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## **METALLURGICAL CORPORATION OF CHINA LTD. \***

### **中國冶金科工股份有限公司**

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

(Stock Code: 1618)

#### **ANNOUNCEMENT**

#### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURE FOR THE BOARD MEETINGS**

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

The board of directors (the “**Board**”) of Metallurgical Corporation of China Ltd.\* (the “**Company**”) announces that, pursuant to the provisions and regulatory requirements of the Administrative Measures for the Formulation of the Articles of Association of State-owned Enterprises (《國有企業公司章程制定管理辦法》), the Guidelines on Articles of Association of Central State-owned Enterprises (for Trial Implementation) (《中央企業公司章程指引(試行)》), the Opinions on Strengthening Party Leadership by Central Enterprises in Improving Corporate Governance (《關於中央企業在完善公司治理中加強黨的領導的意見》), the Sample List of Matters for the Communist Party Committee (Party Groups) of Central State-owned Enterprises for Discussion of Major Operation and Management Issues in Advance (for Trial Implementation) (《中央企業黨委(黨組)前置研究討論重大經營管理事項清單示範文本(試行)》), the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing Shareholders’ General Meetings of Listed Companies (《上市公司股東大會規則》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號—規範運作》) and other laws, regulations and regulatory documents and according to the actual operational and management needs of the Company, the Board resolved on 20 July 2022 to propose to the shareholders of the Company (the “**Shareholders**”) certain amendments to the articles of association of the Company (the “**Articles of Association**”).

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this announcement.

## **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURE FOR THE BOARD MEETINGS**

On 20 July 2022, the Board also resolved to propose to the Shareholders certain amendments to the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings, so as to, among others, align with the proposed amendments to the Articles of Association. The full details of the proposed amendments to the Rules of Procedures for the General Meetings and the Rules of Procedure for the Board Meetings are set out in Appendix II and III to this announcement, respectively.

### **GENERAL**

The above proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings have been considered and approved at the 40th meeting of the third session of the Board. The Board agreed to submit the proposed amendments to the general meeting of the Company for consideration. The proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings shall be subject to approval by the Shareholders by way of a special resolution at the general meeting.

A circular containing, among others, details of the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings, and a notice of the general meeting will be dispatched to the Shareholders in due course.

By order of the Board  
**Metallurgical Corporation of China Ltd.\***  
**Zeng Gang**  
*Joint Company Secretary*

Beijing, the PRC  
20 July 2022

*As at the date of this announcement, the Board of the Company comprises executive directors: Mr. Chen Jianguang and Mr. Zhang Mengxing; non-executive directors: Mr. Lang Jia and Mr. Yan Aizhong (employee representative director); and independent non-executive directors: Mr. Zhou Jichang, Mr. Liu Li and Mr. Ng, Kar Ling Johnny.*

\* *For identification purposes only*

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

Existing Articles	Articles after the Proposed Amendment
<p><b>Article 26</b> If the Directors, Supervisors and senior management members of the Company as well as the Shareholders holding more than 5% of the Company Shares sell the Company Shares they hold within six months after purchase or buy Company Shares within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the abovementioned parties. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required. Nevertheless, if a securities company holds more than 5% of the Company Shares by buying the remaining Shares pursuant to an underwriting arrangement, the six-month limitation for selling the said Shares shall not apply.</p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the preceding article, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company fails to do so within the aforesaid time limit, the Shareholders may directly initiate court proceedings in their own name for the interests of the Company.</p> <p>.....</p>	<p><b>Article 26</b> If the Directors, Supervisors and senior management members of the Company as well as the Shareholders holding more than 5% of the Company Shares sell the Company Shares they hold <b><u>or other equity securities</u></b> within six months after purchase or buy Company Shares within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the abovementioned parties. Where the aforementioned restrictions on transfer involve H Shares, approval by Hong Kong Stock Exchange is required. Nevertheless, if a securities company holds more than 5% of the Company Shares by buying the remaining Shares pursuant to an underwriting arrangement, the six-month limitation for selling the said Shares shall not apply.</p> <p><b><u>The Shares or other equity securities held by Directors, Supervisors, senior management and individual Shareholders referred to in the preceding provisions include the Shares or other equity securities held by their spouses, parents, children and accounts of other people.</u></b></p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the <b><u>first paragraph</u></b>, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company fails to do so within the aforesaid time limit, the Shareholders may directly initiate court proceedings in their own name for the interests of the Company.</p> <p>.....</p>

<p><b>Article 42</b> The Company may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original of the H shareholders' register shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares; the entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>When there is a discrepancy between the original and copies of the register of holders of overseas listed foreign shares, the original shall prevail.</p>	<p><b>Article 42</b> The Company may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original of the H shareholders' register shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares; the entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>When there is a discrepancy between the original and copies of the register of holders of overseas listed foreign shares, the original shall prevail.</p> <p><b><u>Any register of Shareholders kept by the Company in Hong Kong shall be available for inspection by any Shareholder during business hours, except during the period when the registration of the Shares is suspended. The registration of the Shares of the Company may be suspended in a manner that complies with the Companies Ordinance.</u></b></p>
<p><b>Article 60</b> The controlling Shareholders or actual controllers of the Company shall not use their connected relationships to harm the interests of the Company. These persons shall be liable for the compensation of any losses of the Company, if any, caused by such violation.</p> <p>.....</p>	<p><b>Article 60</b> The controlling Shareholders or <b><u>actual controllers</u></b> of the Company shall not use their connected relationships to harm the interests of the Company. These persons shall be liable for the compensation of <b><u>any losses to the Company, if any, caused by such violation.</u></b></p> <p>.....</p>

<p><b>Article 62</b> The General Meeting performs the following authorities:</p> <p>.....</p> <p>(7) to make resolutions on the merger, separation, dissolution, liquidation or changes in the organizational structure of the Company;</p> <p>.....</p> <p>(9) to make resolutions on the appointment or dismissal of accounting firms by the Company;</p> <p>.....</p> <p>(14) to examine and approve the share incentive plan;</p> <p>.....</p>	<p><b>Article 62</b> The General Meeting performs the following authorities:</p> <p>.....</p> <p>(7) to make resolutions on the merger, <b><u>spin-off</u></b>, separation, dissolution, liquidation, <b><u>voluntary liquidation</u></b> or changes in the organizational structure of the Company;</p> <p>.....</p> <p>(9) to make resolutions on the appointment or dismissal of accounting firms <b><u>and the remuneration of the accounting firms</u></b> by the Company;</p> <p>.....</p> <p>(Newly added) <b><u>(12) to examine matters relating to connected transactions, financial assistance and external donations which require approval by the General Meeting;</u></b></p> <p>.....</p> <p>(15) to examine and approve the share incentive plan <b><u>and employee stock ownership plan;</u></b></p> <p>.....</p>
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<p><b>Article 63</b> The following guarantees conducts of the Company shall be reviewed and approved at the General Meeting:</p> <p>(1) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) any guarantee provided by the Company after the total external guarantee reaches or exceeds 30% of the latest audited total assets value;</p> <p>.....</p>	<p><b>Article 63</b> The following guarantees conducts of the Company shall be reviewed and approved at the General Meeting:</p> <p>(1) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries <del>reaches or</del> exceeds 50% of the latest audited net assets;</p> <p>(2) any guarantee provided by the Company after the total external guarantee <u>exceeds</u> 30% of the latest audited total assets value;</p> <p><u>(3) any guarantee provided by the Company within one year exceeds 30% of the Company's latest audited total assets;</u></p> <p>.....</p> <p><u>The Company shall be entitled to hold the relevant persons accountable for any losses to the Company in the event of violation of requirements as to approval authority and procedure of providing external guarantees.</u></p>
<p><b>Article 65</b> General meetings shall be classified as annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within 6 months of the end of the previous fiscal year.</p>	<p><b>Article 65</b> General meetings shall be classified as annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a <u>fiscal</u> year within 6 months of the end of the previous fiscal year.</p>

<p><b>Article 72</b> If the Board of Supervisors or Shareholders decide to hold the General Meeting themselves, they shall notify the Board of Directors in writing and file the meeting at the local office of the CSRC in the place where the Company is based and at the stock exchange.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the General Meeting is announced.</p> <p>When distributing the notice of the General Meeting and the announcement of the resolution made by the General Meeting, the convening Shareholders shall submit relevant evidences to the local office of the CSRC in the place where the Company is based and to the stock exchange.</p>	<p><b>Article 72</b> If the Board of Supervisors or Shareholders decide to hold the General Meeting themselves, they shall notify the Board of Directors in writing and file the meeting <u>notice with</u> the <u>stock exchange</u>.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the General Meeting is announced.</p> <p>When distributing the notice of the General Meeting and the announcement of the resolution made by the General Meeting, the convening Shareholders shall submit relevant evidences to the <u>stock exchange</u>.</p>
<p><b>Article 76</b>……</p> <p>Shareholders independently or collectively holding more than 3% of the Company Shares may come up with special proposals and submit them to the convener 15 business days before the General Meeting. The convener shall serve a supplementary notice on the General Meeting within 5 business days after receipt of such proposals and announce the contents of such special proposals.</p> <p>……</p>	<p><b>Article 76</b>……</p> <p>Shareholders independently or collectively holding more than 3% of the Company Shares may come up with special proposals and submit them to the convener <u>10 days</u> before the General Meeting. The convener shall serve a supplementary notice on the General Meeting within <u>2 days</u> after receipt of such proposals and announce the contents of such special proposals.</p> <p>……</p>
<p><b>Article 77</b> Before holding an Annual General Meeting, the Company shall issue a prior written notice 20 business days before the meeting to the Shareholders registered in the list of Shareholders. Before holding an Extraordinary General Meeting, the Company shall issue a prior written notice 15 days or 10 business days (whichever is longer) before the meeting to the Shareholders registered in the list of Shareholders.……</p>	<p><b>Article 77</b> Before holding an Annual General Meeting, the Company shall issue a prior written notice <u>21 days</u> before the meeting to the Shareholders registered in the list of Shareholders. Before holding an Extraordinary General Meeting, the Company shall issue a prior written notice <u>15 days</u> before the meeting to the Shareholders registered in the list of Shareholders.……</p>

<p><b>Article 79</b> The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <p>.....</p> <p>If the General Meeting is to be convened through network or otherwise, the voting time and procedures through network or otherwise shall be clearly stated in the notice of the General Meeting. No voting at the General Meeting through network or otherwise shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site General Meeting, and shall end earlier than 3:00 pm on the date of conclusion of the on-site General Meeting.</p>	<p><b>Article 79</b> The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <p>.....</p> <p>(Newly added) (10) <b><u>the time and procedures of voting conducted through network or through other means.</u></b></p> <p>.....</p> <p><b><u>No voting at the General Meeting conducted through network or other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site General Meeting, and shall end earlier than 3:00 pm on the date of conclusion of the on-site General Meeting.</u></b></p>
<p><b>Article 84</b> All shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>.....</p>	<p><b>Article 84</b> All Shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend <b><u>and speak at the General Meeting</u></b> and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association, <b><u>except where a Shareholder is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting to approve the matter under consideration.</u></b></p> <p>.....</p>

If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize one or more persons he/she deems fit to represent himself at any General Meeting or Class Meeting. However, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent) as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.

**If such Shareholder is a corporation, it may appoint a representative to attend and vote at any General Meeting. If the corporation does so, it should be regarded as attendance in-person.**

If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize the **company representative or** one or more persons he/she deems fit to represent himself at any General Meeting or Class Meeting **or Creditors' Meeting, and such representatives shall have the same legal rights as other Shareholders, including the right to speak and vote;** however, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent), **including the right to attend and speak,** as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.

<p><b>Article 99</b> The convener shall ensure that the contents of the minutes are reliable, accurate and complete. The minutes shall be signed by the Directors, Supervisors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson. The minutes shall be kept together with the signature list of shareholders attending the on-site meeting, the proxy form and valid information concerning voting through internet and other methods for a term of at least ten (10) years.</p>	<p><b>Article 99</b> The convener shall ensure that the contents of the minutes are reliable, accurate and complete. The minutes shall be signed by the Directors, Supervisors, Secretary to the Board of Directors, the convener or his/her representative, and the chairperson. The minutes shall be kept together with the signature list of shareholders attending the on-site meeting, the proxy form and valid information concerning voting through internet and other methods for a <b>permanent</b> term.</p>
<p><b>Article 102</b> When voting at the General Meeting, the Shareholders (including proxies) shall exercise the voting rights according to the number of Shares with voting rights they represent, with each Share representing a voting right of one vote.</p> <p>The Company Shares held by the Company shall have no voting rights, and shall not be included in the total Shares with voting rights present at the General Meeting.</p> <p>The Board of Directors, Independent Directors and Shareholders who meet the relevant specified conditions may solicit the voting rights of Shareholders. The Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>.....</p>	<p><b>Article 102</b> When voting at the General Meeting, the Shareholders (including proxies) shall exercise the voting rights according to the number of Shares with voting rights they represent, with each Share representing a voting right of one vote.</p> <p>The Company Shares held by the Company shall have no voting rights, and shall not be included in the total Shares with voting rights present at the General Meeting.</p> <p>The Board of Directors, Independent Directors, <b><u>Shareholders holding more than 1% of the voting shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC</u></b> may solicit the voting rights of Shareholders. <b><u>Except for statutory conditions</u></b>, the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>.....</p>
<p><b>Article 105</b> Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (1), (2), (3), (4), (5), (9), (11), (13) and (16) or issues other than those that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association, shall be handled by the General Meeting through an ordinary resolution.</p>	<p><b>Article 105</b> Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (1), (2), (3), (4), (5), (9), <del>(11)</del>, <del>(13)</del> and (16) or issues other than those that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association, shall be handled by the General Meeting through an ordinary resolution.</p>

<p><b>Article 106</b> Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (6), (7), (8), (10), (12) and (14), or those issues that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association or that the General Meeting considers will have a material impact on the Company through an ordinary resolution, shall be treated by the General Meeting through a special resolution. Those issues set forth under (15) shall be governed by the provisions hereto concerning ordinary resolution and special resolution according to the concrete contents of the proposal of the Shareholder.</p>	<p><b>Article 106</b> Among the authorities exercised by the General Meeting specified under Article 62, those issues set forth under (6), (7), (8), (10), (12), <b>(13)</b> and (14), or those issues that shall be adopted through a special resolution according to the laws, regulations or these Articles of Association or that the General Meeting considers will have a material impact on the Company through an ordinary resolution, shall be treated by the General Meeting through a special resolution. Those issues set forth under <b>(11) and</b> (15) shall be governed by the provisions hereto concerning ordinary resolution and special resolution according to the concrete contents of the proposal of the Shareholder.</p>
<p><b>Article 109</b> The Company shall provide modern information technology measures, including an online voting platform, through various means and methods, for the purpose of providing convenience to Shareholders attending the General Meeting, while ensuring the legality and validity of the General Meeting.</p>	<p>Deleted</p>
<p><b>Article 110</b>.....When the shareholding of the controlling shareholder exceeds 30%, the accumulative voting system shall be adopted to elect two or more Directors or Supervisors at the General Meeting. ....</p>	<p><b>Article 109</b>.....When the shareholding of <b><u>a single Shareholder and the persons acting in concert with him/her/it</u></b> exceeds 30%, the accumulative voting system shall be adopted to elect two or more Directors or Supervisors at the General Meeting. ....</p>
<p><b>Article 115</b> Before the general meeting votes on a motion, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny.</p> <p>.....</p>	<p><b>Article 114</b> Before the General Meeting votes on a motion, two Shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a Shareholder <b>is related to</b> a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny.</p> <p>.....</p>

<p>None</p>	<p>(Newly added) <b>Article 136</b> <u>The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. The senior management of the Company shall be liable for compensation due to damages to the interests of the Company and public Shareholders in accordance with the law if they fail to faithfully perform their duties or breach their duty of good faith.</u></p>
<p><b>Article 142</b> The Company shall have a Board of Directors, which shall be accountable to the General Meeting.</p> <p><b>Article 143</b> The Board of Directors shall be composed of 5 to 11 Directors. The Board of Directors shall have 1 Chairman, and may have 1 Vice Chairman.</p>	<p><b>Article 142</b> The Company shall have a Board of Directors, which shall be accountable to the General Meeting. <b><u>The Board of Directors of the Company plays a decision-making role to formulate strategies, make decisions and prevent risks.</u></b></p> <p>The Board of Directors shall be composed of 5 to 11 Directors. The Board of Directors shall have 1 Chairman, and may have 1 Vice Chairman. <b><u>In principle, the number of external Directors shall exceed half of the number of members of the Board of Directors.</u></b></p> <p><b><u>The term “external Directors” as referred to in this Article refers to non-executive Directors who do not hold other positions in the Company except for the positions of Directors and members of special committees of the Board of Directors.</u></b></p>

<p><b>Article 144</b> The Board of Directors performs the following duties:</p> <p>(1) to convene the General Meeting and report its work to the General Meeting;</p> <p>(2) to implement the resolution of the General Meeting;</p> <p>(3) to decide on the business plans and investment plans of the Company;</p> <p>(4) to decide on the external investment, acquisition or disposal of assets, asset mortgage, consignment wealth management and connected transactions within the scope of the authorization of the General Meeting;</p> <p>.....</p> <p>(13) to appoint or dismiss senior management members such as the Vice President and the Person in-charge of Finance upon the nomination of the President, and decide their remunerations, incentives and punishments;</p> <p>.....</p> <p>(26) to appoint or replace the Directors and Supervisors in the fully-owned subsidiaries who are not employee representatives, recommend candidates for Directors and Supervisors who are not employee representatives in the controlled subsidiaries or subsidiaries with equity participation, and recommend candidates for senior management members in the fully-owned or controlled subsidiaries;</p>	<p><b>Article 144</b> The Board of Directors performs the following duties:</p> <p>(1) to convene the General Meeting and report its work to the General Meeting;</p> <p>(2) to implement the resolution of the General Meeting;</p> <p>(3) <b><u>to determine the strategic planning of the Company, and</u></b> to decide on the business plans and investment plans of the Company;</p> <p>(4) to decide on <b><u>major investment and financing projects</u></b>, acquisition or disposal of assets, asset mortgage, <b><u>financial assistance</u></b>, consignment wealth management, <b><u>external donations</u></b> and connected transactions within the scope of the authorization of the General Meeting;</p> <p>.....</p> <p>(13) to appoint or dismiss senior management members such as the Vice President and the Person in-charge of Finance upon the nomination of the President, <b><u>to arrange and implement assessments, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, incentives and punishments;</u></b></p> <p>.....</p> <p><del>(26) to appoint or replace the Directors and Supervisors in the fully-owned subsidiaries who are not employee representatives, recommend candidates for Directors and Supervisors who are not employee representatives in the controlled subsidiaries or subsidiaries with equity participation, and recommend candidates for senior management members in the fully-owned or controlled subsidiaries;</del></p>
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<p>.....</p> <p>(29) conduct management of records of persons in charge of the functional departments of the Company headquarters;</p> <p>.....</p> <p>A resolution made by the Board of Directors over the aforesaid issues shall be voted and agreed upon by more than two-thirds of the Directors for items (7), (8), (9) and (15), voted and approved by more than two-thirds of the Directors present at the Board of Directors for item (21), and voted and approved by more than half of all Directors for other items.</p>	<p>.....</p> <p><del>(29) conduct management of records of persons in charge of the functional departments of the Company headquarters;</del></p> <p><b><u>(Newly added) (30) to decide on the Company’s legal compliance management system, and conduct overall monitoring and assessment of the Company’s legal compliance management system and its effectiveness;</u></b></p> <p><b><u>(Newly added) (31) to formulate major reform plans of the Company in accordance with the Articles of Association and the Rules of Procedure for the Board Meetings;</u></b></p> <p>.....</p> <p>A resolution made by the Board of Directors over the aforesaid issues shall be voted and agreed upon by more than two-thirds of the Directors for items (7), (8), (9) and (15), <b><u>financial assistance in item (4) and</u></b> voted and approved by more than two-thirds of the Directors present at the Board of Directors for item (21), and voted and approved by more than half of all Directors for other items.</p>
<p><b>Article 145</b> The opinions of the Party Committee of the Company shall be heard before the Board decides on material issues of the Company.</p>	<p><b>Article 145</b> <b><u>Major business and management matters shall be studied and discussed by the Party Committee before the Board of Directors makes decisions based on its functions and powers and according to specified procedures.</u></b></p>

<p><b>Article 147</b> The Board of Directors established special committees to provide the Board of Directors with advice and recommendations on material decisions. The Board of Directors of the Company has the Strategy Committee, the Finance and Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee.</p> <p>Such committees are accountable to the Board and are all composed of members of the Board. In particular, in the Finance and Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, Independent Directors shall represent a majority of committee members and serve as the conveners, ……</p>	<p><b>Article 147</b> The Board of Directors established special committees to provide the Board of Directors with advice and recommendations on material decisions. The Board of Directors of the Company has the Strategy Committee, the Finance and Audit Committee, <b><u>the Nomination Committee, the Remuneration and Appraisal Committee and the Sustainable Development Committee.</u></b></p> <p>Such committees are accountable to the Board and are all composed of members of the Board. In particular, in the Finance and Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee <b><u>and the Sustainable Development Committee,</u></b> Independent Directors shall represent a majority of committee members and serve as the conveners, ……</p>
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None	<p>(Newly Added) <u>Article 152</u> <b>The main duties of the Sustainable Development Committee of the Board of Directors are as follows:</b></p> <p><u>(1) to provide recommendations to the Board of Directors about the objectives, strategies, plans and material decisions relating to sustainable development of the Company (including environment, social, and governance);</u></p> <p><u>(2) to supervise the progress of implementation of strategies and plans for sustainable development of the Company;</u></p> <p><u>(3) to supervise the Company’s commitments and performance on key issues such as climate change, protection of health and performance of social responsibilities and to provide recommendations to the Board of Directors;</u></p> <p><u>(4) to focus on key information on sustainable development related to the business of the Company and study relevant sustainable development matters of the Company, and to provide recommendations to the Board of Directors;</u></p> <p><u>(5) to consider the Environment, Social and Governance report (ESG report) of the Company or social responsibility report and to provide recommendations to the Board of Directors;</u></p>
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	<p><b><u>(6) other duties exercisable by the Sustainable Development Committee specified or recommended by the listing rules of the place where the Company's shares are listed (including but not limited to the duties recommended by the provisions in the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the listing rules of the HKEX);</u></b></p> <p><b><u>(7) to guide the formulation of the legal system and compliance management system; to regularly receive compliance management briefings; to conduct regular inspections and evaluations on the compliance management system and its implementation;</u></b></p> <p><b><u>(8) other responsibilities and duties assigned by the Board of Directors.</u></b></p>
<p><b>Article 159</b> A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance.</p> <p>Each Director shall have one vote to cast on the resolutions of the Board. When the number of negative votes and affirmative votes are equal, the Chairman shall have the right to cast one more vote.</p>	<p><b>Article 160</b> A meeting of the Board of Directors shall not be held unless more than half of the Directors are in attendance.</p> <p><b><u>The Board of Directors implements a decision-making system of collective deliberation, independent voting and individual accountability.</u></b> Each Director shall have one vote to cast on the resolutions of the Board. When the number of negative votes and affirmative votes are equal, the Chairman shall have the right to cast one more vote.</p>
<p><b>Article 163</b> The Board of Directors shall record the decision made on the issue discussed at the meeting in the minutes, which shall be signed by the Directors present at the meeting, the Secretary to the Board of Directors, and the recording person.</p> <p>.....</p> <p>The minutes of the Board of Directors shall be kept in the documents of the Company for a period of at least 10 years.</p>	<p><b>Article 164</b> The Board of Directors shall record the decision made on the issue discussed at the meeting in the minutes, <b><u>which shall be signed by the Directors present at the meeting.</u></b></p> <p>.....</p> <p>The minutes of the Board of Directors shall be kept in the document of the Company for a <b><u>permanent term.</u></b></p>

<p><b>Article 170</b> The Company shall have a management team, which shall execute the resolutions of the Board of Directors under the leadership of the Board of Directors, and shall take charge of the daily operations and management of the Company. The management team shall be under the charge of the President.</p>	<p><b>Article 171</b> The Company shall have a management team, which shall execute the resolutions of the Board of Directors under the leadership of the Board of Directors, and shall take charge of the daily operations and management of the Company. <b><u>The management plays a key role to manage the operation, implement plans and enhance management. The Company signs contracts with members of management with tenures, conducts assessments as required, implements an appointment and removal system and pays remuneration.</u></b> The management team shall be under the charge of the President.</p>
<p><b>Article 172</b> A person holding any executive position other than director or supervisor in the controlling Shareholder of the Company shall not be appointed as a senior management member of the Company.</p>	<p><b>Article 173</b> A person holding any executive position other than director or supervisor in the controlling Shareholder of the Company shall not be appointed as a senior management member of the Company.</p> <p><b><u>The senior management of the Company shall receive wages from the Company instead of the Controlling Shareholders.</u></b></p>
<p><b>Article 173</b> The President shall be accountable to the Board of Directors and exercise the following authorities:</p> <p>.....</p>	<p><b>Article 174</b> The President shall be accountable to the Board of Directors and exercise the following authorities:</p> <p>.....</p> <p><b><u>(Newly added) (14) to formulate the proposal for establishing a legal compliance management system of the Company, and arrange its implementation after approval by the Board of Directors;</u></b></p>
<p><b>Article 181</b> Supervisors shall guarantee the truth, accuracy and integrity of the information disclosed by the Company.</p>	<p><b>Article 182</b> Supervisors shall guarantee the truth, accuracy and integrity of the information disclosed by the Company, <b><u>and sign written confirmations for periodic reports.</u></b></p>

<p><b>Article 191</b>……The minutes of the Board of Supervisors shall be saved in the archives of the Company for a period of at least 10 years</p>	<p><b>Article 192</b>……The minutes of the Board of Supervisors <b><u>shall be kept as the archives of the Company for a permanent term.</u></b></p>
<p><b>Article 193</b> The Company shall establish an organization of the Communist Party of China in accordance with the Constitution of the Communist Party of China. The Party organization shall play the core leadership role and core political role, providing direction, managing the overall situation and ensuring implementation. The Company shall also establish the working organs of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>	<p><b>Article 194</b> The Company shall establish an organization of the Communist Party of China in accordance with the Constitution of the Communist Party of China, <b><u>the Opinions on Strengthening Party Leadership by Central Enterprises in Improving Corporate Governance and relevant provisions. The Party Committee shall play the leadership role to steer the Company’s direction of development, manage the overall situation and promote the implementation of plans.</u></b> The Company shall also establish the working organs of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>

**Article 194** The Company shall establish the Party Committee. The number of secretary, deputy secretary and members shall be determined in accordance with the approval from the Party organizations of higher levels and they shall be elected or appointed pursuant to relevant requirements of the Constitution of the Communist Party of China and other regulations. Eligible members of the Party Committee may take seats in the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management may take seats in the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant requirements. The secretary of the discipline inspection committee may attend meetings of the Board of Directors and the special committees of the Board of Directors of the Company.

**Article 195** The Company shall establish the Party Committee. The number of secretary, deputy secretary and members shall be determined in accordance with the approval from the Party organizations of higher levels and they shall be elected or appointed pursuant to relevant requirements of the Constitution of the Communist Party of China and other regulations. **The Company shall adhere to and improve the leadership system of “cross appointment”, and** eligible members of the Party Committee may take seats in the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management may take seats in the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant requirements. The secretary of the discipline inspection committee may attend meetings of the Board of Directors and the special committees of the Board of Directors of the Company.

<p><b>Article 195</b> The Party Committee of the Company shall perform its duties pursuant to the Constitution of the Communist Party of China and other regulations of the Party.</p> <p>(I) To ensure and supervise the Company’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels.</p> <p>(II) To adhere to the principle of the Party supervising the performance of officials while ensuring the lawful selection by the Board of Directors of the senior management and the lawful exercise of the power of the senior management in the employment of personnel. The Party Committee shall consider and provide comments and suggestions on the proposed candidates nominated by the Board of Directors or the general manager, or recommend candidates to the Board of Directors or the general manager; evaluate the proposed candidates in conjunction with the Board of Directors, collectively study and provide comments and suggestions.</p> <p>(III) To study and discuss the stability of reform and development of the Company, major 59 operational and management issues and major issues concerning employees’ interests, and provide comments and suggestions.</p>	<p><b>Article 196</b> The Party Committee of the Company shall perform its duties pursuant to the Constitution of the Communist Party of China and other regulations of the Party.</p> <p><b><u>(I) To strengthen the political role of the Party in the Company, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics, and educate and guide all Party members to follow suit with the Central Committee of the Party with comrade Xi Jinping at the core in terms of political orientation, direction, principles and path;</u></b></p> <p><b><u>(II) To thoroughly study and implement the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn to promote the Party’s theories, adhere to the Party’s values, principles and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the Party and the resolutions of the Party organizations of higher levels in the Company;</u></b></p> <p><b><u>(III) To study and discuss major business management matters of the Company and support the General Meeting, the Board of Directors, the Board of Supervisors (Supervisors) and the management in exercising their functions and powers in accordance with the laws. Major business management matters of the Company should be studied and discussed by the Party Committee before being decided by the Board of Directors in accordance with relevant regulations;</u></b></p>
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<p>(IV) To undertake the main responsibility of comprehensive and strict Party management; to lead the Company's ideological and political work, the united front work, the spiritual civilization construction, the corporate culture cultivation as well as the work of groups such as the labor union and the Communist Youth League; to lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection committee in earnestly performing its supervisory responsibilities.</p> <p>(V) To handle other important matters within the scope of duties of the Party Committee.</p>	<p><b><u>(IV) To strengthen the management of and review the selection and employment of the Company's personnel, and build and cultivate the leadership, cadres and talents of the Company;</u></b></p> <p><b><u>(V) To fulfil the responsibilities of the Company for building a healthy culture, lead and support internal discipline inspection organizations to fulfill their duties of supervision, discipline and accountability, strictly implement political disciplines and rules, and penetrate all-round and strict administration of the Party into the grassroots level;</u></b></p> <p><b><u>(VI) To study and formulate major systems for party building work and plans for the establishment and adjustment of party organizations, strengthen the establishment of grass-roots Party organizations and Party members, unite and lead the employees to actively participate in the reform and development of the Company;</u></b></p> <p><b><u>(VII) To lead the ideological and political work, spiritual civilization and united front work of the Company, and lead mass organizations such as the labor union, the Communist Youth League and women's organizations of the Company;</u></b></p> <p>(VIII) To handle other important matters within the scope of duties of the Party Committee.</p>
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None	<p>(Newly Added) <b><u>Chapter 16 Democratic Staff Management and Labor and Personnel System</u></b></p> <p><b><u>Article 216 The Company shall, in accordance with the laws and regulations, improve the democratic management system with the employees’ representatives conference as the basis, promote the transparency of factory and business operations, and grant the employees the rights to be informed, participate, express views and supervise the operation. Major decisions should be made after listening to the opinions of the employees, and major issues involving the vital interests of the employees must be considered by the employees’ representatives conference or the employees’ meeting. The employee representative director system should be adhered to and improved to safeguard the rights and interests of employees’ representatives to participate in corporate governance in an orderly manner.</u></b></p> <p><b><u>Article 217 The employees of the Company shall organize a trade unions in accordance with the Trade Union Law of the People’s Republic of China to carry out trade union activities and safeguard the legitimate rights and interests of the employees. The Company shall provide necessary conditions for the activities of the trade union.</u></b></p> <p><b><u>Article 218 The Company shall abide by relevant national laws and administrative regulations on labor protection and production safety, implement relevant national policies, and safeguard the legitimate rights and interests of workers. In accordance with the relevant national laws, administrative regulations and policies on labor and personnel, the labor, personnel and wage systems shall be formulated in light of the needs of production and operation.</u></b></p>
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	<p><b><u>Article 219</u></b> Establish and implement a market-oriented employment system with labor contract management as the key and post management as the basis, and implement systems such as open recruitment of employees, promotion of competent employees as managers, and demotion and firing of incompetent employees.</p> <p><b><u>Article 220</u></b> Establish a competitive remuneration distribution system for key and core talents to actively and orderly carry out medium-and long-term incentive work.</p>
<p><b>Article 218</b> The Company shall submit its annual financial report to the CSRC and the stock exchange within 4 months after the close of each accounting year; submit the interim financial report to the branch of the CSRC and the stock exchange within 2 months after the end of the first 6 months of each accounting year; and submit the quarterly financial reports to the branch of the CSRC and the stock exchange within 1 month after the end of the first 3 months and the first 9 months.</p>	<p><b>Article 224</b> The Company shall submit <b><u>and disclose its annual report</u></b> to the CSRC and the stock exchange within 4 months after the end of each accounting year; submit <b><u>and disclose its interim report</u></b> to the competent branch of the CSRC and the stock exchange within 2 months after the end of the first half of each accounting year.</p> <p><b><u>The above-mentioned annual report and interim report are prepared in accordance with relevant laws, administrative regulations and the provisions of the CSRC and the stock exchange.</u></b></p>
<p><b>Chapter 16</b> Financial and Accounting System and Profit Distribution</p> <p><b>Section 2</b> Internal Audit</p>	<p><b>Chapter 17</b> Financial and Accounting System, Profit Distribution, Audit and Counsel System</p> <p><b>Section 2</b> Internal Audit <b><u>and General Counsel System</u></b></p> <p>(Newly Added) <b><u>Article 242</u></b> The legal representative is responsible for the compliance management of the Company to promote compliance management of the Company. By implementing the general counsel system, the Company has one general counsel to serve as a gatekeeper to supervise the Company’s operation and management, to promote the Company’s operation in accordance with the laws and facilitate the Company’s compliance management.</p>

<p><b>Article 243</b> The notices of the Company shall be sent out in the following ways:</p> <p>.....</p> <p>Unless otherwise specified in the context, the term “announcement” under these Articles of Association means publishing an announcement in the Chinese newspapers which shall be specified by the laws and regulations of China or designated by the securities regulator of the State Council, if such announcement is sent to the domestic Shareholders or shall be published within the Chinese territory according to relevant provisions and these Articles of Association. If an announcement is sent to H Shareholders or shall be published in Hong Kong according to relevant provisions and these Articles of Association, such announcement must be published in Hong Kong newspapers as required by relevant listing rules. All the notices or other documents that the Company shall submit to the HKEX subject to Chapter 13 of the listing rules of the HKEX shall be written in English or affixed with the signed and certified English translations.</p>	<p><b>Article 250</b> The notices of the Company shall be sent out in the following ways:</p> <p>.....</p> <p>Unless otherwise specified in the context, the term “announcement” under these Articles of Association means publishing an announcement in the Chinese newspapers which shall be <b><u>a media outlet that meets the conditions prescribed by the CSRC</u></b>, if such announcement is sent to the domestic Shareholders or shall be published within the Chinese territory according to relevant provisions and these Articles of Association. If an announcement is sent to H Shareholders or shall be published in Hong Kong according to relevant provisions and these Articles of Association, such announcement must be published in Hong Kong newspapers as required by relevant listing rules. All the notices or other documents that the Company shall submit to the HKEX subject to Chapter 13 of the listing rules of the HKEX shall be written in English or affixed with the signed and certified English translations.</p>
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*Note:* Except for the above table, the serial numbers of other relevant provisions in the Articles of Association are adjusted accordingly.

The proposed amendments to the Articles of Association have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

## APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS

Details of the proposed amendments to the Rules of Procedure for the General Meetings are as follows:

Articles of the Existing Rules of Procedure for the General Meetings	Articles after the Proposed Amendment
<p><b>Article 3</b> General meetings shall be classified as annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within 6 months of the end of the previous fiscal year. ……</p>	<p><b>Article 3</b> General meetings shall be classified as annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a <b><u>fiscal</u></b> year within 6 months of the end of the previous fiscal year. ……</p>
<p><b>Article 4</b> The General Meeting shall be an empowered authority of the Company, exercising the following authorities according to the laws.</p> <p>……</p> <p>(7) to make resolutions on the merger, separation, dissolution, liquidation or changes in the organizational structure of the Company;</p> <p>……</p> <p>(9) to make resolutions on the appointment or dismissal of accounting firms by the Company;</p> <p>……</p>	<p><b>Article 4</b> The General Meeting shall be an empowered authority of the Company, exercising the following authorities according to the laws.</p> <p>……</p> <p>(7) to make resolutions on the merger, <b><u>spin-off</u></b>, separation, dissolution, liquidation, <b><u>voluntary liquidation</u></b> or changes in the organizational structure of the Company;</p> <p>……</p> <p>(9) to make resolutions on the appointment or dismissal of accounting firms <b><u>and the remuneration of the accounting firms</u></b> by the Company;</p> <p>……</p> <p>(Newly added) <b><u>(12) to examine matters relating to the connected transactions, financial assistance and external donations which require approval by the General Meeting;</u></b></p>
<p>(14) to examine the share incentive plan;</p> <p>……</p>	<p>……</p> <p><b><u>(15) to examine and approve the share incentive plan and the employee stock ownership plan;</u></b></p> <p>……</p>

<p><b>Article 12</b> If the Board of Supervisors or Shareholders decide to hold the General Meeting themselves, they shall notify the Board of Directors in writing and file the meeting at the local office of the CSRC in the place where the Company is based and at the stock exchange.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the General Meeting is announced.</p> <p>When distributing the notice and of the General Meeting and the announcement of the resolution made by the Board of Supervisors or the General Meeting, the convening Shareholders shall submit relevant evidences to the local office of the CSRC in the place where the Company is based and to the stock exchange.</p>	<p><b>Article 12</b> If the Board of Supervisors or Shareholders decide to hold the General Meeting themselves, they shall notify the Board of Directors in writing and file the meeting <b><u>notice with the stock exchange</u></b>.</p> <p>The convening Shareholders shall hold at least 10% of the Company Shares before the resolution of the General Meeting is announced.</p> <p>When distributing the notice and of the General Meeting and the announcement of the resolution made by the Board of Supervisors or the General Meeting, the convening Shareholders shall submit relevant evidences to <b><u>the stock exchange</u></b>.</p>
<p><b>Article 18</b> Shareholders independently or collectively holding more than 3% of the Company Shares may come up with special proposals and submit them to the convener 15 business days before the General Meeting. The convener shall serve a supplementary notice on the General Meeting within 5 business days after receipt of such proposals and announce the contents of such special proposals.</p>	<p><b>Article 18</b> Shareholders independently or collectively holding more than 3% of the Company Shares may come up with special proposals and submit them to the convener <b><u>10</u></b> business days before the General Meeting. The convener shall serve a supplementary notice on the General Meeting within <b><u>2</u></b> business days after receipt of such proposals and announce the contents of such special proposals.</p>
<p><b>Article 19</b> Before holding an Annual General Meeting, the Company shall issue a prior written notice 20 business days before the meeting to the Shareholders registered in the list of Shareholders. Before holding an Extraordinary General Meeting, the Company shall issue a prior written notice 15 days or 10 business days (whichever is longer) before the meeting to the Shareholders registered in the list of Shareholders. The Shareholders planning to attend the General Meeting shall give a written reply on their participation in the meeting to the Company within the period specified in the notice.</p>	<p><b>Article 19</b> Before holding an Annual General Meeting, the Company shall issue a prior written notice <b><u>21 days</u></b> before the meeting to the Shareholders registered in the list of Shareholders. Before holding an Extraordinary General Meeting, the Company shall issue a prior written notice <b><u>15 days</u></b> before the meeting to the Shareholders registered in the list of Shareholders. The Shareholders planning to attend the General Meeting shall give a written reply on their participation in the meeting to the Company within the period specified in the notice.</p>

<p><b>Article 21</b> The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <p>.....</p> <p>(10) name and phone number of the resident contact person for the meeting.</p>	<p><b>Article 21</b> The notice of the General Meeting shall be made in writing, and shall contain the following information:</p> <p>.....</p> <p>(Newly added) <b><u>(10) the time and procedures of voting conducted online or through other means;</u></b></p> <p>.....</p>
<p><b>Article 25</b> The Company shall hold the General Meeting in the address of the Company or such other place specifically notified by the convener of the General Meeting.</p> <p>The General Meeting will set the meeting venue and take place in the form of site meeting. The Company will also provide online or otherwise to facilitate the Shareholders’ participation in the General Meeting. When attending the General Meeting in the aforesaid manner, the Shareholders shall be considered as present at the General Meeting.</p>	<p><b>Article 25</b> The Company shall hold the General Meeting in the address of the Company or such other place specifically notified by the convener of the General Meeting.</p> <p>The General Meeting will set the meeting venue and take place in the form of site meeting. The Company will also provide online or otherwise to facilitate the Shareholders’ participation in the General Meeting. When attending the General Meeting in the aforesaid manner, the Shareholders shall be considered as present at the General Meeting.</p>
<p><b>Article 26</b> If the General Meeting is to be convened through network or otherwise, the voting time and procedures through network or otherwise shall be clearly stated in the notice of the General Meeting.</p> <p>No voting at the General Meeting through network or otherwise shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site General Meeting, and shall end earlier than 3:00 pm on the date of conclusion of the on-site General Meeting.</p>	<p><b>Article 26</b> <b><u>No voting at the General Meeting conducted online or through other means shall commence earlier than 3:00 pm on the day preceding the date of an on-site General Meeting, and later than 9:30 am on the date of the on-site General Meeting, and shall end earlier than 3:00 pm on the date of conclusion of the on-site General Meeting.</u></b></p>

**Article 28** All shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the listing place and the Articles of Association.

Any shareholder entitled to attend the general meeting and vote has the right to appoint one or several persons (who is not necessary to be a shareholder) as his shareholder agent to attend and vote on his/her behalf. A proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:

(I) same right as the shareholder to speak at the general meeting;

(II) requesting to vote by ballot separately or jointly with others;

(III) to exercise voting rights in accordance with relevant laws and regulations and the Articles of Association.

Provided that when more than one Shareholder's agent is appointed, such Shareholder's agent can only exercise the voting right by voting.

**Article 28** All shareholders whose names appear on the register of members on the date of registration of equity entitlements shall be entitled to attend **and speak at** the general meeting and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the listing place and the Articles of Association, **except where a shareholder is required by the listing rules of the HKEX to abstain from voting to approve the matter under consideration.**

Any shareholder entitled to attend the general meeting and vote has the right to appoint one or several persons (who is not necessary to be a shareholder) as his shareholder agent to attend and vote on his/her behalf. A proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:

(I) same right as the shareholder to speak at the general meeting;

(II) requesting to vote by ballot separately or jointly with others;

(III) to exercise voting rights in accordance with relevant laws and regulations and the Articles of Association.

Provided that when more than one Shareholder's agent is appointed, such Shareholder's agent can only exercise the voting right by voting.

**If such Shareholder is a corporation, it may appoint a representative to attend and vote at any General Meeting. If the corporation does so, it should be regarded as attendance in-person.**

<p>If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize one or more persons he/she deems fit to represent himself at any General Meeting or Class Meeting. However, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent) as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.</p>	<p>If the aforesaid Shareholder happens to be a recognized settlement and clearing institution (or its agent), he/she may authorize <b><u>the company representative or</u></b> one or more persons he/she deems fit to represent himself at any General Meeting or Class Meeting <b><u>or Creditors' Meeting, and such representatives shall have the same legal rights as other Shareholders, including the right to speak and vote.</u></b> However, if more than one person is authorized as such, the authorization shall specify the number and category of the Shares that are specifically relevant to the said representatives as a result of the authorization. The person authorized as such may exercise powers on behalf of the settlement and clearing institution (or its agent), <b><u>including the right to attend and speak,</u></b> as if he/she was one of the individual Shareholders of the Company. The settlement and clearing institution mentioned in this paragraph includes Hong Kong Exchanges and Clearing Limited.</p>
<p><b>Article 42</b>   .....</p> <p>The Board of Directors, Independent Directors and Shareholders who meet the relevant specified conditions may solicit the voting rights of Shareholders. The Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights</p> <p>.....</p>	<p><b>Article 42</b>   .....</p> <p>The Board of Directors, Independent Directors and <b><u>Shareholders holding more than 1% of the voting Shares or investment protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC</u></b> may solicit the voting rights of Shareholders. <b><u>Except for statutory conditions,</u></b> the Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights.</p> <p>.....</p>

<p><b>Article 45</b> When the shareholding of the controlling shareholder exceeds 30%, the accumulative voting system shall be adopted to elect two or more Directors or Supervisors at the General Meeting.</p> <p>.....</p>	<p><b>Article 45</b> When the shareholding of <b><u>a single Shareholder and the persons acting in concert with him/her/it</u></b> exceeds 30%, the accumulative voting system shall be adopted to elect two or more Directors or Supervisors at the General Meeting.</p> <p>.....</p>
<p><b>Article 50</b> Shareholders present at the General Meeting shall express one of the following opinions on each proposal submitted for voting: affirmative, negative or abstain, unless securities registration and settlement institutions, as the nominal holders of Shares that can be traded through the Stock Connect Program between Mainland China and Hong Kong, make declarations according to the intention of actual holders.</p> <p>Subject to the provisions of Article 38, if a vote is not filled out, or filled out incorrectly, or is indecipherable, or not cast at all, the voter of such vote shall be deemed to have waived their voting right, the voting result for the Shares held by such voter shall be considered as “abstained”.</p>	<p><b>Article 50</b> Shareholders present at the General Meeting shall express one of the following opinions on each proposal submitted for voting: affirmative, negative or abstain, unless securities registration and settlement institutions, as the nominal holders of Shares that can be traded through the Stock Connect Program between Mainland China and Hong Kong, make declarations according to the intention of actual holders.</p> <p><b><u>If a vote is not filled up, or filled up incorrectly, or is illegible, or not cast at all, the voter of such vote shall be deemed to have waived his/her voting right, the voting result for the Shares held by such voter shall be considered as “abstained”.</u></b></p>
<p><b>Article 51</b> The General Meeting shall elect the Shareholder representatives to participate in the vote counting and supervising before the voting starts. If the proposal concerns the interests of relevant Shareholders, such Shareholders and their proxies shall not participate in the vote count and supervise.</p>	<p><b>Article 51</b> The General Meeting shall elect the Shareholder representatives to participate in the vote counting and supervising before the voting starts. If the proposal <b><u>is related to</u></b> relevant Shareholders, such Shareholders and their proxies shall not participate in the vote count and supervise.</p>
<p><b>Article 55</b> .....</p> <p>The minutes shall be kept for a period of at least 10 years together with the book of signatures of the Shareholders attending the meeting on the site, the letter of attorney and the effective materials concerning the voting through the Web and other methods.</p>	<p><b>Article 55</b> .....</p> <p>The minutes shall be kept <b><u>permanently</u></b> together with the book of signatures of the Shareholders attending the meeting on the site, the letter of attorney and the effective materials concerning the voting through the Web and other methods.</p>

<p><b>Article 65</b> Written notice of a Class Shareholders’ meeting convened by the Company shall be dispatched with reference to the notice period for general meetings under Article 19 of these Rules of Procedure, to all Shareholders of such class whose names appear on the register of Shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend 20 days before the meeting.</p>	<p><b>Article 65</b> Written notice of a Class Shareholders’ meeting convened by the Company shall be dispatched with reference to the notice period for general meetings under Article 19 of these Rules of Procedure, to all Shareholders of such class whose names appear on the register of Shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend <b><u>within the period specified in the notice.</u></b></p> <p>.....</p>
<p><b>Article 74</b> The announcement or notice mentioned in these Rules refers to the publication of relevant information disclosure contents on the newspapers designated by securities regulatory authorities. In case of long announcement or notice, the listed company may choose to make a summary disclosure of relevant contents on the newspapers designated by the securities regulatory authority, but the full text shall be published on the website designated by the securities regulatory authority at the same time.</p>	<p><b>Article 74</b> The announcement or notice mentioned in these Rules refers to the publication of relevant information disclosure contents on the newspapers designated by securities regulatory authorities, <b><u>and the relevant newspapers shall be a media outlet that meets the conditions prescribed by the CSRC.</u></b> In case of long announcement or notice, the listed company may choose to make a summary disclosure of relevant contents on the newspapers designated by the securities regulatory authority, but the full text shall be published on the website designated by the securities regulatory authority at the same time.</p>

*Note:* Except for the above table, the serial numbers of other relevant provisions in the Rules of Procedure for the General Meetings are adjusted accordingly.

The proposed amendments to the Rules of Procedure for the General Meetings have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Rules of Procedure for the General Meetings, the Chinese version shall prevail.

## APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD MEETINGS

Details of Proposed Amendments to the Rules of Procedure for the Board Meetings are as follows:

Articles of the Existing Rules of Procedure for Board Meetings	Articles after the Proposed Amendment
<p><b>Article 3</b> The Board of Directors is a permanent establishment for operation and decision-making of the Company, and shall be accountable to the shareholders' general meeting. The Board performs its duties in accordance with the provisions of the Company Law, the Articles of Association and other relevant laws, and shall report its work to the shareholders' general meeting.</p>	<p><b>Article 3</b> The Board of Directors is a permanent establishment for operation and decision-making of the Company, and shall be accountable to the shareholders' general meeting. <b><u>The Board of Directors of the Company plays a decision-making role to formulate strategies, make decisions and prevent risks.</u></b> The Board performs its duties in accordance with the provisions of the Company Law, the Articles of Association and other relevant laws, and shall report its work to the shareholders' general meeting.</p>
<p><b>Article 4</b> The Board of Directors shall exercise the following functions and powers in accordance with the provisions of the Articles of Association:</p> <p>.....</p> <p>(3) to determine the operation plans and investment plans of the Company, specific annual operation target, investment, financing proposals other than issue of corporate bonds or other securities and listing;</p> <p>(4) to decide on the external investment, acquisition or disposal of assets, asset mortgage, consignment wealth management and connected transactions within the scope of the authorization of the General Meeting;</p> <p>.....</p>	<p><b>Article 4</b> The Board of Directors shall exercise the following functions and powers in accordance with the provisions of the Articles of Association:</p> <p>.....</p> <p>(3) <b><u>to determine the strategic planning of the Company, and</u></b> to determine the operation plans and investment plans of the Company, specific annual operation target, investment, financing proposals other than issue of corporate bonds or other securities and listing;</p> <p>(4) to decide on <b><u>major investment and financing projects,</u></b> acquisition or disposal of assets, asset mortgage, <b><u>financial assistance,</u></b> consignment wealth management, <b><u>external donations</u></b> and connected transactions within the scope of the authorization of the General Meeting;</p> <p>.....</p>

<p>(13) to appoint or dismiss senior management members such as the Vice President and the Person in-charge of Finance upon the nomination of the President, and decide their remunerations, incentives and punishments;</p> <p>.....</p> <p>(25) to determine the Company’s risk management and internal control systems, including risk assessment, financial controls, internal audit, and legal risk controls, and monitor the implementation thereof;</p> <p>(26) to appoint or replace directors and supervisors of wholly-owned subsidiaries of the Company who are not employee representatives, to recommend the candidates of directors and supervisors of the Company’s holding subsidiaries and participating subsidiaries who are not employee representatives, and to recommend the candidates of senior management of wholly-owned or holding subsidiaries;</p> <p>.....</p> <p>(30) to be responsible for the management of the dossiers of the persons-in-charge of functions department for the head office of the Company;</p>	<p>(13) to appoint or dismiss senior management members such as the Vice President and the Person in-charge of Finance upon the nomination of the President, <b><u>to arrange and implement assessments, and decide on matters relating to the assessment proposals, assessment results, remuneration distribution, rewards and penalties;</u></b></p> <p>.....</p> <p>(25) to determine the Company’s risk management and internal control systems, including risk assessment, financial controls, internal audit <b><u>and internal control assessment,</u></b> and legal risk controls, and monitor the implementation thereof;</p> <p><del>(26) to appoint or replace directors and supervisors of wholly-owned subsidiaries of the Company who are not employee representatives, to recommend the candidates of directors and supervisors of the Company’s holding subsidiaries and participating subsidiaries who are not employee representatives, and to recommend the candidates of senior management of wholly-owned or holding subsidiaries;</del></p> <p>.....</p> <p><del>(30) to be responsible for the management of the dossiers of the persons-in-charge of functions department for the head office of the Company.</del></p> <p>(Newly added) <b><u>(30) to decide on the Company’s legal compliance management system, and conduct overall monitoring and assessment of the Company’s legal compliance management system and its effectiveness;</u></b></p>
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<p>(31) to determine the annual extra costs and expenses at the Company;</p> <p>(32) Other powers or authority specified in applicable laws and regulations or the Articles of Association and authorized by the general meetings.</p> <p>In exercising the aforesaid powers and functions, the Board shall also comply with applicable domestic and over-seas laws and regulations and the listing rules of the stock exchange(s) where the shares of the Company were listed. The Board shall hear the opinions of the Party Committee before making decisions.</p>	<p>(Newly added) <b><u>(31) to formulate major reform plans of the Company in accordance with the Articles of Association and the Rules of Procedure for the Board Meetings;</u></b></p> <p>(32) Other powers or authority specified in applicable laws, administrative regulations, <b><u>departmental rules</u></b> or the Articles of Association and authorized by the general meeting of shareholders.</p> <p>In exercising the aforesaid powers and functions, the Board shall also comply with applicable domestic and over-seas laws and regulations and the listing rules of the stock exchange(s) where the shares of the Company were listed. <b><u>Major business and management matters shall be studied and discussed by the Party Committee before the Board of Directors makes decisions based on its functions and powers and according to specified procedures.</u></b></p>
<p><b>Article 9</b> The Board of Directors may within its terms of reference authorize the president (the specific authorization matters are set out in the appendix) and may from time to time check the scope of authorization for the president to meet the actual needs of the Company.</p> <p>The authority granted by the Board of Directors to the president shall not be exercised unless discussed and certified at the president’s work meeting.</p>	<p><b><u>Article 9</u></b> <b><u>The Board of Directors may delegate part of its powers and functions to the Chairman and the President in accordance with relevant regulations and according to the actual needs for the Company to make business decisions. For the matters to be decided on by the Chairman after the Board of Directors’ authorization, they shall be studied and discussed at special meetings presided over by the Chairman, and for the matters to be decided on by the President after the Board of Directors’ authorization, they shall be studied and discussed at special meetings presided over by the President. The specific matters under authorization of the Board of Directors are set out in the appendix to the Rules of Procedure.</u></b></p>

<p><b>Article 10</b> The chairman of the Board of Directors and the president shall responsively file the exercise of the authority with the Board of Directors. The Board of Directors may if necessary adjust the authorization matter and authority in accordance with Article 7 and Article 9. Where the laws and regulations have other provisions on matters to be considered and adjusted at general meetings, such provisions shall apply.</p>	<p><b>Article 10</b> The chairman of the Board of Directors and the president shall responsively file the exercise of the authority with the Board of Directors. <b><u>The Board of Directors may if necessary adjust the matters for authorization and authority.</u></b> Where the laws and regulations have other provisions on matters to be considered and adjusted at general meetings, such provisions shall apply.</p>
<p><b>Article 11</b> The Board shall be composed of 5 to 11 Directors. The Board shall have 1 Chairman and may have 1 Vice Chairman.</p>	<p><b>Article 11</b> The Board shall be composed of 5 to 11 Directors. The Board shall have <u>1</u> Chairman and may have <u>1</u> Vice Chairman. <b><u>In principle, the number of external Directors shall exceed half of the number of members of the Board of Directors.</u></b></p> <p><b><u>The term “external Directors” as referred to in this Article refers to non-executive Directors who do not hold other positions in the Company except for the positions of Directors and members of special committees of the Board of Directors.</u></b></p>
<p><b>Article 12</b> The directors shall be elected and replaced at general meetings for a term of three years and may be re-elected upon expiry of their term of office. The chairman and vice chairman of the Board of Directors shall be the directors of the Company, and elected and removed by a majority of all directors.</p>	<p><b>Article 12</b> The directors shall be elected and replaced at general meetings for a term of three years and may be re-elected upon expiry of their term of office. The chairman and vice chairman of the Board of Directors shall be the directors of the Company, <b><u>and elected and removed by a majority of all Directors.</u></b></p>
<p><b>Article 13</b> The Board of Directors shall have a Board office as a permanent working body of the Board. The secretary of the Board, securities affair representative, or the person-in-charge of the relevant department shall serve concurrently as the officer in charge of the Board office and keep the seals of the Board and the Board office.</p>	<p><b>Article 13</b> The <u>Company</u> shall have a Board office as a permanent working body of the Board <b><u>in charge of day-to-day duties including clerical, secretarial and research tasks, keeping the seals of the Board and the Board office, facilitating communication between the staff and providing services to Directors.</u></b></p>
<p><b>Article 14</b> The Board of the Company has the Strategy Committee, the Finance and Audit Committee, the Nomination Committee and the Remuneration Committee.</p> <p>.....</p>	<p><b>Article 14</b> The Board of the Company has the Strategy Committee, the Finance and Audit Committee, the Nomination Committee, the Remuneration Committee <b><u>and the Sustainable Development Committee.</u></b></p> <p>.....</p>

<p><b>Article 16</b> The main responsibilities of the Strategy Committee of the Board of Directors are:</p> <p>.....</p>	<p><b>Article 16</b> The Strategy Committee of the Board of Directors <u>shall be comprised of 3 to 5 Directors, the meeting of which shall be convened by the Chairman. The Director who concurrently serves as the president is a member of the Strategy Committee.</u></p> <p><u>The main responsibilities of the Strategy Committee of the Board of Directors</u> are:</p> <p>.....</p>
<p><b>Article 17</b> The majority of the Finance &amp; Audit Committee of the Board of Directors shall be Independent Directors and the meeting of which shall be convened by Independent Directors. At least one Independent Director shall possess the appropriate professional qualification or expertise required by relevant supervision laws and administrations in the region where the shares of the Company are listed.</p> <p>Its main responsibilities are:</p> <p>.....</p>	<p><b>Article 17</b> The Finance &amp; Audit Committee of the Board of Directors <u>shall be comprised of at least 3 non-executive Directors, the majority of which</u> shall be Independent Directors and the meeting of which shall be convened by Independent Directors. At least <u>1</u> Independent Director shall possess the appropriate professional qualification or expertise required by relevant supervision laws and administrations in the region where the shares of the Company are listed.</p> <p><u>The main responsibilities of the Finance &amp; Audit Committee of the Board of Directors</u> are:</p> <p>.....</p>
<p><b>Article 18</b> The majority of the Nomination Committee of the Board of Directors shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</p> <p>Its main responsibilities are:</p> <p>.....</p>	<p><b>Article 18</b> The Nomination Committee of the Board of Directors <u>shall be comprised of 3 to 5 Directors, the majority of which</u> shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</p> <p><u>The main responsibilities of the Nomination Committee of the Board of Directors</u> are:</p> <p>.....</p>

<p><b>Article 19</b> The majority of the Remuneration and Appraisal Committee of the Board of Directors shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</p> <p>Its main responsibilities are:</p> <p>.....</p>	<p><b>Article 19</b> The Remuneration and Appraisal Committee of the Board of Directors <b><u>shall be comprised of 3 to 5 Directors, the majority of which</u></b> shall be Independent Directors and the meeting of which shall be convened by Independent Directors.</p> <p><b><u>The main responsibilities of the Remuneration and Appraisal Committee of the Board of Directors</u></b> are:</p> <p>.....</p>
<p>None</p>	<p><b><u>(Newly added) Article 20 The Sustainable Development Committee of the Board of Directors consists of 3 to 5 Directors, and the Director who also serves as the president is a member of the Sustainable Development Committee.</u></b></p> <p><b><u>The main responsibilities of the Sustainable Development Committee of the Board of Directors are:</u></b></p> <p><b><u>(1) to provide recommendations to the Board of Directors about the objectives, strategies, plans and material decisions relating to sustainable development of the Company (including Environment, Social, and Governance);</u></b></p> <p><b><u>(2) to supervise the progress of implementation of strategies and plans for sustainable development of the Company;</u></b></p> <p><b><u>(3) to supervise the Company's performance of commitments on key issues such as climate change, protection of health and performance of social responsibilities and to provide recommendations to the Board of Directors;</u></b></p> <p><b><u>(4) to focus on key information on sustainable development related to the business of the Company and study relevant sustainable development matters of the Company, and to provide recommendations to the Board of Directors;</u></b></p>

	<p><b><u>(5) to consider the Environment, Social and Governance report (ESG report) of the Company or social responsibility report and to provide recommendations to the Board of Directors;</u></b></p> <p><b><u>(6) other duties exercisable by the Sustainable Development Committee specified or recommended by the listing rules of the place where the Company’s shares are listed (including the duties recommended by the provisions in the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the listing rules of the HKEX);</u></b></p> <p><b><u>(7) to guide the formulation of the legal system and compliance management system; to regularly receive compliance management briefings; to conduct regular inspections and evaluations on the compliance management system and its implementation;</u></b></p> <p><b><u>(8) other responsibilities and duties assigned by the Board of Directors.</u></b></p> <p><b><u>The detailed responsibilities of the Sustainable Development Committee of the Board of Directors and other relevant matters are stipulated in the Working Rules for the Sustainable Development Committee of the Board of Directors of the Metallurgical Corporation of China Ltd.</u></b></p>
<p><b>Article 38</b> After adequate discussion of each proposal, the presider shall submit it to voting by the attending directors.</p> <p>Each attendant shall cast one vote by open ballot.</p>	<p><b>Article 39</b> After adequate discussion of each proposal, the presider shall submit it to voting by the attending directors.</p> <p><b><u>The Board of Directors implements a decision-making system of collective deliberation, independent voting and individual accountability.</u></b> Each attendant shall cast one vote by open ballot.</p>

<p><b>Article 44</b> Saved as specified in Article 48 of these Rules, adoption of or resolution on any proposal shall be subject to approval of more than half of all the directors of the Company. Where the relevant laws, administrative regulations and Articles of Association have any provisions on approval of more directors, such provisions shall apply.</p> <p>Any resolution made by the Board on any guarantee within its scope of authority in accordance with Articles of Association shall be subject to the approval of more than half of all the directors of the Company and more than two thirds of the attending directors. Where the listing rules at the location where the shares of the Company are listed have special requirements for disclosure of guarantee related matters, such requirements shall apply.</p> <p>If different resolutions conflict with each other in contents and meanings, the resolutions formed later in time shall prevail.</p>	<p><b>Article 45</b> Saved as specified in <b>Article 47</b> of these Rules, adoption of or resolution on any proposal shall be subject to approval of more than half of all the directors of the Company. Where the relevant laws, administrative regulations and Articles of Association have any provisions on approval of more directors, such provisions shall apply.</p> <p>Any resolution made by the Board on <b><u>financial assistance and</u></b> any guarantee within its scope of authority in accordance with Articles of Association shall be subject to the approval of more than half of all the directors of the Company and more than two thirds of the attending directors. Where the listing rules at the location where the shares of the Company are listed have special requirements for disclosure of guarantee related matters, such requirements shall apply.</p> <p>If different resolutions conflict with each other in contents and meanings, the resolutions formed later in time shall prevail.</p>
<p><b>Article 50</b> The Secretary to the Board of Directors shall arrange Board office staff to record the minutes of the Board meeting, which shall be signed by the Directors present at the meeting, the Secretary to the Board of Directors, and the recording person.</p>	<p><b>Article 51</b> The Secretary to the Board of Directors shall arrange Board office staff to record the minutes of the Board meeting, <b><u>which shall be signed by the Directors present at the meeting.</u></b></p> <p>.....</p>
<p><b>Article 56</b>.....</p> <p>The archives of the Board of Directors shall be kept for a period of at least 10 years. ....</p>	<p><b>Article 57</b>.....</p> <p>The archives of the Board of Directors shall be kept for a <b><u>permanent term.</u></b> ....</p>

*Note:* Except for the above table, the serial numbers of other relevant provisions in the Rules of Procedure for the Board Meetings are adjusted accordingly.

The proposed amendments to the Rules of Procedure for the Board Meetings have been prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English and Chinese versions of the Rules of Procedure for the Board Meetings, the Chinese version shall prevail.