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## **Beijing Jingneng Clean Energy Co., Limited**

## **北京京能清潔能源電力股份有限公司**

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

**(Stock Code: 00579)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RESIGNATION OF GENERAL MANAGER AND DEPUTY GENERAL MANAGER AND APPOINTMENT OF GENERAL MANAGER**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) hereby announces that on 10 November 2020, it has resolved, among other things, to amend certain provisions of the articles of association of the Company (the “**Articles of Association**”), subject to the approval of the shareholders of the Company (the “**Shareholders**”).

The proposed amendments to the Articles of Association are made in accordance with the revisions of relevant laws and regulations, such as the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) issued by the PRC State Council, and also for the purpose of implementing the requirements of rule of law construction.

Please refer to Appendix to this announcement for details of the proposed amendments to the Articles of Association.

#### **RESIGNATION OF GENERAL MANAGER AND DEPUTY GENERAL MANAGER**

The Board hereby announces that Mr. Zhang Fengyang (“**Mr. Zhang**”) and Mr. An Zhenyuan (“**Mr. An**”) have resigned as the general manager and deputy general manager of the Company, respectively, due to other work commitments, with effect from 10 November 2020.

Mr. Zhang and Mr. An have confirmed that they have no disagreement with the Board and there are no matters with respect to their resignations that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang and Mr. An for their valuable contributions to the Company during their tenures of service.

## **APPOINTMENT OF GENERAL MANAGER**

The Board further announces that Mr. Chen Dayu (陳大宇, “**Mr. Chen**”) has been appointed as the general manager of the Company with effect from 10 November 2020.

The term of Mr. Chen’s appointment as the general manager of the Company is three years commencing from 10 November 2020. The Company will enter into a service agreement with Mr. Chen. Mr. Chen will receive remuneration based on his holding of senior management position with the Company, which will be determined by the Board with reference to Mr. Chen’s experience, duties, responsibilities and the Company’s remuneration policy.

The biographical details of Mr. Chen are set out as below:

**Mr. CHEN Dayu**, aged 50, served as a specialist engineer in the power production and operation department and power energy business department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to April 2007; deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. (內蒙古上都發電有限責任公司) from April 2007 to May 2009; deputy general manager of Ningxia Jingneng Ningdong Electric Power Co., Ltd. (寧夏京能寧東發電有限責任公司) from May 2009 to September 2010; general manager of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. (北京京能高安屯燃氣熱電有限責任公司) from September 2010 to November 2017; secretary of CPC Committee, executive director and general manager of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; secretary of CPC Committee and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from January 2018 to December 2018; secretary of CPC General Branch and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from December 2018 to February 2020; minister of enterprise management division of Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司), secretary of CPC General Branch and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from February 2020 to May 2020; and minister of enterprise management division of Beijing Energy Holding Co., Ltd since May 2020. Mr. Chen graduated from Department of Power Engineering of North China Electric Power University (華北電力學院) in 1992, majoring in production process automation and obtained a bachelor’s degree in engineering, and graduated from Department of Electrical Engineering and Applied Electronic Technology of Tsinghua University (清華大學) in January 2014, majoring in electronic engineering and obtained a master’s degree in engineering.

Save as disclosed in this announcement, Mr. Chen did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor has any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Chen does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the appointment of Mr. Chen that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

## **GENERAL**

The Board has resolved to convene a general meeting to consider and approve, among other things, the proposed amendments to the Articles of Association. A circular containing, among other matters, details of the proposed amendments to the Articles of Association, together with a notice of the general meeting, will be dispatched to the Shareholders in due course.

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*Deputy General Manager and Company Secretary*

Beijing, the PRC  
10 November 2020

*As at the date of this announcement, the non-executive Directors of the Company are Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; the executive Directors of the Company are Mr. Zhang Fengyang, Mr. Cao Mansheng and Mr. An Zhenyuan; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*

**APPENDIX**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Revised articles after the proposed amendments
<p><b>Article 2</b>                      ..... with the Enterprise Legal Person Business License (registration number 110000002224112) granted.</p>	<p><b>Article 2</b>                      ..... with the Enterprise Legal Person Business License (registration number 110000002224112) <b><u>Unified Social Credit Code (registration number 91110000101718150E)</u></b> granted.</p>
<p><b>Article 4</b>                      Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing County, Beijing                      Postal code: 100028                      Telephone No.: 010-64469988                      Fax No.: 010-64469736</p>	<p><b>Article 4</b>                      Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing <del>County</del><b>District</b>, Beijing                      Postal code: 100028                      Telephone No.: 010-                      64469988<b><u>87407188/87407189</u></b>                      Fax No.: 010-64469736<b><u>87407187</u></b></p>
<p><b>Article 8</b>                      Approved through a resolution at the general meeting and by relevant authorities of the state, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in The Stock Exchange of Hong Kong Limited. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the industry and commerce administration.</p>	<p><b>Article 8</b>                      Approved through a resolution at the general meeting <del>and by relevant authorities of the state</del>, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in the Stock Exchange of Hong Kong Limited <b><u>with the approval from relevant departments and regulatory authorities of the PRC.</u></b> From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the <del>industry and commerce administration</del> <b><u>company registration authority.</u></b></p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 9</b> .....</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law.</p>	<p><b>Article 9</b> .....</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant, <b><u>general counsel</u></b> and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company Law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law, <b><u>and the term “general counsel” shall refer to the “general counsel” in the Measures for Administration of the Legal Advisors of the State-owned Enterprises (Order No. 6 of the SASAC).</u></b></p>
<p><b>Article 21</b> .....</p> <p>Beijing Energy Investment Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>	<p><b>Article 21</b> .....</p> <p><del>Beijing Energy Investment Holding Co., Ltd.</del> <b><u>Beijing Energy Holding Co., Ltd.</u></b> holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 33</b> The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company;</p> <p>(3) As a token of reward, distribution of shares to staff of the Company;</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) Other circumstances where the law and administrative regulations so permit.</p>	<p><b>Article 33</b> The Company may, in the following circumstances <b><u>and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association</u></b>, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company;</p> <p>(3) <del>As a token of reward, distribution of shares to staff of the Company</del><b><u>Using shares for the purpose of employee stock ownership plan or share incentive plan;</u></b></p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) <b><u>Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</u></b></p> <p>(6) <b><u>As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</u></b></p> <p>(57) Other circumstances where the law and administrative regulations so permit.</p>

Original articles	Revised articles after the proposed amendments
	<p><b><u>The Company shall not acquire its own shares unless in the aforesaid circumstances. In the event that the Company repurchases its own shares according to this article, the procedure, proportion and method of repurchase and disposal of repurchased shares shall be in compliance with the requirements of relevant laws, administrative regulations and the listing rules of the places where the Company's shares are listed.</u></b></p>
<p><b>Article 34</b>  With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners:</p> <p>.....</p>	<p><b>Article 34</b>  With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners <b><u>according to the requirements of relevant laws, administrative regulations, the listing rules of the places where the Company's shares are listed and this Articles of Association:</u></b></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 36</b>  After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit.</p>	<p><b>Article 36</b>  <del>After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit.</del> <b><u>Repurchase of the Company's shares in accordance with Article 33 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company's shares in accordance with Article 33 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting.</u></b></p> <p><b><u>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company's shares are listed, after the Company has repurchased its shares in accordance with Article 33 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Company's shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</u></b></p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 48</b></p> <p>.....</p> <p>(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and HK\$2.50 (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid for such registration;</p> <p>.....</p>	<p><b>Article 48</b></p> <p>.....</p> <p>(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and <b>relevant fee not exceeding HK\$2.50</b> (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid <b>to the Company</b> for such registration;</p> <p>.....</p>
<p><b>Article 49</b></p> <p>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 49</b></p> <p><del>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</del>  <u>Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail.</u></p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 56</b>  Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>.....</p> <p>2. Being entitled to access and make a copy, after payment of reasonable charges, of:</p> <p>(i) all parts of the register of shareholders;</p> <p>.....</p> <p>(vii) copy of the latest annual review report which has been filed with the Industry and Commerce Administration Bureau of the PRC or other competent authorities.</p> <p>.....</p>	<p><b>Article 56</b>  Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>.....</p> <p>2. Being entitled to access and <del>make a copy</del>, after payment of reasonable charges, <b><u>to make a copy</u></b>, of:</p> <p>(i) <b><u>copies of</u></b> all parts of the register of shareholders;</p> <p>.....</p> <p>(vii) copy of the latest annual <del>review</del><b><u>report</u></b> which has been filed with the <del>Industry and Commerce Administration Bureau of the PRC</del> <b><u>company registration authority</u></b> or other competent authorities <b><u>for record</u></b>;</p> <p><b><u>Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company's domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may, after payment of reasonable charges, make copy of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).</u></b></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares.</p>	<p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares <b><u>merely out of such reason.</u></b></p>
<p><b>Article 58</b> .....</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days of the resolution.</p>	<p><b>Article 58</b> .....</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days <b><u>of the resolution from the date on which such resolution is passed.</u></b></p>
<p><b>Article 77</b> Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.  .....</p>	<p><b>Article 77</b> Where <b><u>an annual</u></b> general meeting is convened by the Company, it shall issue a written notice <b><u>45 20 clear business</u></b> days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. <del>Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.</del><b><u>Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</u></b>  .....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 78</b></p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting. An extraordinary general meeting shall not decide on matters not specified in the notice or announcement.</p>	<p><b><u>This article has been deleted.</u></b></p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 80</b></p> <p>If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <ol style="list-style-type: none"> <li>(1) Personal particulars such as: education background, work experience and other appointments;</li> <li>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</li> <li>(3) The number of shares of the Company he/she held;</li> <li>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</li> </ol> <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p><b>Article <del>80</del>79</b></p> <p>If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <ol style="list-style-type: none"> <li>(1) Personal particulars such as: education background, work experience and other appointments;</li> <li>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</li> <li>(3) The number of shares of the Company he/she held;</li> <li>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</li> <li>(5) <b><u>Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</u></b></li> </ol> <p>Each candidate of director or supervisor shall be individually proposed.</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 81</b></p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic-invested shares shall be deemed to have received the notice of the general meeting.</p>	<p><b>Article <del>81</del><u>80</u></b></p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council <del>within 45 and 50 days before holding of the meeting</del> <b><u>15 days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u></b> Once the announcement is published, all holders of <del>domestic-invested</del> <b><u>domestic</u></b> shares shall be deemed to have received the notice of the general meeting <b><u>of shareholders.</u></b></p>
<p><b>Article 113</b></p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 113 to 117.</p> <p>.....</p>	<p><b>Article <del>113</del><u>132</u></b></p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles <del>113</del><u>114</u> to <del>117</del><u>118</u>. <b><u>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u></b></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 117</b></p> <p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p> <p>.....</p>	<p><b>Article 1176</b></p> <p><del>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</del></p> <p><del>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</del><b><u>the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of this Articles of Association shall apply.</u></b></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 128</b></p> <p>.....</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p>.....</p>	<p><b>Article 128<u>7</u></b></p> <p>.....</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p><b><u>If the board of directors, as permitted by applicable laws and regulations, appoints a new director to fill the casual vacancy in the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the places where the Company’s shares are listed, the director so appointed shall serve a term until the next general meeting of the Company and be eligible for re-election.</u></b></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 139</b> The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(12) to appoint or dismiss general manager and secretary to the board of directors; in accordance with the nominations by general manager, to appoint or dismiss deputy general managers and chief accountant and to decide on their remunerations;</p> <p>.....</p> <p>(22) in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</p> <p>.....</p>	<p><b>Article 1398</b> The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(12) to appoint or dismiss general manager and secretary to the board of directors; in accordance with the nominations by general manager, to appoint or dismiss deputy general managers, chief accountant <b><u>and general counsel</u></b> and to decide on their remunerations;</p> <p>.....</p> <p>(22) in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the <del>labor union</del><b><u>employees' representatives conference</u></b>;</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 145</b> .....</p> <p>Regular meetings of the board of directors shall be held at least twice a year. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors ten days before the meeting is held.</p> <p>The Party Committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p>	<p><b>Article 145<del>4</del></b> .....</p> <p>Regular meetings of the board of directors shall be held at least <del>twice</del><b>four times</b> a year, <b>about once every quarter</b>. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors <del>ten</del><b>14</b> days before the meeting is held.</p> <p>The Party Committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p>
<p><b>Article 146</b> .....</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>	<p><b>Article 146<del>5</del></b> .....</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>
<p><b>Article 160</b> .....</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager and one chief accountant. The general manager, deputy general managers and chief accountant shall be hired and dismissed by the board of directors.</p>	<p><b>Article 160<del>159</del></b> .....</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager, one chief accountant <b>and one general counsel</b>. The general manager, deputy general managers <del>and</del>, chief accountant <b>and general counsel</b> shall be hired and dismissed by the board of directors.</p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 162</b></p> <p>The Company’s general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(7) propose the appointment or dismissal of the Company’s deputy general manager(s) and chief accountant to the Board;</p> <p>.....</p>	<p><b>Article 1621</b></p> <p>The Company’s general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(7) propose the appointment or dismissal of the Company’s deputy general manager(s), chief accountant <b><u>and the general counsel</u></b> to the Board;</p> <p>.....</p>
	<p><b>Chapter 13 General Counsel</b></p>
	<p><b>Article 165</b></p> <p><b><u>The Company adopts a general counsel system to further exert the function of general counsel of the Company in legal review and supervision of operation and management, thereby facilitating the legal operation and compliance management of the Company.</u></b></p> <p><b><u>The general counsel is a senior management member of the Company appointed by the board of directors and is the specific leader of the Company’s rule of law efforts. The general counsel shall be responsible for legal affairs of the Company by coordinating and handling legal affairs in decision-making, operation and management of the Company. The general counsel reports directly to the general manager or chairman of the board of directors and is accountable to the board of directors.</u></b></p>

Original articles	Revised articles after the proposed amendments
	<p><b><u>Article 166</u></b>  <b><u>Significant matter to be discussed and considered at a decision-making meeting of the Company which is subject to legal review and verification must be submitted to the general counsel for legal review in advance. If the general counsel considers that such matter involves material risks, submission to the decision-making meeting shall be deferred.</u></b></p> <p><b><u>The general counsel shall attend the meetings of the party committee and the board of directors and participate in the general manager’s work meetings to provide independent legal opinions on legal issues related to the matters under consideration.</u></b></p>
<p><b>Article 192</b>  .....</p> <p>A director shall not vote for a contract, transaction or arrangement in which he/she himself/herself or any of his/her associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>	<p><b>Article 1923</b>  .....</p> <p><b><u>Except otherwise permitted by the listing rules and applicable laws and regulations of the places where the Company’s shares are listed, aA</u></b> director shall not vote <b><u>on a board resolution in respect of</u></b> a contract, transaction or arrangement in which he/she himself/herself or any of his/her <b><u>close</u></b> associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>
<p><b>Article 209</b>  The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.</p>	<p><b>Article <del>209</del>210</b>  The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. <b><u>Where the securities regulatory authority of the place where the company’s shares are listed has other regulations, such regulations shall prevail.</u></b></p>

Original articles	Revised articles after the proposed amendments
<p><b>Article 253</b> This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at Beijing Administration for Industry and Commerce shall prevail.</p>	<p><b>Article 2534</b> This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at <del>Beijing Administration for Industry and Commerce</del> <b><u>the company registration authority</u></b> shall prevail.</p>

*Note:* The above table does not include the revised content of the clauses whose serial numbers have been changed due to new or deleted clauses; if there are new or deleted clauses, other serial numbers will be adjusted accordingly.

**The Articles of Association are written in Chinese. The English version of the above articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.**