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中鋁國際工程股份有限公司

**China Aluminum International Engineering Corporation Limited**

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

**(Stock Code: 2068)**

## **ANNOUNCEMENT**

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

This announcement is made by China Aluminum International Engineering Corporation Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

In order to further improve and standardize the Company’s corporate governance system and effectively safeguard the legitimate interests of the Company and its shareholders, the Company proposed to make corresponding amendments to the relevant articles of the Articles of Association of China Aluminum International Engineering Corporation Limited (the “**Articles of Association**”) in accordance with the relevant working requirements of the three-year action of state-owned enterprise reform by the State-owned Assets Supervision and Administration Commission of the State Council, combining with the related requirements of the relevant standardized operations and those under laws and regulations. On 2 June 2022, the resolution in relation to the proposed amendments to the Articles of Association was considered and approved at the third meeting of the fourth session of the Board of the Company. Details of the relevant amendments are set out in the Appendix I of this announcement.

The resolution in relation to the amendments to the Articles of Association is subject to the approval at the general meeting of the Company.

A circular containing the amendments to the Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

By Order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**ZHANG Jian**  
*Company Secretary*

Beijing, the PRC, 2 June 2022

*As at the date of this announcement, the non-executive directors are Mr. HU Zhenjie, Mr. ZHOU Xinzhe and Mr. ZHANG Wenjun; the executive directors are Mr. LI Yihua, Mr. LIU Jing and Mr. LIU Ruiping; and the independent non-executive directors are Mr. GUI Weihua, Mr. SIU Chi Hung and Mr. TONG Pengfang.*

## Appendix I: Details of Proposed Amendments to the Articles of Association

No.	Before amendments	After amendments
1	<p>Article 1 These Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Securities Law of the People Republic of China” (the “Securities Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), “The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas” (the “Mandatory Provisions on The Guidelines on Articles of Association of Listed Companies” (the “Guidelines on Articles”), “The Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong”, “The Guiding Opinion regarding the Further Improvement in Corporate Governance Structure of State-Owned Enterprises promulgated by the General Office of the State Council”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other relevant national requirements with an aim to safeguard the legal interests of China Aluminum International Engineering Corporation Limited (the Aluminum International Engineering Corporation, as well as to regulate the organization and acts of the Company.</p>	<p>Article 1 These Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (the “Company Law”), “The Securities Law of the People Republic of China” (the “Securities Law”), “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), “The Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas” (the “Mandatory Provisions on The Guidelines on Articles of Association of Listed Companies” (the “Guidelines on Articles”), “The Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong”, “The Guiding Opinion regarding the Further Improvement in Corporate Governance Structure of State-Owned Enterprises promulgated by the General Office of the State Council”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other relevant national requirements with an aim to safeguard the legal interests of China Aluminum International Engineering Corporation Limited (the Aluminum International Engineering Corporation, as well as to regulate the organization and acts of the Company, <b>and adhere to and strengthen the overall leadership of the Party.</b></p>

No.	Before amendments	After amendments
	<p>The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Regulations, The Constitution of the Chinese Communist Party and other related laws in PRC. As approved by the document entitled “The Reply of Approving the Establishment of China Aluminum International Engineering Corporation Limited” (Guo Zi Gai Ge (2011) No. 597) 《關於設立中鋁國際工程股份有限公司的批覆》) (國資改革(2011) 597號) issued by the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”) on 30 June 2011, the Company was established by way of promotion and modification, and was registered with the State Administration for Industry and Commerce of the People’s Republic of China on 30 June 2011 to obtain its business license numbered 911100007109323200.</p> <p>The promoters of the Company include Aluminum Corporation of China (“Chinalco”) and Luoyang Engineering &amp; Research Institute for Nonferrous Metals Processing (“Luoyang Institute”).</p>	<p>The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Regulations, The Constitution of the Chinese Communist Party and other related laws in PRC. As approved by the document entitled “The Reply of Approving the Establishment of China Aluminum International Engineering Corporation Limited” (Guo Zi Gai Ge (2011) No. 597) 《關於設立中鋁國際工程股份有限公司的批覆》) (國資改革(2011) 597號) issued by the State-owned Assets Supervision and Administration Commission of the State Council (“SASAC”) on 30 June 2011, the Company was established by way of promotion and modification, and was registered with the State Administration for Industry and Commerce of the People’s Republic of China on 30 June 2011 to obtain its business license numbered 911100007109323200.</p> <p>The promoters of the Company include Aluminum Corporation of China (“Chinalco”) and Luoyang Engineering &amp; Research Institute for Nonferrous Metals Processing (“Luoyang Institute”).</p>

No.	Before amendments	After amendments
2	<p>Article 7 The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers; the aforementioned person(s) may assert claims in respect of the Company’s affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors, president, and other senior management officers; shareholders may also institute legal proceedings against shareholders, directors, supervisors and senior management officers; and shareholders may institute legal proceedings against the directors, supervisors, president, and senior management officers of the Company.</p> <p>“Legal proceedings” referred to in the preceding paragraph include any legal action brought to a court or any arbitration application submitted to an arbitration institution.</p>	<p>Article 7 The Articles of Association are binding on the Company and its shareholders, <b>members of the Party Committee</b>, directors, supervisors and senior management officers; the aforementioned person(s) may assert claims in respect of the Company’s affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors, president, and other senior management officers; shareholders may also institute legal proceedings against shareholders, directors, supervisors and senior management officers; and shareholders may institute legal proceedings against the directors, supervisors, president, and senior management officers of the Company.</p> <p>“Legal proceedings” referred to in the preceding paragraph include any legal action brought to a court or any arbitration application submitted to an arbitration institution.</p>

No.	Before amendments	After amendments
3	Three articles are added after Article 8 in the original Articles of Association	<p><b>Article 9</b> In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》) and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), the Company shall establish a Communist Party of China organization to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.</p>
4		<p><b>Article 10</b> The Company adheres to the rule of law, and strives to build a law-abiding company with sound governance, operational compliance, management discipline, law-abiding and integrity.</p>
5		<p><b>Article 11</b> In conducting business activities, on the basis of complying with laws and regulations, the Company must fully consider the interests of stakeholders such as employees and consumers as well as social and public interests such as ecological and environmental protection in order to bear social responsibilities.</p>
6	<p>Article 9 Article 10 ..... until Article 141</p>	<p>The number of articles in the original Articles of Association shall be increased by three from Article 9 to Article 141. Namely:</p> <p><b>Article 12</b> <b>Article 13</b> ..... <b>until Article 144</b></p>

No.	Before amendments	After amendments
7	<p>Article 9 “Senior management officers” referred to in the Articles of Association include the president, the vice president, chief financial officer and secretary of the Board of the Company.</p>	<p><b>Article 12</b> “Senior management officers” referred to in the Articles of Association include the president, the vice president, chief financial officer, <b>chief legal adviser</b> and secretary of the Board of the Company.</p>
8	<p>Article 60 The shareholders of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) not to demand the return of capital, except under the circumstances as stipulated in laws and regulations;</li> <li>(4) to refrain from causing damages to the interest of the Company or other shareholders by abusing the rights of shareholders and from causing damages to the interest of the creditors of the Company by abusing the legal person status and the limited liability of the shareholders;</li> </ol> <p>Shareholders of the Company who abuse their rights and cause damages to the interest of the Company or other shareholders shall be liable for compensation in accordance with laws.</p>	<p><b>Article 63</b> The shareholders of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) not to demand the return of capital, except under the circumstances as stipulated in laws and regulations;</li> <li>(4) to refrain from causing damages to the interest of the Company or other shareholders by abusing the rights of shareholders and from causing damages to the interest of the creditors of the Company by abusing the legal person status and the limited liability of the shareholders;</li> </ol> <p>Shareholders of the Company who abuse their rights and cause damages to the interest of the Company or other shareholders shall be liable for compensation in accordance with laws.</p>

No.	Before amendments	After amendments
	<p>Shareholders of the Company who abuse the legal person status and the limited liability of shareholders to evade from debts and cause material damages to the interest of the creditors of the Company shall assume joint and several liability to the debts of the Company.</p> <p>(5) be liable to the Company to the extent of the shares held by the shareholders;</p> <p>(6) not to withdraw their capital contribution after approval and registration by the Company, except under the circumstances as stipulated in laws and regulations;</p> <p>(7) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital, except on the conditions agreed by the share subscriber on his/her subscription.</p>	<p>Shareholders of the Company who abuse the legal person status and the limited liability of shareholders to evade from debts and cause material damages to the interest of the creditors of the Company shall assume joint and several liability to the debts of the Company.</p> <p>(5) be liable to the Company to the extent of the shares held by the shareholders;</p> <p>(6) not to withdraw their capital contribution after approval and registration by the Company, except under the circumstances as stipulated in laws and regulations;</p> <p>(7) <b>comply with national laws and regulations on confidentiality and strictly perform the confidentiality obligation on the State secrets and business secrets of the Company that has learnt of;</b></p> <p>(8) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital, except on the conditions agreed by the share subscriber on his/her subscription.</p>

No.	Before amendments	After amendments
9	<p>Article 140 According to “The Constitution of the Communist Party of China”, the Company has established the Committee of the Communist Party of China of China Aluminum International Engineering Corporation Limited (the “Party Committee”) and the Committee of the Communist Party of China for Discipline Inspection of China Aluminum International Engineering Corporation Limited (the “Discipline Committee”)</p> <p>The Company has established its Party Committee which comprises a party secretary, a deputy party secretary and a certain number of Party Committee members (standing committee members). In principle, the chairman of the Board and the party secretary should be assumed by one person, and when necessary, the Company may assign a deputy party secretary who is dedicated to the party building of the Company. Meanwhile, the Discipline Committee has been established in accordance with relevant regulations.</p>	<p><b>Article 143</b> In accordance with the requirements of “The Constitution of the Communist Party of China” <b>and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) and with approval of higher-level Party organization</b>, the Company has established the Committee of the Communist Party of China of China Aluminum International Engineering Corporation Limited (the “Party Committee”). <b>At the same time, according to relevant requirements, the Company has established and the Committee of the Communist Party of China for Discipline Inspection of China Aluminum International Engineering Corporation Limited (the “Discipline Committee”). The Party Committee and Discipline Committee of the Company shall be elected from the Party member congress or the Party representative congress. The leadership team of the Party Committee of the Company generally consists of 7 to 9 members.</b></p> <p><del>The Company has established its Party Committee which comprises a party secretary, a deputy party secretary and a certain number of Party Committee members (standing committee members). In principle, the chairman of the Board and the party secretary should be assumed by one person, and when necessary, the Company may assign a deputy party secretary who is dedicated to the party building of the Company. Meanwhile, the Discipline Committee has been established in accordance with relevant regulations.</del></p>

No.	Before amendments	After amendments
10	<p>Article 141 The Party Committee performs the following duties:</p> <p>(1) The Party Committee, as the core of leadership and politics, maintains strategic directions, manages the overall situation and ensures effective implementation. The Party Committee serves the Company in its production, operation, reform and development, ensures and monitors the Company in its implementation of party and national guidelines and policies, enforces the guidelines and policies of the Central Party Committee and the State Council as well as the decisions and deployment from the superior party committee, and ensures that the Company maintains a correct direction in its reform and development.</p>	<p><b>Article 144</b> The Party Committee shall play a leading role, set the right direction, keep in mind the big picture, promote the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. The main performs the following duties are:</p> <p>(1) <del>The Party Committee, as the core of leadership and politics, maintains strategic directions, manages the overall situation and ensures effective implementation. The Party Committee serves the Company in its production, operation, reform and development, ensures and monitors the Company in its implementation of party and national guidelines and policies, enforces the guidelines and policies of the Central Party Committee and the State Council as well as the decisions and deployment from the superior party committee, and ensures that the Company maintains a correct direction in its reform and development.</del> <b>To enhance the political construction of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</b></p>

No.	Before amendments	After amendments
	<p>(2) The Party Committee assumes the principal responsibility for strict party governance. It strengthens and regulates the political life within the party, specifies strict and impartial political discipline and rules for the party, maintains the implementation of the Eight Rules of the Central Party Committee, and fully strengthens the supervision in the party. With these measures in place, the Party Committee strives to develop an effective mechanism under which no one dares to or can be corrupted or thinks of committing corruption, enhances the unified leadership on building a clean party and fighting against corruption, and supports the Discipline Committee in performing its responsibility of supervision.</p> <p>(3) The Party Committee studies and discusses the Company's reform and stable development, major operational and management matters and the major issues concerning the staff's vital interests, and raises advice and suggestions. The Party Committee also supports general meetings, the Board, the board of supervisors and senior management officers to exercise their powers according to law. Major operational and management matters must be studied and discussed by the Party Committee and then decided by the Board and senior management officers.</p>	<p>(2) <del>The Party Committee assumes the principal responsibility for strict party governance. It strengthens and regulates the political life within the party, specifies strict and impartial political discipline and rules for the party, maintains the implementation of the Eight Rules of the Central Party Committee, and fully strengthens the supervision in the party. With these measures in place, the Party Committee strives to develop an effective mechanism under which no one dares to or can be corrupted or thinks of committing corruption, enhances the unified leadership on building a clean party and fighting against corruption, and supports the Discipline Committee in performing its responsibility of supervision.</del> <b>Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Company;</b></p> <p>(3) <del>The Party Committee studies and discusses on the Company's reform and stable development, major operational and management matters and major issues related to the staff's vital interests, and raises advice and suggestions. The Party Committee also,</del> <b>and</b> supports general meetings, the Board, the Board of Supervisors and senior management personnel to exercise their powers according to law;</p>

No.	Before amendments	After amendments
	<p>(4) By following the principle of the party's management of cadres and talents, the Party Committee plays a dominant role in selecting cadres for important operation and management within the Company, performs its leadership and control in personnel appointment and employment, and strengthens the supervision over the leaders of the Company. In addition, by adhering to the combination of principles of the party's management of cadres, the Board's lawful appointment of senior management, and senior management's lawful exercise of its administrative power regarding staff employment, the Party Committee considers the candidates nominated by the Board or president, and raises advice and suggestions to the Board or the president in respect of such candidates. Alternatively, the Party Committee recommends candidates to the Board or the president, joins the Board in examining such candidates, conducts collective research, and raises advice and suggestions.</p>	<p>(4) <del>By following the principle of the party's management of cadres and talents, the Party Committee plays a dominant role in selecting cadres for important operation and management within the Company, performs its leadership and control in personnel appointment and employment, and strengthens the supervision over the leaders of the Company. In addition, by adhering to the combination of principles of the party's management of cadres, the Board's lawful appointment of senior management, and senior management's lawful exercise of its administrative power regarding staff employment, the Party Committee considers the candidates nominated by the Board or president, and raises advice and suggestions to the Board or the president in respect of such candidates. Alternatively, the Party Committee recommends candidates to the Board or the president, joins the Board in examining such candidates, conducts collective research, and raises advice and suggestions.</del> <b>to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;</b></p>

No.	Before amendments	After amendments
	<p>(5) The Party Committee enhances its own development and the development of its grass-roots organizations, and leads the Company's work on political thoughts, united front work, spiritual civilization construction, corporate culture construction and the work of mass organizations such as the trade union and the Communist Youth League.</p> <p>(6) The Party Committee relies on its staff and the public wholeheartedly, and leads and supports the staff representatives' meeting in carrying out its work.</p>	<p>(5) <del>The Party Committee enhances its own development and the development of its grass-roots organizations, and leads the Company's work on political thoughts, united front work, spiritual civilization construction, corporate culture construction and the work of mass organizations such as the trade union and the Communist Youth League.</del> <b>to undertake the main responsibility of the Company in improving Party conduct and upholding integrity, lead and support discipline inspection institutions the Discipline Committee to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative disciplines and political rules and promote Party self-governance in every aspect and with rigor into the primary-level;</b></p> <p>(6) <del>The Party Committee relies on its staff and the public wholeheartedly, and leads and supports the staff representatives' meeting in carrying out its work.</del> <b>to strengthen the building of primary-level organizations and their Party members, unite and lead officials and employees to devote themselves into the reform and development of the Company;</b></p> <p>(7) <b>to lead the Company's ideological and political work, the spirit and civilization progress and the united front work, and lead mass organization such as the labor union, Communist Youth League and Women's Organization of the Company.</b></p>

No.	Before amendments	After amendments
11		<b>Article 145</b> Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the senior management, the Board or general meetings for determination.
12	Two articles are added after Article 141 in the original Articles of Association	<b>Article 146</b> The Party committee and the Board shall formulate the list of matters for the communist party committee to discuss major operation and management issues in advance and the management system of “Three Importance and One Large” decision-making matters. The matters for the communist party committee to discuss major operation and management issues in advance shall be subject to refinement and crystallization, quantify relevant limits and standards and define the rights and responsibilities of governance bodies between the Party Committee and the Board and senior management.
13	Article 142 Article 143 ..... until Article 147	The number of articles in the original Articles of Association shall be increased by five from Article 142 to Article 147. Namely:  <b>Article 147</b> <b>Article 148</b> ..... <b>until Article 152</b>

No.	Before amendments	After amendments
14	<p><u>Article 142 The Discipline Committee performs the following duties:</u></p> <p><u>The Discipline Committee supervises the execution of disciplines, performs the accountability function, supervises and inspects the deployment and implementation of the important decisions, resolutions and work of the Company’s Party Committee and its superior committee, and strengthens the supervision over party members and cadres in performing duties, exercising powers and working in an honest manner. The Discipline Committee also supervises the Party Committee to fulfill its principal responsibilities, assists the Party Committee to enhance the building of a clean party, organizes and coordinates anti-corruption work, and studies and deploys the work on discipline inspection and supervision.</u></p>	<p><b>Article 147</b> <u>The Discipline Committee performs the following duties:</u></p> <p><u>The Discipline Committee supervises the execution of disciplines, performs the accountability function, supervises and inspects the deployment and implementation of the important decisions, resolutions and work of the Company’s Party Committee and its superior committee, and strengthens the supervision over party members and cadres in performing duties, exercising powers and working in an honest manner. The Discipline Committee also supervises the Party Committee to fulfill its principal responsibilities, assists the Party Committee to <b>promote rigorous party governance and</b> enhance the building of a clean party, organizes and coordinates anti-corruption work; <del>and studies</del> and deploys the work on <u>discipline inspection and supervision.</u></u></p>

No.	Before amendments	After amendments
15	<p>Article 143 The Company maintains and improves a mechanism of dual entry and cross appointment of leaders. Under the mechanism, qualified leaders of the Party Committee can undergo legal procedures to join the Board, the board of supervisors and senior management, while qualified party members from the Board, the board of supervisors and senior management can also join the Party Committee according to relevant regulations and procedures. The mechanism is designed to ensure the effective role of the Party Committee at the levels of decision-making, supervision and implementation.</p>	<p><b>Article 148</b> The Company maintains and improves a mechanism of dual entry and cross appointment of leaders. Under the mechanism, qualified leaders of the Party Committee can undergo legal procedures to join the Board, the board of supervisors and senior management, while qualified party members from the Board, the board of supervisors and senior management can also join the Party Committee according to relevant regulations and procedures. The mechanism is designed to ensure the effective role of the Party Committee at the levels of decision-making, supervision and implementation.</p> <p><b>The Party secretary and Chairman of the Board shall be the same person and the general manager of the Party member (president) shall be the deputy secretary of the Party Committee. A deputy secretary shall be designated to be responsible for the Party building works for the Party Committee. The designated deputy secretary shall be served as a member of the Board of Directors, rather than a senior management.</b></p>
16	<p>Article 144 The Company has special working bodies for its Party Committee and Discipline Committee, with mass organizations established, such as the trade union and the Youth League Committee. The Party Committee and its staff are included into the Company's management organization and staffing, with the Party Committee's work funding also included into the Company's budget and charged to the Company's management costs. The personnel on party affairs enjoy the same treatment as the operation and management personnel of the same level.</p>	<p><b>Article 149</b> The Company has special working bodies for its Party Committee and Discipline Committee, with mass organizations established, such as the trade union and the Youth League Committee. The Party Committee and its staff are included into the Company's management organization and staffing, with the Party Committee's work funding also included into the Company's budget and charged to the Company's management costs. The personnel on party affairs enjoy the same treatment as the operation and management personnel of the same level.</p>

No.	Before amendments	After amendments
17	<p>Article 145 The Company improves the democratic management system in the form of staff representatives' meeting, promotes publicity of the business, enables staff members to exercise their rights to know, to participate, to express and to supervise, and fully mobilizes their enthusiasm, initiative and creativity. The Company should listen to the views of its staff in major decision-making; the major issues involving the staff and workers' vital interests must be considered by the staff representatives' meeting.</p>	<p><b>Article 150</b> The Company improves the democratic management system in the form of staff representatives' meeting, promote <b>publicity of the Company's affairs</b>, publicity of the business, <b>enables protects</b> staff members to exercise their rights to know, to participate, to express and to supervise, <b>so as to protect the legal rights of staff members.</b> <del>and fully mobilizes their enthusiasm, initiative and creativity.</del> The Company should listen to the views of its staff in major decision-making; the major issues involving the staff and workers' vital interests must be considered by the staff representatives' meeting <b>or meeting of staff.</b></p>
18	<p><b>Three articles are added after Article 147 in the original Articles of Association</b></p>	<p><b>Article 153 The directors shall have the following rights during their tenure in the Company:</b></p> <ol style="list-style-type: none"> <li><b>(1) to obtain information of the Company which is necessary to perform Directors' duties;</b></li> <li><b>(2) Attend the meeting of the Board of Directors, fully express opinions, and vote on matters to be resolved at such meetings;</b></li> <li><b>(3) Attend the meetings of special committees the directors hold the post and express their opinions;</b></li> <li><b>(4) to submit proposals to convene an extraordinary meeting of the Board of Directors, to postpone an meeting of the Board of Directors, and to suspend voting on the matters under consideration in accordance with the requirements under this Articles of Association, and to put forward supplementary recommendations or rectification requirements for the resolutions considered by the Board of Directors and their designated Special Committees;</b></li> </ol>

No.	Before amendments	After amendments
		<p>(5) Review the implementation of the resolutions of the Board of Directors as entrusted by the Board or the chairman of the Board;</p> <p>(6) Conduct research and learn more information from relevant personnel of the Company according to the need to perform their duties;</p> <p>(7) Receive remuneration and work allowances in accordance with relevant regulations;</p> <p>(8) Enjoy the necessary working conditions and protections when performing their duties as directors in accordance with the relevant provisions;</p> <p>(9) Reflect and consult the relevant information and opinions to the general meetings and the Supervisory Board in writing or orally if necessary;</p> <p>(10) Other rights stipulated by laws, administrative regulations and this Articles of Association.</p>
19		<p><b>Article 154</b> The directors are required to comply with the laws, administrative regulations and these Articles of Association, and to carry out their following duties in good faith and diligence:</p> <p>(1) faithfully safeguard the interests of shareholders and the Company and the legitimate rights and interests of employees, ruled by work ethics and principles, make prudent decisions, and shoulder for responsibilities;</p>

No.	Before amendments	After amendments
		<p>(2) to keep the State secrets, work secrets and business secrets of the Company that he/she has learnt of;</p> <p>(3) abide by the regulations on integrity and not to violate the relevant regulations and requirements regarding the directors' diligent performance of duties with integrity, not to exploit his/her position to accept bribes or to obtain other illegal income properties, not to expropriate the Company's properties and not to provide a guarantee for others with the property of the Company;</p> <p>(4) observe the principles of honesty and integrity, not to take advantage of their position to seek benefits for themselves or others and not to accept any advantages, work allowances, remuneration packages and gifts in violation of law;</p> <p>(5) provide relevant circumstances and information to the general meeting of shareholders truthfully and ensure the objectivity, authenticity and integrity of the information provided;</p> <p>(6) other fiduciary duties as stipulated by laws, administrative regulations and the Articles of Association.</p>

No.	Before amendments	After amendments
20		<p><b>Article 155 The directors shall abide by laws, administrative regulations and the Articles of Association, and bear the following diligent obligations:</b></p> <ol style="list-style-type: none"> <li data-bbox="868 421 1433 591"><b>(1) attend the meetings of the Board of Directors and its special committees of the Company, and participate in other activities of the Board of Directors;</b></li> <li data-bbox="868 634 1433 836"><b>(2) put enough time and energy to perform their duties, and length of service and the attendance of board meetings each year meets such regulations and requirements;</b></li> <li data-bbox="868 878 1433 1155"><b>(3) express clear opinions independently, objectively, seriously and cautiously on the issues deliberated at the meetings of the Board of Directors and the meeting of the special committee on the basis of understanding and fully mastering the information;</b></li> <li data-bbox="868 1187 1433 1602"><b>(4) familiarize themselves with and continue to pay attention to the production, operation, reform and development of the Company, carefully read the financial reports and other documents of the Company, and promptly report to the Board the issues that the Board should pay attention to, especially those resulting in significant loss and material operational crisis;</b></li> <li data-bbox="868 1634 1433 1815"><b>(5) learn relevant knowledge on their own initiative and actively participate in relevant trainings, so as to continuously improve the ability to perform duties;</b></li> <li data-bbox="868 1847 1433 1985"><b>(6) other diligent duties specified in the laws, administrative regulations and the Articles of Association.</b></li> </ol>

No.	Before amendments	After amendments
<u>21</u>	Article 148 Article 149 Article 150	The number of articles in the original Articles of Association shall be increased by eight from Article 148 to Article 150. Namely:  <b>Article 156</b> <b>Article 157</b> ..... <b>Article 158</b>
<u>22</u>	<b>One article is added after Article 150 in the original Articles of Association</b>	<b>Article 159 In addition to enjoying the same rights and undertaking the same obligations as other directors, directors serving as employee representatives shall also perform the obligations of paying attention to and reflecting the legitimate demands of employees, and representing and safeguarding the legitimate rights of employees.</b>
<u>23</u>	Article 151 Article 152 ..... until Article 162	The number of articles in the original Articles of Association shall be increased by nine from Article 151 to Article 162. Namely:  <b>Article 160</b> <b>Article 161</b> ..... <b>until Article 171</b>
<u>24</u>	<b>One article is added after Article 162 in the original Articles of Association</b>	<b>Article 172 The Board of Directors shall implement a decision-making system of collective consideration, independent voting and individual accountability.</b>
<u>25</u>	Article 163	<b>The number of article of Article 163 in the original Articles of Association shall be increased by ten to Article 173.</b>

No.	Before amendments	After amendments
<u>26</u>	Two articles are added after Article 163 in the original Articles of Association	<b>Article 174 An external director shall not have any relationship with the Company that may affect his/her impartiality in discharging his/her duty as an external director.</b>
<u>27</u>		<b>Article 175 An external director shall not serve for more than six consecutive years.</b>
<u>28</u>	Article 164	<b>The number of article of Article 164 in the original Articles of Association shall be increased by twelve to Article 176.</b>
29	Article 164 The Board of Directors exercises the following functions and powers: .....	<b>The Board of Directors shall be responsible for the general meeting to perform the duties of formulating strategies, making decisions and preventing risks,</b> and exercises the following functions and powers: .....

No.	Before amendments	After amendments
<u>30</u>		<p><b>Article 177</b> If the motion is considered to warrant further study or material changes based on the review opinions of the board, the motion shall be amended and improved for review according to the time and method determined by the meeting of the board.</p>
<u>31</u>	<p>Two articles are added after Article 164 in the original Articles of Association</p>	<p><b>Article 178</b> The secretary of the Company’s Party Committee can attend meetings of the Board and special committees under the Board.</p> <p>The Board may require the attending persons in charge of relevant business departments and experts to explain the resolutions, provide consultation, express opinions and accept inquiries if it is considered necessary.</p> <p>If the matters to be considered at the Board involve legal issues, the chief legal adviser or the management staff performing the duties of the chief legal adviser shall attend the meeting and provide legal opinions.</p> <p><b>Non-director individuals attending meeting of the Board have no voting right.</b></p>
<u>32</u>	<p>Article 165 Article 166 ..... until Article 198</p>	<p>The number of articles in the original Articles of Association shall be increased by fourteen from Article 165 to Article 198. Namely:</p> <p><b>Article 179</b> <b>Article 180</b> ..... <b>until Article 212</b></p>

No.	Before amendments	After amendments
33	<p><u>Article 184 The Board shall establish five special committees, namely strategy committee, risk management committee, audit committee, remuneration committee and nomination committee, the personnel composition and rules of procedure of which shall be resolved separately by the Board. All the special committees, which comprised of all directors, shall be accountable to the Board. The independent directors of the Audit Committee and the Remuneration Committee and the Nomination Committee shall be the majority and shall be chaired by an independent director, and the chairman of the Audit Committee shall be professional accounting personnel. Where necessary, the Board may set up other special committees. These special committees are ad hoc committees under the Board, which provide advices or advisory opinions to the Board on important decisions. The special committees shall not make any decision in the name of the Board. However, the Board may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board.</u></p> <p>.....</p>	<p><b>Article 198</b> <u>The Board shall establish five special committees, namely strategy committee, risk management committee, audit committee, remuneration committee and nomination committee, the personnel composition and rules of procedure of which shall be resolved separately by the Board. All the special committees, which comprised of all directors, shall be accountable to the Board. The independent directors of the Audit Committee and the Remuneration Committee and the Nomination Committee shall be the majority and shall be chaired by an independent director, and the chairman of the Audit Committee shall be professional accounting personnel; <b>the Strategy Committee shall comprise a majority of external directors and shall be chaired by the Chairman of the Board; the Risk Management Committee shall comprise of external directors and shall be chaired by an external director.</b> Where necessary, the Board may set up other special committees. These special committees are ad hoc committees under the Board, which provide advices or advisory opinions to the Board on important decisions. The special committees shall not make any decision in the name of the Board. However, the Board may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board.</u></p> <p>.....</p>

No.	Before amendments	After amendments
<p><u>34</u></p>	<p>Article 188 The Company shall have one president, who shall be engaged or dismissed by the Board. The Company shall have 3-5 vice presidents, who shall be nominated by the president and engaged or dismissed by the Board. A director may serve concurrently as the president or other senior management officers.</p> <p>The President, the vice President, the chief financial officer and the secretary to the Board of the Company are senior management officers of the Company.</p>	<p><b>Article 202</b> The Company shall have one president, who shall be engaged or dismissed by the Board. The Company shall have 3-5 vice presidents, who shall be nominated by the president and engaged or dismissed by the Board. A director may serve concurrently as the president or other senior management officers.</p> <p>The President, the vice President, the chief financial officer, <b>chief legal adviser</b> and the secretary to the Board of the Company are senior management officers of the Company.</p> <p><b>The senior management of the Company shall be responsible for business operation, decision implementation and management improvement.</b></p>
<p><u>35</u></p>	<p><b>One article is added after Article 198 in the original Articles of Association</b></p>	<p><b>Article 213</b> The Company implements the chief legal adviser system, which shall have one chief legal adviser, and the chief legal adviser shall play the role of a gate-keeper in legal review of operational and management matters to promote lawful operation and compliance management in the Company. The chief legal adviser, being a senior managerial personnel of the Company, shall be appointed and dismissed by the board of directors. Qualified professionals with legal education background or legal professional qualifications shall be facilitated to join the leadership team.</p>

No.	Before amendments	After amendments
<u>36</u>	Article 199 Article 200 ..... until Article 234	The number of articles in the original Articles of Association shall be increased by fifteen from Article 199 to Article 234. Namely:  <b>Article 214</b> <b>Article 215</b> ..... <b>until Article 249</b>
<u>37</u>		<b>Chapter 16 STAFF DEMOCRATIC MANAGEMENT AND LABOR AND PERSONNEL SYSTEM</b>
<u>38</u>		<b>Article 250 Employees of the Company shall organize a trade union in accordance with the Trade Union Law of the People’s Republic of China, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Company should provide the necessary conditions for the activities of the trade union.</b>
<u>39</u>	<b>One chapter is added after Chapter 15 in the original Articles of Association (including two Articles)</b>	<b>Article 251 The Company shall comply with national laws and administrative regulations regarding labor protection and production safety and implement relevant policies promulgated by the State to protect the legitimate rights and interests of the employees. The Company shall develop labor, personnel and salary system in accordance with the laws, administrative regulations and policies of the State regarding labor and personnel and in accordance with the needs of production and operation. The Company shall establish a selection and employment mechanism that meets market requirements after taking into consideration the actual situation of the Company, such as open recruitment of employees, election and competition of management personnel, adjustment and dismissal of the incompetent. The Company shall establish a market-competitive salary allocation system for key core employees and actively and orderly carry out medium- and long-term incentive plans.</b>

No.	Before amendments	After amendments
40	Article 235 Article 236 ..... Article 288	The number of articles in the original Articles of Association shall be increased by seventeen from Article 235 to Article 288. Namely:  <b>Article 252</b> <b>Article 253</b> ..... <b>until Article 305</b>
41	Chapter 16 Chapter 17 ..... until Chapter 25	The number of chapters in the original Articles of Association shall be increased by one from Chapter 16 to Chapter 25. Namely:  <b>Chapter 17</b> <b>Chapter 18</b> ..... <b>until Chapter 26</b>
42	<p>Article 280 The Company may amend its Articles of Association in accordance with provisions contained in relevant laws, administrative regulations and the Articles of Association.</p> <p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) after the amendments are made to the Company Law or other relevant laws and administrative regulations, any term contained in the Articles of Association contradicts with the said amendments;</li> <li>(2) changes in the affairs of the Company are inconsistent with the terms specified in the Articles of Association; and</li> <li>(3) the general meeting of shareholders has resolved to amend the Articles of Association.</li> </ol>	<p><b>Article 297</b> The Company may amend its Articles of Association in accordance with provisions contained in relevant laws, administrative regulations and the Articles of Association.</p> <p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) after the amendments are made to the Company Law or other relevant laws and administrative regulations, any term contained in the Articles of Association contradicts with the said amendments;</li> <li>(2) changes in the affairs of the Company are inconsistent with the terms specified in the Articles of Association;</li> <li>(3) the general meeting of shareholders has resolved to amend the Articles of Association; and</li> <li><b>(4) other circumstances that the Company shall amend the Articles of Association.</b></li> </ol>