Kong Stock Exchange under the premise of complying with laws, administrative regulations and the relevant provisions of the securities regulatory authorities in the place where the Company's shares are listed;</u></p> <p><u>(5)</u> other means <u>approved by the securities regulatory authorities in the place where the Company's shares are listed</u> or provided for in the Articles of Association.</p>

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

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

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

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

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

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

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

No.	Before amendments	After amendments
2	<p data-bbox="355 351 472 378">Article 17</p> <p data-bbox="355 417 842 604">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="355 642 842 957">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="355 995 842 1183">Save and except for the circumstances referred to in the preceding paragraphs, after the Board issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p> <p data-bbox="355 1221 842 1374">Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 18 of the Rules and this article may not be voted or resolved at the general meeting.</p>	<p data-bbox="866 351 983 378">Article 17</p> <p data-bbox="866 417 1353 604">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="866 642 1353 957">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board<u>convener</u> in writing 10 days prior to the date of the general meeting. The Board<u>convener</u> shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="866 995 1353 1183">Save and except for the circumstances referred to in the preceding paragraphs, after the Board<u>convener</u> issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p> <p data-bbox="866 1221 1353 1374">Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 186 of the Rules and this article may not be voted or resolved at the general meeting.</p>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

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

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

No.	Before amendments	After amendments
3	<p data-bbox="352 348 841 378">Article 18</p> <p data-bbox="352 414 841 1285">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</p>	<p data-bbox="863 348 984 378">Article 18</p> <p data-bbox="863 414 1351 1285">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</p>

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

No.	Before amendments	After amendments
4	<p>Article 19</p> <p>Notice of a general meeting shall:</p> <ol style="list-style-type: none"> (1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary); (2) specify the venue, date and time of the meeting; (3) set out the matters and proposals to be considered at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained; 	<p>Article 19</p> <p>Notice of a general meeting shall:</p> <ol style="list-style-type: none"> (1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary); (2) specify the venue, date and time <u>and duration</u> of the meeting; (3) set out the matters and proposals to be considered at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

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

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

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

No.	Before amendments	After amendments
6		<p data-bbox="868 346 991 378"><u>Article 29</u></p> <p data-bbox="868 410 1356 666"><u>Proxy forms issued by the shareholders appointing other persons to attend general meetings and those issued by the Board of Directors of the Company to shareholders for the purpose of appointing other persons to attend general meetings should include the following information:</u></p> <ol data-bbox="868 697 1356 1340" style="list-style-type: none"><li data-bbox="868 697 1230 729">(1) <u>The name of the proxy;</u><li data-bbox="868 761 1356 825">(2) <u>Whether the proxy has the voting right;</u><li data-bbox="868 857 1356 985">(3) <u>Instructions for voting in favour or against or abstaining from each resolution to be considered at the general meeting;</u><li data-bbox="868 1017 1356 1081">(4) <u>The issue date and validity period of the proxy form;</u><li data-bbox="868 1112 1356 1340">(5) <u>Signature (or seal) of the appointor. If the appointor is a legal person shareholder, it should be affixed with the seal of the legal person shareholder and signed by the legal representative.</u>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

No.	Before amendments	After amendments
7	<p data-bbox="352 348 472 378">Article 33</p> <p data-bbox="352 414 842 861">The convener and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>	<p data-bbox="863 348 983 378">Article 34</p> <p data-bbox="863 414 1356 702"><u>The register of attendees of the general meeting shall be prepared by the Company. Such register of the meeting shall specify information including the name, identity card number, residential address, number of the voting shares held or represented by the persons (or units) attending the meeting, name of the shareholders or proxies (or units).</u></p> <p data-bbox="863 738 1356 1185">The convener and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>

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PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

No.	Before amendments	After amendments
8	<p>Article 42</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</p> <p>(2) Issuance of Company’s debentures;</p> <p>(3) Division, merger, dissolution and liquidation of the Company;</p> <p>.....</p> <p>(7) Other matters which resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</p>	<p>Article 44</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities; <u>Increase or reduction of the Company’s registered capital;</u></p> <p>(2) Issuance of Company’s debentures;</p> <p>(32) Division, <u>spin-off</u>, merger, dissolution, and liquidation <u>or change of company form</u> of the Company;</p> <p>.....</p> <p>(7)(6) Other matters which, <u>according to the laws, administrative regulations, the listing rules of the stock exchanges where the Company’s shares are listed and the Articles of Association and</u> resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</p>

No.	Before amendments	After amendments
9	<p data-bbox="352 346 841 859">Article 45</p> <p data-bbox="352 412 841 859">When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 100 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p data-bbox="352 895 841 1566">If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with.</p>	<p data-bbox="863 346 1351 859">Article 46</p> <p data-bbox="863 412 1351 859">When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 100110 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p data-bbox="863 895 1351 1789">If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with. <u>For significant matters to be decided in general meetings that would affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The result of such separate vote counting shall be timely disclosed.</u></p>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

No.	Before amendments	After amendments
10	<p data-bbox="355 348 472 374">Article 46</p> <p data-bbox="355 417 842 640">Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p data-bbox="355 672 842 895">Voting in general meetings through web network shall not start earlier than 3:00 pm the day before the on-site meeting, nor shall it be later than 9:30 am on the day of on-site meeting and voting shall not conclude earlier than 3:00 pm on the day which the onsite meeting ends.</p>	<p data-bbox="866 348 983 374">Article 47</p> <p data-bbox="866 417 1353 640">Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p data-bbox="866 672 1353 832"><u>If online voting was adopted for general meetings, the Company shall specify clearly in the notice of general meetings the timing and procedure of voting through web network.</u></p> <p data-bbox="866 863 1353 1087">Voting in general meetings through web network shall not start earlier than 3:00 pm the day before the on-site meeting, nor shall it be later than 9:30 am on the day of on-site meeting and voting shall not conclude earlier than 3:00 pm on the day which the onsite meeting ends.</p>

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

No.	Before amendments	After amendments
11	<p data-bbox="352 346 841 768">Article 49</p> <p data-bbox="352 417 841 768">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="352 804 841 991">The same voting right shall only be exercised by one of the voting means including on-site or via internet. In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.</p>	<p data-bbox="863 346 1351 768">Article 50</p> <p data-bbox="863 417 1351 768">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="863 804 1351 991"><u>When a proposal is considered at the general meeting, no change shall be made thereto; otherwise, the relevant change shall be treated as a new proposal which shall not be voted at the then general meeting.</u></p> <p data-bbox="863 1027 1351 1215">The same voting right shall only be exercised by one of the voting means including on-site or via internet. In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.</p>

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

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

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

APPENDIX II**PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES FOR GENERAL MEETINGS**

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

NOTICE OF AGM



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

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

(Stock Code: 0038)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 annual general meeting (the “AGM”) of First Tractor Company Limited (the “Company”) will be held at 2:30 p.m. on 29 May 2024 (Wednesday) at No. 154 Jianshe Road, Luoyang, Henan Province, The People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year 2023
2. To consider and approve the work report of the Independent Directors of the Company for the year 2023
3. To consider and approve the work report of the supervisory committee of the Company for the year 2023
4. To consider and approve the audited financial report of the Company for the year 2023
5. To consider and approve the annual report of the Company for the year 2023
6. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023
7. To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company’s financial report and the internal control auditor for the year 2024, and to authorize the Board of the Company to decide its remuneration

NOTICE OF AGM

SPECIAL RESOLUTION

8. To consider and approve the resolution on the amendments of the Articles of Association of the Company

ORDINARY RESOLUTION

9. To consider and approve the resolution on the amendments of the Rules of Procedures for General Meetings of the Company

(For details of the above resolutions Nos.8 and 9, please refer to the announcement of the Company dated 27 March 2024 and the circular of the Company dated 24 April 2024.)

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

Luoyang, the PRC
24 April 2024

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

Notes:

1. Closure of Register of Members of H Shares for attending the AGM

The register of members of the Company will be temporarily closed from 24 May 2024 to 29 May 2024 (both days inclusive) during which no transfer of shares of the Company (the “**Shares**”) will be registered in order to determine the list of shareholders of the Company (the “**Shareholders**”) for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 23 May 2024 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered on 29 May 2024 are entitled to attend the AGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares registrar of the Company, is Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

2. Closure of Register of Members for Payment of the Final Dividend for 2023

The register of members of the Company will be temporarily closed from 4 June 2024 to 7 June 2024 (both days inclusive) during which no transfer of shares of the Company will be registered in order to determine the list of shareholders of H Shares entitled to receive the 2023 final dividend. The last lodgment for the transfer of the H Shares of the Company should be made on 3 June 2024 at Hong Kong Registrars Limited on or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 7 June 2024 are entitled to receive the 2023 final dividend. The address of Hong Kong Registrars Limited, the H Shares registrar of the Company, is Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

NOTICE OF AGM

3. Each Shareholder having the rights to attend and vote at the AGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his voting rights on a poll.
4. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Proxy Form enclosed). The Proxy Form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the Proxy Form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Proxy Form and the notarially certified power of attorney or other documents of authorization must be delivered to the Company's registered address at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC (as far as A Shareholders are concerned), or the Company's H Shares registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as far as H Shareholders are concerned) by not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
6. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
7. The Company's registered address:

No. 154 Jianshe Road, Luoyang, Henan Province, the PRC

Postal code: 471004

Telephone: (86379) 6496 7038

Facsimile: (86379) 6496 7438

Email: msc0038@ytogroup.com

* *For identification purposes only*

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES



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

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

(Stock Code: 0038)

NOTICE OF 2024 FIRST CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT the 2024 first class meeting (the “**Class Meeting**”) for holders of H Shares of First Tractor Company Limited* (the “**Company**”) will be held at 2:30 p.m. (or immediately after the 2023 annual general meeting and the 2024 first class meeting for holders of A shares of the Company to be convened and held on the same date and at the same place) on 29 May 2024 (Wednesday) at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

RESOLUTIONS

1. To consider and approve the resolution regarding the amendments to the Articles of Association
2. To consider and approve the resolution regarding the amendments to the Rules of Procedures for General Meetings

(For details of the above resolutions Nos.1 and 2, please refer to the announcement of the Company dated 27 March 2024 and the circular of the Company dated 24 April 2024.)

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

Luoyang, the PRC
24 April 2024

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

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

Notes:

1. The register of members of the Company will be temporarily closed from 24 May 2024 to 29 May 2024 (both days inclusive) during which no transfer of H Shares of the Company will be registered in order to determine the list of holders of H Shares of the Company (the “**Shareholders**”) for attending the Class Meeting. The last lodgment for H Shares transfer should be made on 23 May 2024 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 29 May 2024 are entitled to attend the Class Meeting by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares registrar of the Company, is Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
2. Each Shareholder having the rights to attend and vote at the Class Meeting is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his/her behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his/her voting rights on a poll.
3. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Proxy Form enclosed). The Proxy Form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the Proxy Form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Proxy Form and the notarially certified power of attorney or other documents of authorization must be delivered to the H Shares registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in not less than 24 hours before the time scheduled for the holding of the Class Meeting or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of their identities upon attending the Class Meeting.
5. Pursuant to the Articles of Association of the Company, resolutions of the Class Meeting shall be passed by more than two thirds of the voting rights held by the Shareholders present at the Class Meeting.
6. The Class Meeting is expected to last for less than one day. The Shareholders and proxies attending the Class Meeting shall be responsible for their own travelling and accommodation expenses.
7. The Company’s registered address:

No. 154 Jianshe Road, Luoyang, Henan Province, the PRC

Postal code: 471004

Telephone: (86379) 6496 7038

Facsimile: (86379) 6496 7438

Email: msc0038@ytogroup.com

* *For identification purposes only*