

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



ZHAOJIN

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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

**(Stock Code: 1818)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES FOR GENERAL MEETINGS**

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

The Company held the 19th meeting of the 7th session of the board of directors (the “**Board**”) on 23 August 2024 to review and approve, among other things, the resolutions on the proposed amendments (the “**Proposed Amendments**”) to the Company’s articles of association (the “**Articles of Association**”) and the rules of procedures for general meetings (the “**Rules of Procedures for General Meetings**”).

Considering that the Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) have been abolished on 31 March 2023, and the newly revised Company Law of the People’s Republic of China (《中華人民共和國公司法》) (effective from 1 July 2024) (the “**New Company Law**”) has been updated and implemented, as well as several recent revisions to the Listing Rules, and based on the actual situation of the Company, the Board proposes to amend the Articles of Association and the Rules of Procedures for General Meetings in accordance with the New Company Law and the Listing Rules as follows:

**(I) COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 1.1 Zhaojin Mining Industry Company Limited (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Laws of the People’s Republic of China (hereinafter referred to as the “Company Law”) and Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”) and other relevant laws and administrative regulations of the State.</p> <p>.....</p>	<p>Article 1.1 Zhaojin Mining Industry Company Limited (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Laws of the People’s Republic of China (hereinafter referred to as the “Company Law”) <del>and Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”)</del> and other relevant laws and administrative regulations of the State.</p> <p>.....</p>
<p>Article 1.6 These Articles of Association (hereinafter referred to as these “Articles”) are amended in accordance with the Company Law, Mandatory Provisions for the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplements and Amendments to Articles of Association of Hong Kong Listed Companies (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”) and other relevant laws and regulations of the People’s Republic of China. Unless otherwise provided for under the Company Law or relevant laws and regulations, terms required to be included in these Articles by the Mandatory Provisions shall not be modified or repealed.</p>	<p>Article 1.6 These Articles of Association (hereinafter referred to as these “Articles”) are amended in accordance with the Company Law, <del>Mandatory Provisions for the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplements and Amendments to Articles of Association of Hong Kong Listed Companies (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”)</del> and other relevant laws and regulations of the People’s Republic of China. <del>Unless otherwise provided for under the Company Law or relevant laws and regulations, terms required to be included in these Articles by the Mandatory Provisions shall not be modified or repealed.</del></p>
<p>Article 3.1 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p>	<p>Article 3.1 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, <del>upon approval by the examining and approving departments authorized by the State Council.</del></p>
<p>Article 3.3 Upon approval by the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The “overseas investors” referred to in the preceding paragraph shall mean the investors residing in foreign countries or Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Company and are residing in the People’s Republic of China.</p>	<p>Article 3.3 <del>Upon approval by the securities regulatory authorities of the State Council, the</del> <b>The</b> Company may issue shares to domestic investors and overseas investors <b><u>in accordance with the laws.</u></b></p> <p>The “overseas investors” referred to in the preceding paragraph shall mean the investors residing in foreign countries or Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Company and are residing in the People’s Republic of China.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 3.4 Shares issued by the Company to the domestic investors which are subscribed in Renminbi shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign-invested shares. Foreign-invested shares that are listed abroad shall be referred to as overseas-listed foreign-invested shares.</p> <p>The overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as “H shares”. H shares shall mean the shares which have been admitted to listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on a stock exchange in the United States in the form of American Depository Receipts.</p> <p>Shares issued by the Company which are not listed in neither domestic nor overseas stock exchanges shall be referred to as unlisted shares. Domestic shares shall be referred to as unlisted shares.</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, unlisted shares may be listed and traded on an overseas stock exchange. The listing and trading of unlisted shares on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. The listing and trading of unlisted shares on such overseas stock exchanges is not subject to the approval at a general meeting or a class meeting. Unlisted shares listed on overseas stock exchange shall be within the same class of original overseas-listed foreign-invested shares.</p>	<p>Article 3.4 Shares issued by the Company to the domestic investors which are subscribed in Renminbi shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign-invested shares. Foreign-invested shares that are listed abroad shall be referred to as overseas-listed foreign-invested shares.</p> <p>The overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as “H shares”. H shares shall mean the shares which have been admitted to listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on a stock exchange in the United States in the form of American Depository Receipts.</p> <p>Shares issued by the Company which are not listed in neither domestic nor overseas stock exchanges shall be referred to as unlisted shares. Domestic shares shall be referred to as unlisted shares.</p> <p><del>Subject to the approval of the securities regulatory authorities of the State Council, unlisted</del> <b>Unlisted</b> shares may be listed and traded on an overseas stock exchange <b>after complying with relevant regulations of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and being filed with the CSRC by the Company entrusted by the shareholders holding unlisted shares.</b> The listing and trading of unlisted shares on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. The listing and trading of unlisted shares on such overseas stock exchanges is not subject to the approval at a general meeting or a class meeting. Unlisted shares listed on overseas stock exchange shall be within the same class of original overseas-listed foreign-invested shares.</p>
<p>Article 3.6 The Company’s board of directors may take necessary actions for the respective issuance of overseas-listed foreign-invested shares and domestic shares after making proposals for the issuance of the same have been approved by the securities supervisory authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas-listed foreign-invested shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the China Securities Regulatory Commission.</p>	<p>This article has been deleted.</p>
<p>Article 3.7 Where the total number of shares stated in the proposal for the issuance of shares includes overseas-listed foreign-invested shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at a time due to special circumstances, the shares may, subject to the approval of the China Securities Regulatory Commission, be issued on separate occasions.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 4.2 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital and shall publish an announcement in newspaper within 30 days. A creditor shall have the right within 30 days from the receipt of a written notice or, for those who have not received a written notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee.</p> <p>The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount as prescribed by law.</p>	<p>Article 4.2 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital and shall publish an announcement in newspaper <u>or the National Enterprise Credit Information Publicity System</u> within 30 days. A creditor shall have the right within 30 days from the receipt of a written notice or, for those who have not received a written notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee.</p> <p>The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount as prescribed by law.</p>
<p>Article 4.3 The Company may, in accordance with the procedures set out in these Articles and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances:</p> <p>(i) cancellation of shares for the purposes of reducing its capital;</p> <p>(ii) merger with other companies that hold shares in the Company;</p> <p>(iii) granting shares as rewards to the employees of the Company;</p> <p>(iv) repurchase of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</p> <p>(v) other circumstances as permitted by laws and administrative regulations.</p>	<p>Article 4.3 The Company may, <del>in accordance with the procedures set out in these Articles and with the approval of the relevant governing authority of the State,</del> repurchase its issued and outstanding shares under the following circumstances:</p> <p>(i) <del>cancellation of shares</del> for the purposes of reducing its capital;</p> <p>(ii) merger with other companies that hold shares in the Company;</p> <p>(iii) <del>granting shares as rewards to the employees of the Company</del> <u>using shares for employee stock ownership plans or equity incentives;</u></p> <p>(iv) repurchase of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</p> <p>(v) <del>other circumstances as permitted by laws and administrative regulations;</del> <u>using shares to convert into convertible corporate bonds issued by the Company;</u></p> <p><u>(vi) other situations necessary for listed companies to maintain company value and shareholder equity.</u></p>
<p>Article 4.4 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <p>(i) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(ii) by repurchasing shares through public dealing on a stock exchange;</p> <p>(iii) by repurchasing shares by way of a contractual agreement outside a stock exchange; or</p> <p>(iv) other ways approved by laws and administrative regulations or by the securities regulatory authorities of the State Council.</p>	<p>Article 4.4 The Company may repurchase shares in one of the following ways, <del>with the approval of the relevant governing authority of the State:</del></p> <p>(i) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(ii) by repurchasing shares through public dealing on a stock exchange;</p> <p>(iii) by repurchasing shares by way of a contractual agreement outside a stock exchange;</p> <p>(iv) other ways approved by laws and administrative regulations or by the securities regulatory authorities of the State Council.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 4.5 When the Company is to repurchase shares by a contractual agreement outside a stock exchange, prior approval shall be obtained from a general meeting in accordance with the provisions of these Articles. Upon the prior approval of the general meeting in the same way, the Company may rescind or change the contract concluded in the manner set forth above or waive any of its rights under such contract.</p> <p>“A contract for the repurchase of shares” referred to in the preceding paragraph shall include (but not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign the contracts for share redemption or any right contained in such contracts.</p>	<p><del>Article 4.5 When the Company is to shares by a contractual agreement outside a stock exchange, prior approval shall be obtained from a general meeting in accordance with the provisions of these Articles. Upon the prior approval of the general meeting in the same way, the Company may rescind or change the contract concluded in the manner set forth above or waive any of its rights under such contract.</del></p> <p><del>“A contract for the repurchase of shares” referred to in the preceding paragraph shall include (but not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</del></p> <p><del>The Company shall not assign the contracts for share redemption or any right contained in such contracts.</del></p> <p><b><u>When the Company is to repurchase its shares under the circumstances stipulated in Article 4.3 (i) and (ii) of the Articles, the resolution should be passed at the general meeting. When the Company repurchase its shares under the circumstances stipulated in Article 4.3 (iii), (v) and (vi) of the Articles, the resolution should be passed at the board meeting with the attendance of more than two-thirds of the directors in accordance with the Articles.</u></b></p>
<p>Article 4.6 Where the Company repurchases the redeemable stock which it is entitled to do so in a non-open way or in the form of an offer, the price shall not exceed a ceiling price. If the repurchase is conducted in the form of an offer, then the offer must be made to all the shareholders on the same conditions.</p> <p>The shares of the Company repurchased in accordance with item (i) of Article 4.3 shall be cancelled within ten days from the date of repurchase; those repurchased in accordance with items (ii) and (iv) of Article 4.3 shall be transferred or cancelled within six months.</p> <p>The number of shares of the Company repurchased in accordance with item (iii) of Article 4.3 shall not exceed 5% of the total issued share capital of the Company. Such repurchase shall be funded out of the profit after tax of the Company. The shares so purchased shall be transferred to the employees within one year.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>	<p>Article 4.6 Where the Company repurchases the redeemable stock which it is entitled to do so in a non-open way or in the form of an offer, the price shall not exceed a ceiling price. If the repurchase is conducted in the form of an offer, then the offer must be made to all the shareholders on the same conditions.</p> <p>The shares of the Company repurchased in accordance with item (i) of Article 4.3 shall be cancelled within ten days from the date of repurchase; those repurchased in accordance with items (ii) and (iv) of Article 4.3 shall be transferred or cancelled within six months.</p> <p>The number of shares of the Company repurchased in accordance with items (iii), <b><u>(v) and (vi)</u></b> of Article 4.3 shall not exceed <b><u>510%</u></b> of the total issued share capital of the Company: <del>Such repurchase shall be funded out of the profit after tax of the Company. The shares so purchased, and</del> shall be transferred to the employees <b><u>or cancelled</u></b> within <b><u>one year</u></b> <b><u>three years</u></b>.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 4.7 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued and outstanding shares:</p> <p>(i) where the Company repurchases shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares;</p> <p>(ii) where the Company repurchases shares at a price higher than the par value, the portion corresponding to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for purpose of repurchasing the original shares; and the portion beyond the par value shall be handled in accordance with the following methods:</p> <p>(1) where the shares repurchased are issued at the par value, such portion shall be deducted from the book balance of the distributable profits of the Company; and</p> <p>(2) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issuance for purpose of repurchasing the original shares. However, the amount deducted from the proceeds from the new shares issuance shall neither exceed the total premium of the original shares issuance nor the Company's premium account (or capital reserve account) (including the premium from the new shares issuance) at the redemption;</p> <p>(iii) the Company shall make the following payments out of the Company's distributable profits:</p> <p>(1) payment for the acquisition of the right to repurchase its shares;</p> <p>(2) payment for modification of any contract for the repurchase of its shares; and</p> <p>(3) payment for the release of its obligation under any contract for the repurchase of its shares.</p> <p>(iv) after the total par value of the shares cancelled is deducted from the Company's registered capital in accordance with relevant provisions, the amount deducted from the distributable profits and used to repurchase the shares at the par value shall be included in the premium account (or capital reserve account) of the Company.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 5.1 The Company or its subsidiaries shall not, at any time, offer any form of financial aid to a person who acquires or proposes to acquire shares in the Company. “The person” referred to in the preceding paragraph shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company.</p> <p>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>This article does not apply to the circumstances as defined in Article 5.3 of this chapter.</p>	<p>Article 5.1 <del>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to a person who acquires or proposes to acquire shares in the Company. “The person” referred to in the preceding paragraph shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company.</del> <b><u>The Company shall not provide grants, loans, guarantees and other financial aid for others to acquire shares of the Company or its parent company, except for the Company’s implementation of employee stock ownership plans.</u></b></p> <p>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>This article does not apply to the circumstances as defined in Article 5.3 of this chapter.</p>
<p>Article 5.2 “The financial aid” referred to in this chapter shall be provided by, but not limited to, the following means:</p> <p>(i) gift;</p> <p>(ii) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), relief or waiver of rights;</p> <p>(iii) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;</p> <p>(iv) any other form of financial aid given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“The assumption of obligations” referred to in this chapter shall include the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the obligor or jointly with other persons) or by any other means which results in a change in his/her financial position.</p>	<p>Article 5.2 <b><u>In the interests of the Company, by resolution of the shareholders’ general meeting, or by resolution of the board of directors in accordance with the Articles or the authorization of the shareholders’ general meeting, the Company may provide financial aid for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial aid shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.</u></b> “The financial aid” referred to in this chapter shall be provided by, but not limited to, the following means:</p> <p>(i) gift;</p> <p>(ii) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), relief or waiver of rights;</p> <p>(iii) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;</p> <p>(iv) any other form of financial aid given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“The assumption of obligations” referred to in this chapter shall include the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the obligor or jointly with other persons) or by any other means which results in a change in his/her financial position.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 5.3 The following acts shall not be deemed to be acts as prohibited by Article 5.1 of this chapter:</p> <p>(i) the provision of financial aid by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>(ii) the lawful distribution of the Company's assets as dividends;</p> <p>(iii) the distribution of dividends in the form of shares;</p> <p>(iv) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles;</p> <p>(v) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits); and</p> <p>(vi) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits).</p>	<p>Article 5.3 <b><u>In the event that a violation of the provisions of Articles 5.1 and 5.2 causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</u></b><del>The following acts shall not be deemed to be acts as prohibited by Article 5.1 of this chapter:</del></p> <p><del>(i) the provision of financial aid by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</del></p> <p><del>(ii) the lawful distribution of the Company's assets as dividends;</del></p> <p><del>(iii) the distribution of dividends in the form of shares;</del></p> <p><del>(iv) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles;</del></p> <p><del>(v) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits); and</del></p> <p><del>(vi) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits).</del></p>



Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 6.4 The Company shall maintain a register of members of the Company which shall contain the following particulars:</p> <p>(i) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(ii) the class and number of shares held by each shareholder;</p> <p>(iii) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</p> <p>(iv) the serial numbers of the shares held by each shareholder;</p> <p>(v) the date on which each person was registered as a shareholder; and</p> <p>(vi) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of members shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 6.4 The Company shall maintain a register of members of the Company which shall contain the following particulars:</p> <p>(i) the name (title); <b>and</b> address (domicile); <del>occupation or nature</del> of each shareholder;</p> <p>(ii) the class and number of shares held by each shareholder;</p> <p>(iii) <del>the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</del> (iv) the serial numbers of the shares held by each shareholder;</p> <p><del>(v)</del> <b>(iv)</b> the date on which each person was registered as a shareholder; <del>and;</del></p> <p><del>(vi) the date on which any shareholder ceased to be a shareholder.</del></p> <p>Unless there is evidence to the contrary, the register of members shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>
<p>Article 6.8 All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>...</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Provisions and these Articles.</p> <p>...</p>	<p>Article 6.8 All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>...</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law; <del>the Special Provisions</del> and these Articles.</p> <p>...</p>
<p>Article 6.9 No change may be made in the register of members as a result of a transfer of shares within 30 days prior to the date of a general meeting or within 5 days before the determination date for the Company's distribution of dividends. However, where applicable laws or listing rules have other provisions on the change in the register of members, such provisions shall be complied with.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 6.12 If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her/its name (title) entered in the register of members is lost, such person may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”). Application by a holder of domestic shares, who has lost his/her/its share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Application by a holder of overseas-listed foreign-invested shares, who has lost his/her/its share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of members for holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations. The issuance of a replacement share certificate shall comply with the following requirements:</p> <p>(i) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</p> <p>(ii) The Company has not received any declaration made by any person other than the applicant declaring that his/her/its name shall be entered in the register of members in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(iii) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every 30 days within a period of 90 days in such newspapers as prescribed by the board of directors.</p> <p>(iv) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p>	<p>Article <del>6-126.11</del> <b>6.11</b> If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her/its name (title) entered in the register of members is lost, such person may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”). Application by a holder of domestic shares, who has lost his/her/its share certificate, for a replacement share certificate shall be dealt with in accordance with <del>Article 144</del> of the Company Law.</p> <p>Application by a holder of overseas-listed foreign-invested shares, who has lost his/her/its share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of members for holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations. <del>The issuance of a replacement share certificate shall comply with the following requirements:</del></p> <p><del>(i) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</del></p> <p><del>(ii) The Company has not received any declaration made by any person other than the applicant declaring that his/her/its name shall be entered in the register of members in respect of such shares before it decides to issue a replacement share certificate to the applicant.</del></p> <p><del>(iii) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every 30 days within a period of 90 days in such newspapers as prescribed by the board of directors.</del></p> <p><del>(iv) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</del></p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>(v) If, by the expiration of the 90-day period referred to in items (iii) and (iv) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her/its application.</p> <p>(vi) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of members accordingly.</p> <p>(vii) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</p>	<p><del>(v) If, by the expiration of the 90-day period referred to in items (iii) and (iv) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her/its application.</del></p> <p><del>(vi) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of members accordingly.</del></p> <p><del>(vii) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</del></p>
<p>Article 6.13 Where the Company issues a replacement share certificate pursuant to the Company's Articles, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his/her/its name (title) shall not be removed from the register of members.</p>	<p>This article has been deleted.</p>
<p>Article 6.14 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.</p>	<p>This article has been deleted.</p>
<p>Article 7.3 The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <ol style="list-style-type: none"> <li>1. to obtain these Articles, subject to payment of costs;</li> <li>2. to inspect and copy, subject to payment of a reasonable fee, the following: <ol style="list-style-type: none"> <li>(1) all parts of the register of members;</li> <li>(2) personal particulars of each of the directors, supervisors, general managers, deputy general managers and other senior management personnel of the Company, including: <ol style="list-style-type: none"> <li>(A) present and former name and alias;</li> <li>(B) principal address (place of residence);</li> <li>(C) nationality;</li> <li>(D) primary and all other part-time occupations and duties;</li> <li>(E) identification documents and the numbers thereof.</li> </ol> </li> </ol> </li> <li>(3) report on the issued share capital of the Company;</li> </ol> <p>...</p>	<p>Article 7.3 The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <ol style="list-style-type: none"> <li>1. to obtain these Articles, subject to payment of costs;</li> <li>2. to inspect and copy, subject to payment of a reasonable fee, the following: <ol style="list-style-type: none"> <li>(1) all parts of the register of members;</li> <li>(2) <b>publicly disclosed</b> personal particulars of each of the directors, supervisors, general managers, deputy general managers and other senior management personnel of the Company, <del>including;</del> <ol style="list-style-type: none"> <li><del>(A) present and former name and alias;</del></li> <li><del>(B) principal address (place of residence);</del></li> <li><del>(C) nationality;</del></li> <li><del>(D) primary and all other part-time occupations and duties;</del></li> <li><del>(E) identification documents and the numbers thereof.</del></li> </ol> </li> </ol> </li> <li>(3) report on the issued share capital of the Company;</li> </ol> <p>...</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 8.3 Unless prior approval by the general meeting is obtained, the Company shall not enter into any contract with any person other than its directors, supervisors, general manager, deputy general manager and other senior management personnel pursuant to which such person shall be responsible for the management of the whole or any substantial part of the Company's business.</p>	<p>Article 8.3 <b><u>Unless the Company is in a crisis or other special circumstances, and</u></b> unless prior approval by the general meeting is obtained <b><u>by way of special resolution</u></b>, the Company shall not enter into any contract with any person other than its directors, <del>supervisors</del>, general manager, deputy general manager and other senior management personnel pursuant to which such person shall be responsible for the management of the whole or any substantial part of the Company's business.</p>
<p>Article 8.4 General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</p> <p>(ii) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(iii) where shareholder(s) who individually or jointly hold(s) 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(iv) whenever the board of directors deems necessary;</p> <p>(v) the supervisory committee so requests;</p> <p>(vi) whenever more than two independent directors so request.</p>	<p>Article 8.4 General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</p> <p>(ii) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(iii) where shareholder(s) who individually or jointly hold(s) 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(iv) whenever the board of directors deems necessary;</p> <p>(v) the supervisory committee so requests;</p> <p>(vi) <del>whenever more than two independent directors so request</del> <b><u>other circumstances as prescribed by laws and regulations.</u></b></p>
<p>Article 8.17 A shareholder (including his/her/its proxy), when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share.</p>	<p>Article 8.17 A shareholder (including his/her/its proxy), when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share.</p> <p><b><u>Shares of the Company held by the Company are not entitled to vote and such shares are not counted in the total number of voting shares present at the shareholders' general meeting.</u></b></p>
<p>Article 8.21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 8.23 The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(i) the increase or reduction in share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(ii) the issuance of debentures of the Company;</p> <p>(iii) the division, merger, dissolution and liquidation of the Company or change of form of the Company;</p> <p>(iv) amendment to these Articles;</p> <p>(v) share incentive schemes;</p> <p>(vi) any other matters required to be passed by special resolutions by laws, administrative regulations, the listing rules of stock exchange(s) where the shares of the Company is listed or by the Articles of Association, or any other matters considered by the general meeting and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.</p>	<p>Article <del>8-238.22</del> The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(i) the increase or reduction in share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(ii) the issuance of debentures of the Company;</p> <p>(iii) the division, merger, dissolution and liquidation of the Company or change of form of the Company;</p> <p>(iv) amendment to these Articles;</p> <p><b><u>(v) acquisition or disposal of material assets or provision of guarantees by the Company within one year in an amount exceeding 30% of the latest audited total assets of the Company;</u></b></p> <p><del>(v)</del><b>(vi)</b> share incentive schemes;</p> <p><del>(vi)</del><b>(vii)</b> any other matters required to be passed by special resolutions by laws, administrative regulations, the listing rules of stock exchange(s) where the shares of the Company is listed or by the Articles of Association, or any other matters considered by the general meeting and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.</p>
<p>Article 8.26 The chairman of the meeting shall be responsible for determining whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article <del>8-268.25</del> The chairman of the meeting shall be responsible for determining whether a resolution is passed <b><u>based on the poll results released by the scrutineer, which His decision, which is final and conclusive,</u></b> shall be announced at the meeting and recorded in the minutes of meeting.</p>
<p>Article 8.28 If votes are counted at a general meeting, the vote counting result shall be recorded in the minutes of the meeting.</p> <p>Any general meeting shall keep minutes of its decisions on the matters considered. Directors attending the meeting shall sign their names on the minutes of the meeting. The minutes of meeting together with the attendance register of the attending shareholders and the power of attorney of their proxies shall be kept at the premises of the Company.</p>	<p>Article <del>8-288.27</del> If votes are counted at a general meeting, the vote counting result shall be recorded in the minutes of the meeting.</p> <p>Any general meeting shall keep minutes of its decisions on the matters considered. <b><u>The chairman of the meeting and Directors directors</u></b> attending the meeting shall sign their names on the minutes of the meeting. The minutes of meeting together with the attendance register of the attending shareholders and the power of attorney of their proxies shall be kept at the premises of the Company.</p>
<p>Article 13.2 The supervisory committee shall be composed of three supervisors, one of which shall be the chairman. Appointment and dismissal of the chairman of the supervisory committee shall obtain voted approval of two-thirds or more of the members of the supervisory committee. The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election.</p> <p>...</p>	<p>Article 13.2 The supervisory committee shall be composed of three supervisors, one of which shall be the chairman. <del>Appointment and dismissal of the</del> <b><u>The</u></b> chairman of the supervisory committee shall <del>obtain voted approval of two-thirds or more of the members of the supervisory committee</del> <b><u>be elected by more than half of all supervisors.</u></b> The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election.</p> <p>...</p>
<p>Article 13.7 Meetings of the supervisory committee shall be held only if all the supervisors are present, and resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members.</p>	<p>Article 13.7 Meetings of the supervisory committee shall be held only if all the supervisors are present, and resolutions of the supervisory committee shall be passed by <del>the affirmative vote of more than two-thirds of all of its members</del> <b><u>more than half of all supervisors.</u></b></p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 14.1 A person shall be disqualified from being a director, supervisor, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>(i) The individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(ii) A period of five years has not yet elapsed since the penalisation on conviction of corruption, bribery, unauthorised taking of properties or disrupting social and economic order; or a period of five years has not yet elapsed since being deprived of political rights for commission of offences;</p> <p>(iii) A period of three years has not yet elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a chairman, factory manager or manager of such company or enterprise and was personally liable for such insolvency;</p> <p>(iv) A period of three years has not yet elapsed since revocation of the business license of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(v) The person is personally liable for a substantial loan which was due for payment but remains unpaid;</p> <p>(vi) Currently being barred by the China Securities Regulatory Commission from participating in the securities market;</p> <p>(vii) Persons who are employed by a company or any of its subsidiaries that competes with the Company, or direct and close relatives thereof; and</p> <p>(viii) Other stipulations of laws, administrative regulations or departmental rules.</p> <p>.....</p>	<p>Article 14.1 A person shall be disqualified from being a director, supervisor, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>(i) The individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(ii) A period of five years has not yet elapsed since the penalisation on conviction of corruption, bribery, unauthorised taking of properties or disrupting social and economic order; <del>or a period of five years has not yet elapsed, or</del> since being deprived of political rights for commission of offences, <b><u>or a period of two years has not yet elapsed since the date of expiration of the probation period in case of probation;</u></b></p> <p>(iii) A period of three years has not yet elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a chairman, factory manager or manager of such company or enterprise and was personally liable for such insolvency;</p> <p>(iv) A period of three years has not yet elapsed since revocation of the business license of a company or enterprise <b><u>or being order to close down</u></b> due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(v) The person is personally liable for a substantial loan which was due for payment but remains unpaid <b><u>and is listed as a dishonest person subject to enforcement by the people's court;</u></b></p> <p>(vi) Currently being barred by the China Securities Regulatory Commission from participating in the securities market;</p> <p>(vii) Persons who are employed by a company or any of its subsidiaries that competes with the Company, or direct and close relatives thereof; and</p> <p>(viii) Other stipulations of laws, administrative regulations or departmental rules.</p> <p>.....</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 14.19 The Company shall enter into a written contract with each director and senior management personnel, which shall at least include the following provisions:</p> <p>(i) Directors or senior management personnel shall undertake to the Company that they will comply with the Company Law, the Special Regulations, these Articles, the Takeovers Code and the Code on Share Repurchases, and shall agree that the Company shall have the right to take remedial measures provided in these Articles, and that neither such contract nor their offices shall be transferred;</p> <p>...</p>	<p>Article 14.19 The Company shall enter into a written contract with each director and senior management personnel, which shall at least include the following provisions:</p> <p>(i) Directors or senior management personnel shall undertake to the Company that they will comply with the Company Law, <del>the Special Regulations</del>; these Articles, the Takeovers Code and the Code on Share Repurchases, and shall agree that the Company shall have the right to take remedial measures provided in these Articles, and that neither such contract nor their offices shall be transferred;</p> <p>...</p>
<p>Article 15.10 The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>(i) making up for losses;</p> <p>(ii) contributing to the statutory reserve;</p> <p>(iii) contributing to the discretionary reserve; and</p> <p>(iv) paying dividends to shareholders of ordinary shares.</p> <p>For items (iii) and (iv) of this Article, the specific proportion of profit distributable for a year shall be determined by the board of directors according to the Company's business conditions and development needs for consideration and approval by the general meeting of shareholders.</p>	<p>Article 15.10 The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>(i) making up for losses;</p> <p>(ii) contributing to the statutory reserve;</p> <p>(iii) contributing to the discretionary reserve; and</p> <p>(iv) paying dividends to shareholders of ordinary shares.</p> <p>For items (iii) and (iv) of this Article, the specific proportion of profit distributable for a year shall be determined by the board of directors according to the Company's business conditions and development needs for consideration and approval by the general meeting of shareholders.</p> <p><b><u>Shares of the Company held by the Company are not entitled to profit distribution.</u></b></p>
<p>Article 16.7 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p>	<p>Article 16.7 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, <del>and reported to the securities regulatory authority of the State Council for filing.</del></p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 16.8 If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(i) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders. (Leaving herein shall include leaving by dismissal, resignation and retirement.)</p> <p>(ii) If the accounting firm which is about to leave the post makes a written statement, and requires the Company to inform the shareholders of its statement, unless the time of receiving such written statement is too late, the Company shall adopt the following measures:</p> <p>(1) state in the notice of meeting issued for making resolutions that the accounting firm which is about to leave the post has made a statement;</p> <p>(2) send a duplicate copy of such statement to shareholders who are entitled to receive notices of general meetings.</p> <p>(iii) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of item (ii), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(iv) An accounting firm about to leave the post shall have the right to attend the following meetings:</p> <p>(1) general meeting of shareholders at which its tenure shall expire;</p> <p>(2) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up;</p> <p>(3) general meeting of shareholders convened due to its resignation from its post.</p> <p>The accounting firm about to leave the post shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.</p>	<p>This article has been deleted.</p>



Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 16.10 An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(i) a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(ii) a statement of any such circumstances.</p>	<p>This article has been deleted.</p>
<p>Article 16.11 The Company shall send duplicate copies of the written notice mentioned in Article 16.10 to relevant competent authorities within 14 days from the date of receiving the aforesaid notice. If the notice contains the statement mentioned in item (ii) of Article 16.10, the Company shall despatch the duplicate copy of the statement to shareholders who are entitled to receive financial reports of the Company.</p>	<p>This article has been deleted.</p>
<p>Article 16.12 If the resignation notice of an accounting firm contains any statement mentioned in item (ii) of Article 16.10, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	<p>This article has been deleted.</p>
<p>Article 20.1 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in these Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas-listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>	<p>Article 20.1 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in these Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. <del>The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas-listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</del></p>
<p>Article 20.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper at least three times within 30 days of the date of the Company's merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p>Article 20.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper <del>at least three times</del> <b>or the National Enterprise Credit Information Publicity System</b> within 30 days of the date of the Company's merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 20.3 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s division resolution which is passed and shall publish a public notice in newspaper at least three times within 30 days of the date of the Company’s merger resolution.</p> <p>Debts of the Company prior to the division shall be assumed by the companies which exist after the division in accordance with the agreements which have been reached.</p>	<p>Article 20.3 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s division resolution which is passed and shall publish a public notice in newspaper <b><u>at least three times or the National Enterprise Credit Information Publicity System</u></b> within 30 days of the date of the Company’s merger resolution.</p> <p>Debts of the Company prior to the division shall be <b><u>jointly and severally</u></b> assumed by the companies which exist after the division <b><u>in accordance with the agreements which have been reached, unless otherwise agreed upon in a written agreement between the Company and its creditors regarding debt repayment prior to the division.</u></b></p>
<p>Article 21.1 The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>(i) the term of its operations specified in the Company’s articles of association has expired or events of dissolution specified in the Company’s articles of association have occurred;</p> <p>(ii) a resolution regarding the dissolution is passed by the general meeting of shareholders;</p> <p>(iii) dissolution is necessary due to a merger or division of the Company;</p> <p>(iv) the Company is legally declared insolvent due to its failure to repay debts as they fall due; and</p> <p>(v) the Company is legally ordered to close due to violation of laws and administrative regulations and rules.</p> <p>Where the Company is dissolved under the circumstances described in items (i) and (ii) above, a liquidation committee shall be formed within 15 days to start the liquidation process. The liquidation committee shall be comprised of directors or persons determined by an ordinary resolution in a general meeting of shareholders.</p> <p>In the case of dissolution of the Company under item (iv) of this article, the people’s court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Company under item (v) of this article, the relevant competent authorities shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 21.1 The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>(i) the term of its operations specified in the Company’s articles of association has expired or events of dissolution specified in the Company’s articles of association have occurred;</p> <p>(ii) a resolution regarding the dissolution is passed by the general meeting of shareholders;</p> <p>(iii) dissolution is necessary due to a merger or division of the Company;</p> <p>(iv) the Company is legally declared insolvent due to its failure to repay debts as they fall due; and</p> <p>(v) the Company is <b><u>subject to revocation of business license, legally ordered to close due to violation of laws and administrative regulations and rules or is deregistered.</u></b></p> <p>Where the Company is dissolved under the circumstances described in items (i) and (ii) above, a liquidation committee shall be formed within 15 days to start the liquidation process. The liquidation committee shall be comprised of directors or persons determined by an ordinary resolution in a general meeting of shareholders.</p> <p>In the case of dissolution of the Company under item (iv) of this article, the people’s court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Company under item (v) of this article, the relevant competent authorities shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>

Current Articles of Association	Proposed amendments to the Articles of Association
<p>Article 21.3 The liquidation committee shall inform the creditors of the Company within 10 days following its establishment, and shall make a public notice in a newspaper at least three times within 60 days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date on which the notice is received or forty five (45) days from the date of the announcement if the notice is not received. The liquidation committee shall register all the creditors' rights. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>	<p>Article 21.3 The liquidation committee shall inform the creditors of the Company within 10 days following its establishment, and shall make a public notice in a newspaper <del>at least three times</del> <b>or the National Enterprise Credit Information Publicity System</b> within 60 days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date on which the notice is received or forty five (45) days from the date of the announcement if the notice is not received. The liquidation committee shall register all the creditors' rights. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>
<p>Article 21.6 If the liquidation committee, having sorted out the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for a declaration of bankruptcy of the Company according to laws.</p> <p>Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall prepare and hand over the liquidation matters to the people's court.</p>	<p>Article 21.6 If the liquidation committee, having sorted out the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for <del>a declaration of bankruptcy</del> <b>and liquidation</b> of the Company according to laws.</p> <p><del>Upon the declaration of bankruptcy of the Company by the people's court</del> <b>After the people's court accepts the bankruptcy application</b>, the liquidation committee shall prepare and hand over the liquidation matters to <b>the bankruptcy administrator designated by</b> the people's court.</p>
<p>Article 22.3 Amendment of these Articles involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies examining and approving department authorized by the State Council and the China Securities Regulatory Commission. Amendment of the Company's Articles involving changes in the particulars of registration of the Company shall be made through a change in registration in accordance with laws.</p>	<p><del>Article 22.3 Amendment of these Articles involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies examining and approving department authorized by the State Council and the China Securities Regulatory Commission.</del> Amendment of <b>the Company's these</b> Articles involving changes in the particulars of registration of the Company shall be made through a change in registration in accordance with laws.</p>
<p>Article 25.3 In these Articles, unless the context requires otherwise, the following terms and expressions shall have the following meanings:</p> <p>.....</p> <p>"Listing Rules" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>"New Company Law" means the Company Law of the People's Republic of China with effective from 1 January 2006</p> <p>"Mandatory Provisions" means the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》)</p> <p>"App 3" means Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>"App 14" means Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>"A13D" means Section D of Appendix 13 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>.....</p>	<p>Article 25.3 In these Articles, unless the context requires otherwise, the following terms and expressions shall have the following meanings:</p> <p>.....</p> <p>"Listing Rules" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>"New Company Law"</del> means the Company Law of the People's Republic of China <del>with effective from 1 January 2006</del></p> <p><del>"Mandatory Provisions"</del> means the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》)</p> <p><del>"App 3"</del> means Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>"App 14"</del> means Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>"A13D"</del> means Section D of Appendix 13 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>.....</p>
<p>The contents of other articles in the body of the Articles of Association remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

**(II) COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS**

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 1 In order to safeguard the legitimate rights and interests of Zhaojin Mining Industry Company Limited (the “Company”) and its shareholders, clarify the duties and powers of the shareholders’ general meeting, and ensure that the shareholders’ general meeting operates in a standardized, efficient and smooth manner and exercises its powers and functions in accordance with the laws, these rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), the Rules for Shareholders’ General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other domestic and overseas regulatory rules and regulations for listed companies, as well as the Articles of Association of Zhaojin Mining Industry Company Limited (the “Articles of Association”).</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of Zhaojin Mining Industry Company Limited (the “Company”) and its shareholders, clarify the duties and powers of the shareholders’ general meeting, and ensure that the shareholders’ general meeting operates in a standardized, efficient and smooth manner and exercises its powers and functions in accordance with the laws, these rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), <del>the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”);</del> the Rules for Shareholders’ General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other domestic and overseas regulatory rules and regulations for listed companies, as well as the Articles of Association of Zhaojin Mining Industry Company Limited (the “Articles of Association”).</p>
<p>Article 23 Shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company shall have the right to submit temporary proposals at the annual general meeting, and the board of directors shall examine and approve such shareholder proposals based on the following principles:</p> <p>(i) Relevance. The board of directors conducts review on the form of proposals, i.e. proposals shall be submitted in writing or delivered to the board of directors or the chairman of the general meeting, and the contents of the proposals must comply with the laws, administrative regulations, the Listing Rules and the Articles of Association, fall within the scope of the Company’s operation and the scope of duties of the general meeting, and have a clear topic and a specific resolution. Those meeting the foregoing requirements shall be submitted to the annual general meeting for discussion, and those not meeting the foregoing requirements shall not be submitted to the annual general meeting for discussion. If the board of directors decides not to submit a shareholder proposal for voting at the annual general meeting, an explanation shall be provided at that annual general meeting.</p> <p>(ii) Procedural. The board of directors can make decisions on procedural issues related to the proposal. If the proposal is to be split or combined for voting, the consent of the original proposer is required; if the original proposer does not agree to the changes, the chairman of the meeting may submit the procedural issue to the annual general meeting for decision, and discussions shall be conducted in accordance with the procedures determined by the annual general meeting.</p>	<p>This article has been deleted.</p>
<p>Article 24 If the supervisory committee or shareholder(s) who individually or jointly hold(s) 10% or more of the total number of voting shares of the Company request(s) for the convening of an extraordinary general meeting or class meeting, it/he/she/ they shall sign one or more counterpart requisitions stating the objectives of the meeting, and submit proposals to the board of directors that meet the requirements of the preceding article of these rules.</p>	<p>This article has been deleted.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 27 The convenor of a meeting shall give written notice at least 20 full business days before the annual general meeting, and shall give written notice at least 10 full business days before the extraordinary general meeting or 15 days before the meeting, whichever is longer, to inform the registered shareholders of the resolutions to be considered at the meeting as well as the date and venue of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded. The above business days are days on which the Hong Kong Stock Exchange is open for trading of securities.</p> <p>Notice of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. When the Company convenes a general meeting, a form of proxy shall be sent with the notice of the meeting to all shareholders entitled to vote at the meeting. The form shall provide a choice of votes for or against all resolutions to be proposed at the meeting. Notice of every annual general meeting shall be published in the newspapers in a size not smaller than 8 centimeters by 10 centimeters and shall be published for at least one business day. The notice must be published in a newspaper designated by the Hong Kong Stock Exchange.</p> <p>...</p>	<p>Article <del>27</del><b>25</b> The convenor of a meeting shall give written notice at least 20 full business days before the annual general meeting, and shall give written notice at least 10 full business days before the extraordinary general meeting or 15 days before the meeting, whichever is longer, to inform the registered shareholders of the resolutions to be considered at the meeting as well as the date and venue of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded. The above business days are days on which the Hong Kong Stock Exchange is open for trading of securities.</p> <p><b>Notice Unless otherwise provided in the Articles of Association, notice</b> of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. When the Company convenes a general meeting, a form of proxy shall be sent with the notice of the meeting to all shareholders entitled to vote at the meeting. The form shall provide a choice of votes for or against all resolutions to be proposed at the meeting. Notice of every annual general meeting shall be published in the newspapers in a size not smaller than 8 centimeters by 10 centimeters and shall be published for at least one business day. The notice must be published in a newspaper designated by the Hong Kong Stock Exchange.</p> <p>...</p>
<p>Article 31 The board of directors shall, upon receipt of a written request for convening an extraordinary general meeting issued by shareholders holding, individually or collectively, more than 10% of the total number of voting shares of the Company that meets relevant requirements, issue a notice of convening the general meeting as soon as possible, in which changes to the original proposal shall be made with the consent of the proposing shareholders. After the issuance of the notice, the board of directors shall not make a new proposal, nor shall it change or postpone the time of the general meeting without the consent of the proposing shareholders.</p>	<p>Article <del>31</del><b>29</b> The board of directors shall, upon receipt of a written request for convening an extraordinary general meeting issued by shareholders holding, individually or collectively, more than 10% of the total number of voting shares of the Company that meets relevant requirements, issue a notice of convening the general meeting as soon as possible, in which changes to the original proposal shall be made with the consent of the proposing shareholders. <del>After the issuance of the notice, the board of directors shall not make a new proposal, nor shall it change or postpone the time of the general meeting without the consent of the proposing shareholders.</del></p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 34 When the Company convenes a class meeting, it shall, with reference to Article 27 of these rules on the time limit for giving notice of annual general meetings and extraordinary general meetings, issue a written notice informing all registered shareholders of that class of shares of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>	<p>Article <del>34</del><sup>32</sup> When the Company convenes a class meeting, it shall, with reference to Article <del>27</del><sup>25</sup> of these rules on the time limit for giving notice of annual general meetings and extraordinary general meetings, issue a written notice informing all registered shareholders of that class of shares of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>
<p>Article 40 Shareholders shall appoint a proxy in writing. Such written form of proxy shall contain the following contents:</p> <p>(i) The name of the proxy of the shareholder;</p> <p>(ii) The number of shares of the principal represented by the proxy of the shareholder;</p> <p>(iii) Whether or not he or she has the right to vote;</p> <p>(iv) Instructions to vote separately for or against each matter for consideration included in the agenda of the shareholders' general meeting;</p> <p>(v) Specific instructions as to whether or not to vote on temporary proposals that may be included in the agenda of the annual general meeting and, if so, how to exercise the voting right;</p> <p>(vi) The date of issuance and validity period of the form of proxy;</p> <p>(vii) The signature (or seal) of the principal or the proxy appointed by the principal in writing. If the principal is a corporate shareholder, a seal of the corporate entity shall be affixed or its director or duly appointed proxy shall sign.</p> <p>The form of proxy shall state that if the shareholder does not give specific instructions, the proxy of the shareholder may vote as he or she sees fit.</p>	<p>Article <del>40</del><sup>38</sup> Shareholders shall appoint a proxy in writing. Such written form of proxy shall contain the following contents:</p> <p>(i) The name of the proxy of the shareholder;</p> <p>(ii) The number of shares of the principal represented by the proxy of the shareholder;</p> <p>(iii) Whether or not he or she has the right to vote;</p> <p>(iv) Instructions to vote separately for or against each matter for consideration included in the agenda of the shareholders' general meeting;</p> <p>(v) <del>Specific instructions as to whether or not to vote on temporary proposals that may be included in the agenda of the annual general meeting and, if so, how to exercise the voting right;</del> (vi) The date of issuance and validity period of the form of proxy;</p> <p><del>(vii)</del> (vi) The signature (or seal) of the principal or the proxy appointed by the principal in writing. If the principal is a corporate shareholder, a seal of the corporate entity shall be affixed or its director or duly appointed proxy shall sign.</p> <p>The form of proxy shall state that if the shareholder does not give specific instructions, the proxy of the shareholder may vote as he or she sees fit.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 44 When the annual general meeting is convened, the supervisory board and shareholders holding, individually or collectively, more than 3% of the total number of voting shares of the Company may register new proposals with the Company. The chairman of the general meeting shall decide whether or not to include the new proposals submitted by shareholders in the agenda of the general meeting in accordance with Article 23 of these rules.</p> <p>When an extraordinary general meeting is convened, and the Company does not accept the registration of new proposals, the chairman of the general meeting shall not include new proposals in the agenda of the general meeting.</p>	<p>Article <del>44</del><sup>42</sup> <del>When the annual general meeting is convened, the supervisory board and shareholders holding, individually or collectively, more than 3% of the total number of voting shares of the Company may register new proposals with the Company. The chairman of the general meeting shall decide whether or not to include the new proposals submitted by shareholders in the agenda of the general meeting in accordance with Article 23 of these rules.</del></p> <p>When an <b>annual general meeting or</b> extraordinary general meeting is convened, and the Company does not accept the registration of new proposals, the chairman of the general meeting shall not include new proposals in the agenda of the general meeting.</p>
<p>Article 45 The chairman of the board of directors shall attend the annual general meeting and shall arrange for the chairman of the audit committee, the nomination and remuneration committees (as applicable) or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors, if any, shall also be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p> <p>The chairman of the board of directors shall preside over the shareholders' general meeting and be the chairman of the meeting; if the chairman of the board of directors is unable to attend the meeting for any reason, the vice chairman of the board of directors shall be the chairman of the meeting.</p> <p>If both the chairman and vice-chairman of the board of directors are unable to attend the meeting, and the chairman of the board of directors has not designated another director to be the chairman of the meeting, the board of directors may designate a director of the Company to be the chairman of the meeting; if the board of directors has not designated the chairman of the meeting, the shareholders attending the meeting may elect a person to be the chairman of the meeting; if, for any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder attending the meeting who owns the largest number of voting shares (including the proxy of the shareholder) shall be the chairman of the meeting. The chairman of the board of directors shall arrange for the chairman of the audit committee, the nomination and remuneration committees or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors shall be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p>	<p>Article <del>45</del><sup>43</sup> The chairman of the board of directors shall attend the annual general meeting and shall arrange for the chairman of the audit committee, the nomination and remuneration committees (as applicable) or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors, if any, shall also be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p> <p>The chairman of the board of directors shall preside over the shareholders' general meeting and be the chairman of the meeting; if the chairman of the board of directors is unable to attend the meeting for any reason, the vice chairman of the board of directors shall be the chairman of the meeting.</p> <p>If both the chairman and vice-chairman of the board of directors are unable to attend the meeting, <del>and the chairman of the board of directors has not designated another director to be the chairman of the meeting, the board of directors may designate a director of the Company to be the chairman of the meeting</del> <b>the director elected by more than half of all directors shall preside over the meeting</b>; if the board of directors has not <del>designated</del> <b>elected</b> the chairman of the meeting, the shareholders attending the meeting may elect a person to be the chairman of the meeting <b>with the approval of the shareholders with more than half of the voting rights attending the general meeting on site</b>; if, for any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder attending the meeting who owns the largest number of voting shares (including the proxy of the shareholder) shall be the chairman of the meeting. The chairman of the board of directors shall arrange for the chairman of the audit committee, the nomination and remuneration committees or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors shall be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 47 The chairman of the general meeting shall call the meeting to order at the time notified when he/she is aware that the attendees meet the statutory requirements and that new proposals and shareholders' speeches have been registered; however, he/she may call the meeting to order later than the scheduled time in any of the following circumstances:</p> <p>...</p>	<p>Article <del>47</del><b>45</b> The chairman of the general meeting shall call the meeting to order at the time notified when he/she is aware that the attendees meet the statutory requirements and that <del>new proposals and</del> shareholders' speeches have been registered; however, he/she may call the meeting to order later than the scheduled time in any of the following circumstances:</p> <p>...</p>
<p>Article 48 The chairman of the meeting, after declaring the formal commencement of the meeting, shall first announce that the number of shareholders attending the meeting and the number of shares present meet the statutory requirements, and then announce the agenda of the meeting as set out in the notice and ask the attendees whether they have any objections to the order of voting on the resolutions, and in the case of an annual general meeting, the chairman of the meeting shall also ask the supervisory committee and the shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company if they need to submit a new proposal. If any shareholder submits a new proposal, the chairman of the meeting shall decide whether to accept it in accordance with Article 23 of these rules.</p> <p>If the board of directors or the chairman of the general meeting does not include the proposal of the supervisory committee or shareholders in the agenda of the annual general meeting meeting, an explanation shall be provided at that annual general meeting.</p> <p>At the extraordinary general meeting, no one may request the consideration of a new proposal that is not contained in the notice of the general meeting.</p>	<p>Article <del>48</del><b>46</b> The chairman of the meeting, after declaring the formal commencement of the meeting, shall first announce that the number of shareholders attending the meeting and the number of shares present meet the statutory requirements, and then announce the agenda of the meeting as set out in the notice and ask the attendees whether they have any objections to the order of voting on the resolutions,<del> and in the case of an annual general meeting, the chairman of the meeting shall also ask the supervisory committee and the shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company if they need to submit a new proposal. If any shareholder submits a new proposal, the chairman of the meeting shall decide whether to accept it in accordance with Article 23 of these rules.</del></p> <p>If the board of directors or the chairman of the general meeting does not include the proposal of the supervisory committee or shareholders in the agenda of the annual general meeting meeting, an explanation shall be provided at that annual general meeting.</p> <p>At the extraordinary general meeting, no one may request the consideration of a new proposal that is not contained in the notice of the general meeting.</p>



Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 54 An extraordinary general meeting may not vote on any matter not specified in the notice convening the general meeting. When the extraordinary general meeting considers the proposals specified in the notice, the contents of the proposals on the following matters shall not be changed:</p> <p>(i) Increase or reduction of the registered capital of the Company;</p> <p>(ii) Issuance of corporate bonds;</p> <p>(iii) Spin-off, merger, dissolution and liquidation of the Company;</p> <p>(iv) Amendments to the Articles of Association;</p> <p>(v) Profit distribution plan and loss recovery plan;</p> <p>(vi) Appointment and removal of members of the board of directors and the supervisory committee;</p> <p>(vii) Changes in the investment direction of the capital raised;</p> <p>(viii) Connected transactions subject to consideration by the shareholders' general meeting;</p> <p>(ix) Acquisition or disposal of assets subject to consideration by the shareholders' general meeting;</p> <p>(x) Change of accounting firm.</p> <p>Any change in the content of the above proposals shall be deemed to be another new proposal and shall not be voted on at that general meeting.</p> <p>The annual general meeting shall vote on all resolutions on the agenda one by one, and shall not set aside or decline to vote for any reason. If there are different resolutions on the same matter at the annual general meeting, the resolutions shall be voted on in the chronological order in which the resolutions were proposed.</p>	<p>Article <del>54</del><sup>52</sup> An extraordinary <u>A</u> general meeting may not vote on any matter not specified in the notice convening the general meeting. <del>When the extraordinary general meeting considers the proposals specified in the notice, the contents of the proposals on the following matters shall not be changed:</del></p> <p><del>(i) Increase or reduction of the registered capital of the Company;</del></p> <p><del>(ii) Issuance of corporate bonds;</del></p> <p><del>(iii) Spin-off, merger, dissolution and liquidation of the Company;</del></p> <p><del>(iv) Amendments to the Articles of Association;</del></p> <p><del>(v) Profit distribution plan and loss recovery plan;</del></p> <p><del>(vi) Appointment and removal of members of the board of directors and the supervisory committee;</del></p> <p><del>(vii) Changes in the investment direction of the capital raised;</del></p> <p><del>(viii) Connected transactions subject to consideration by the shareholders' general meeting;</del></p> <p><del>(ix) Acquisition or disposal of assets subject to consideration by the shareholders' general meeting;</del></p> <p><del>(x) Change of accounting firm.</del></p> <p><del>Any change in the content of the above proposals shall be deemed to be another new proposal and shall not be voted on at that general meeting.</del></p> <p>The annual general meeting shall vote on all resolutions on the agenda one by one, and shall not set aside or decline to vote for any reason. If there are different resolutions on the same matter at the annual general meeting, the resolutions shall be voted on in the chronological order in which the resolutions were proposed.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 55 The chairman of the general meeting shall be obliged to request a vote by open ballot on resolutions at the general meeting.</p> <p>...</p> <p>The chairman of the meeting shall ensure that the following matters have been explained at the beginning of the meeting:</p> <p>(i) the procedure for a shareholder to demand a poll before a resolution is voted on by a show of hands; and</p> <p>(ii) where a poll is demanded, the detailed procedure for taking a poll and then answering any questions raised by shareholders. Each shareholder or proxy of shareholder shall exercise the right to vote by the number of voting shares represented by him/her. Each share is entitled to one vote.</p>	<p>Article <del>55</del><b>53</b> The chairman of the general meeting shall be obliged to request a vote by open ballot on resolutions at the general meeting.</p> <p>...</p> <p>The chairman of the meeting shall ensure that the following matters have been explained at the beginning of the meeting:</p> <p>(i) the procedure for a shareholder to demand a poll before a resolution is voted on by a show of hands; and</p> <p>(ii) where a poll is demanded, the detailed procedure for taking a poll and then answering any questions raised by shareholders. Each shareholder or proxy of shareholder shall exercise the right to vote by the number of voting shares represented by him/her. Each share is entitled to one vote.</p> <p><b><u>Shares of the Company held by the Company are not entitled to vote and such shares are not counted in the total number of voting shares present at the shareholders' general meeting.</u></b></p>
<p>Article 62 The Company shall appoint its auditor, the share registrar or an external accountant qualified to act as the Company's auditor, to act as the scrutineer for vote counting, and the votes shall be counted on the spot with the results signed by the scrutineer.</p> <p>In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</p>	<p>Article <del>62</del><b>60</b> The Company shall appoint its auditor, the share registrar or an external accountant qualified to act as the Company's auditor, to act as the scrutineer for vote counting, and the votes shall be counted on the spot with the results signed by the scrutineer.</p> <p><del>In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</del></p>
<p>Article 63 The chairman of the meeting shall be responsible for determining whether a resolution is passed based on the vote counting results by the scrutineer. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article <del>63</del><b>61</b> The chairman of the meeting shall be responsible for <del>determining</del> <b>confirming</b> whether a resolution is passed based on the vote counting results by the scrutineer: <del>His decision, which is final and conclusive,</del><b>which</b> shall be announced at the meeting and recorded in the minutes of meeting.</p>
<p>Article 64 A shareholders' general meeting shall have minutes of the meeting signed by the attending directors and the record keeper. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting and the record keeper. The minutes shall contain the following information:</p> <p>...</p>	<p>Article <del>64</del><b>62</b> A shareholders' general meeting shall have minutes of the meeting signed by the <b>chairman of the meeting</b> <b>and</b> attending directors <del>and the record keeper</del>. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting <del>and the record keeper</del>. The minutes shall contain the following information:</p> <p>...</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 65 The board of directors of a company shall, in accordance with the laws, engage a Chinese lawyer to attend the shareholders' general meeting to express opinions on the following matters and announce the same together with the resolutions of the shareholders' general meeting:</p> <p>(i) Whether the convening and convening procedures of the general meeting are in compliance with the laws and regulations and the provisions of the Articles of Association;</p> <p>(ii) Verification of the legal validity of the qualifications of the persons attending the meeting;</p> <p>(iii) Verification of the eligibility of shareholders who put forward new proposals at the annual general meeting;</p> <p>(iv) Whether the voting procedures of the annual general meeting are legal and valid;</p> <p>(v) Providing legal opinions on other relevant matters at the request of the Company.</p> <p>For an extraordinary general meeting chaired by the proposing shareholder, the proposing shareholder shall, in accordance with the laws, engage a lawyer to issue a testimonial legal opinion in accordance with the relevant provisions above, and the procedures for convening the meeting shall also comply with the requirements of the relevant laws and regulations and these rules.</p>	<p>Article <del>65</del><b>63</b> The board of directors of a <del>company</del><b>the Company</b> shall, in accordance with the laws, engage a Chinese lawyer to attend the shareholders' general meeting to <del>and</del><b>and</b> express opinions, <del>on the following matters and announce the same together with the resolutions of the shareholders' general meeting:</del></p> <p>(i) <del>Whether the convening and convening procedures of the general meeting are in compliance with the laws and regulations and the provisions of the Articles of Association;</del></p> <p>(ii) <del>Verification of the legal validity of the qualifications of the persons attending the meeting;</del></p> <p>(iii) <del>Verification of the eligibility of shareholders who put forward new proposals at the annual general meeting;</del></p> <p>(iv) <del>Whether the voting procedures of the annual general meeting are legal and valid;</del></p> <p>(v) <del>Providing legal opinions on other relevant matters at the request of the Company.</del></p> <p>For an extraordinary general meeting chaired by the proposing shareholder, the proposing shareholder shall, in accordance with the laws, engage a lawyer to issue a testimonial legal opinion in accordance with the relevant provisions above, and the procedures for convening the meeting shall also comply with the requirements of the relevant laws and regulations and these rules.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p>Article 70 The announcement of resolutions of a shareholders' general meeting shall state the number of shareholders (or proxies of the shareholders) attending the meeting, the total number of shares held (represented) and their proportion to the total number of voting shares of the Company, the voting method and the result of voting on each proposal. Resolutions on shareholders' proposals shall state the name or names of the proposing shareholders, the shareholding percentage and the content of the proposal. If a shareholder's proposal is not included in the agenda of the annual general meeting, the content of the proposal and the explanation of the board of directors or the chairman of the general meeting given at the annual general meeting shall be announced together with the resolution of the annual general meeting.</p> <p>If the board of directors or the chairman of the general meeting does not include a proposal from the supervisory committee or shareholders in the agenda of the annual general meeting, an explanation shall be provided at that annual general meeting, and the content of the proposal and the explanation of the board of directors shall be announced together with the resolution of the annual general meeting after the conclusion of the annual general meeting.</p> <p>If the resolution of the meeting is not passed, or if the resolution of the previous general meeting is changed at the current general meeting, the board of directors shall make an explanation in the announcement of the resolution of the general meeting.</p> <p>The announcement of the resolution of the general meeting shall be published in the designated newspapers and on the Company's website.</p>	<p>Article <del>70</del><sup>68</sup> The announcement of resolutions of a shareholders' general meeting shall state the number of shareholders (or proxies of the shareholders) attending the meeting, the total number of shares held (represented) and their proportion to the total number of voting shares of the Company, the voting method and the result of voting on each proposal. Resolutions on shareholders' proposals shall state the name or names of the proposing shareholders, the shareholding percentage and the content of the proposal. <del>If a shareholder's proposal is not included in the agenda of the annual general meeting, the content of the proposal and the explanation of the board of directors or the chairman of the general meeting given at the annual general meeting shall be announced together with the resolution of the annual general meeting.</del></p> <p><del>If the board of directors or the chairman of the general meeting does not include a proposal from the supervisory committee or shareholders in the agenda of the annual general meeting, an explanation shall be provided at that annual general meeting, and the content of the proposal and the explanation of the board of directors shall be announced together with the resolution of the annual general meeting after the conclusion of the annual general meeting.</del></p> <p>If the resolution of the meeting is not passed, or if the resolution of the previous general meeting is changed at the current general meeting, the board of directors shall make an explanation in the announcement of the resolution of the general meeting.</p> <p>The announcement of the resolution of the general meeting shall be published in the designated newspapers and on the Company's website.</p>
<p>The contents of other articles in the Rules of Procedures for General Meetings remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

*Note: The above "....." refers to the provisions of the Articles of Association and the Rules of Procedures for General Meetings which do not involve the Proposed Amendments and therefore omit the disclosure.*

Except for the Proposed Amendments to the Articles of Association and the Rules of Procedures for General Meetings, the content of other provisions in the Articles of Association and the Rules of Procedures for General Meetings remain unchanged. The English versions of the Proposed Amendments to the Articles of Association and the Rules of Procedures for General Meetings are unofficial translations of their respectively Chinese versions. In case of any discrepancy, the Chinese versions shall prevail.

The Proposed Amendments to the Articles of Association and the Rules of Procedures for General Meetings have been approved by the Board and will be proposed at the 2024 second extraordinary general meeting of the Company for consideration. After the passing of the resolutions on the Proposed Amendments to the Articles of Association and the Rules of Procedures for General Meetings at the above meeting, the amended Articles of Association will be submitted for relevant company registration change procedures.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
*Chairman*  
**Jiang Guipeng**

Zhaoyuan, the PRC, 23 August 2024

*As at the date of this announcement, the Board comprises:*

*Executive Directors:* *Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Chen Lunan*

*Non-executive Directors:* *Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing*

*Independent non-executive Directors:* *Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu*

\* *For identification purpose only*