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**Haier Smart Home Co., Ltd.\***

**海爾智家股份有限公司**

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

**Stock Code: 6690**

## **ANNOUNCEMENT**

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

The board of directors (the “**Board**”) of Haier Smart Home Co., Ltd. (the “**Company**”) announces that:

Subject to the approval at the Board meeting held on 30 March 2022, the Company proposes to make the following amendments to the existing valid Articles of Association of the Haier Smart Home Co., Ltd. (the “**Articles of Association**”) to further improve the corporate system:

No.	Original provisions	Amended provisions	Basis or reason of amendment
1	<p><b>Article 1</b> The Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as the "Mandatory Clauses"), the Reply of the State Council on the Adjustment of the Notice Period of the Shareholders' General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong, the Guidelines for Corporate Governance of Listed Companies, the German Securities Trading Act, the Listing Rules of the Frankfurt Stock Exchange (hereinafter referred to as the "Listing Rules of the FSE") (the German Securities Trading Act, the Listing Rules of the FSE and relevant EU regulations on securities issuance and trading are hereinafter collectively referred to as the "relevant listing regulations of Frankfurt Stock Exchange"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of protecting the legitimate rights and interests of Haier Smart Home Co., Ltd. (hereinafter referred as the "Company"), its shareholders and creditors, and regulating organization and acts of the Company.</p>	<p><b>Article 1</b> The Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as the "Mandatory Clauses"), <b>the Guidelines on Articles of Association of Listed Companies, the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations</b>, the Reply of the State Council on the Adjustment of the Notice Period of the Shareholders' General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong, the Guidelines for Corporate Governance of Listed Companies, the German Securities Trading Act, the Listing Rules of the Frankfurt Stock Exchange (hereinafter referred to as the "Listing Rules of the FSE") (the German Securities Trading Act, the Listing Rules of the FSE and relevant EU regulations on securities issuance and trading are hereinafter collectively referred to as the "relevant listing regulations of Frankfurt Stock Exchange"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of protecting the legitimate rights and interests of Haier Smart Home Co., Ltd. (hereinafter referred as the "Company"), its shareholders and creditors, and regulating organization and acts of the Company.</p>	<p>Guidelines on Articles of Association of Listed Companies, Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations promulgated in January 2022 and became effective</p>
2	<p><b>Article 7</b> The Company's registered capital is RMB9,284,895,068.</p>	<p><b>Article 7</b> The Company's registered capital is <del>RMB9,284,895,068</del><b>9,446,253,758</b>.</p>	<p>Revised in accordance with the actual situation of the Company</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
3	<b>Article 15</b> The objectives of the Company shall be: user driven, technology pioneer, maintaining market orientation and leading position through famous-brand strategy, providing satisfactory interests to the shareholders, becoming a competitive international enterprise through constant growth, and contributing to human progress.	<b>Article 15</b> The objectives of the Company shall be: <del>user driven, technology pioneer, maintaining market orientation and leading position through famous-brand strategy, providing satisfactory interests to the shareholders, becoming a competitive international enterprise through constant growth, and contributing to human progress.</del> The Company adheres to the development philosophy of “A successful company has simply capitalized on the times we’re in” and innovative for change is our eternal keynote. “User value goes first” and “Everyone is his CEO” represent the core and value pursuit for the practice and innovation of “alliance of individual staff and the Company” management mode of the Company. It is the strategic vision and mission of the Company in the new strategic stage to build a sustainable business ecosystem centering smart family life as well as to provide smart and wonderful life with optimum experience for global users.	Revised in accordance with the actual situation of the Company
4	<b>Article 18</b> The Company shall maintain ordinary shares at all times. In accordance with the necessity of the Company, the shares issued by the Company are all ordinary shares. Subject to the approval of the department authorized by the State Council, the Company may set up other classes of shares.	<b>Article 18</b> The Company shall maintain ordinary shares at all times. In accordance with the necessity <del>of the Company</del> , the shares issued by the Company are all ordinary shares. Subject to the approval of the department authorized by the State Council, the Company may set up other classes of shares.	Improve the accuracy of expression
5	<b>Article 25</b> ... The capital structure of the Company is comprised of 9,284,895,068 ordinary shares in total, of which the domestic shareholders hold 6,308,552,654 shares (representing 67.94% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (D Share) hold 271,013,973 shares (representing 2.92% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (H Share) hold 2,705,328,441 shares (representing 29.14% of total number of ordinary shares issued by the Company).	<b>Article 25</b> ... The capital structure of the Company is comprised of <del>9,284,895,068 ordinary shares in total, of which the domestic shareholders hold 6,308,552,654 shares (representing 67.94% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (D Share) hold 271,013,973 shares (representing 2.92% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (H Share) hold 2,705,328,441 shares (representing 29.14% of total number of ordinary shares issued by the Company).</del> 9,446,253,758 ordinary shares in total, of which the domestic shareholders hold 6,308,552,654 shares (representing 66.78% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (D Share) hold 271,013,973 shares (representing 2.87% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (H Share) hold 2,866,687,131 shares (representing 30.35% of total number of ordinary shares issued by the Company).	Revised in accordance with the actual situation of the Company

No.	Original provisions	Amended provisions	Basis or reason of amendment
6	<p><b>Article 38</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) Where the Company repurchases shares at par value, payment shall be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose;</p> <p>(2) Where the Company repurchases shares at a premium to its par value, payment equivalent to the par value may be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be handled as follows:</p> <p>(a) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus on the distributable profits of the Company;</p> <p>(b) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account or capital reserve fund account (inclusive of the premiums from the new issue) at the time of the repurchase;</p> <p>(3) The Company shall make the following payments out of the Company's distributable profits:</p> <p>(a) payment for the acquisition of the rights to repurchase the Company's own shares;</p> <p>(b) payment for the variation of any contract to repurchase the Company's own shares;</p> <p>(c) payment for the release of the Company's obligation under any repurchase contract.</p> <p>(4) After the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account or capital reserve fund account.</p>	<p><b>Article 38</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) Where the Company repurchases shares at par value, payment shall be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose;</p> <p>(2) Where the Company repurchases shares at a premium to its par value, payment equivalent to the par value may be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be handled as follows:</p> <p><del>(a)</del>-1. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus on the distributable profits of the Company;</p> <p><del>(b)</del>-2. if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account or capital reserve fund account (inclusive of the premiums from the new issue) at the time of the repurchase;</p> <p>(3) The Company shall make the following payments out of the Company's distributable profits:</p> <p>1. <del>(a)</del> payment for the acquisition of the rights to repurchase the Company's own shares;</p> <p>2. <del>(b)</del> payment for the variation of any contract to repurchase the Company's own shares;</p> <p>3. <del>(c)</del> payment for the release of the Company's obligation under any repurchase contract.</p> <p>(4) After the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account or capital reserve fund account.</p>	<p>Improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
7	<b>Article 40</b> Except as otherwise provided by laws, regulations and the listing rules of the place where the company's stocks are listed, the shares of the Company may be transferred pursuant to laws and no liens attached. The specific manner of stock transfer shall be in accordance with relevant provisions of the place where the company is listed.	<b>Article 40</b> Except as otherwise provided by laws, regulations and the listing rules of the place where the company's stocks are listed, the shares of the Company may be transferred pursuant to laws and no liens attached. The specific manner of stock transfer shall be in accordance with relevant provisions of <del>the</del> each place where the company is listed.	Improve the accuracy of expression
8	<b>Article 44</b> Where the directors, supervisors, senior management of the Company or shareholders who hold 5% or more of the Company's shares sell the shares or other securities in nature of equity held by them within 6 months from the date when they purchased such shares, or purchase the shares of the Company again within 6 months after they disposed, the proceeds thereof shall belong to the Company, and the Board of Directors of the Company shall forfeit such proceeds. However, in case a securities company who holds 5% or more of the Company's shares due to purchase of remaining shares under an underwriting arrangement, its sale of such shares shall not be subject to the 6-month limitation.  ...  Where the Board of Directors of the Company does not act in accordance with the provision of the first paragraph, the shareholders shall have the right to require the Board of Directors to take action within 30 days. Where the Board of Directors fails to take such action within the aforesaid period, the shareholders shall have be entitled to file proceedings at the people's court directly in their own names for the interests of the Company.  Where the Board of Directors fails to act in accordance with the first paragraph, the responsible directors shall assume joint and several liabilities pursuant to the law.  ...	<b>Article 44</b> Where the directors, supervisors, senior management of the Company or shareholders who hold 5% or more of the Company's shares sell the shares or other securities in nature of equity held by them within 6 months from the date when they purchased such shares, or purchase the shares of the Company again within 6 months after they disposed, the proceeds thereof shall belong to the Company, and the Board of Directors of the Company shall forfeit such proceeds. However, the limitation shall not apply to <del>in case a</del> securities company who holds 5% or more of the Company's shares due to purchase of remaining shares under an underwriting arrangement, <b>and other circumstances stipulated by CSRCs sale of such shares shall not be subject to the 6 month limitation.</b>  ...  Where the Board of Directors of the Company does not act in accordance with the provision of the first paragraph <b>of this Article</b> , the shareholders shall have the right to require the Board of Directors to take action within 30 days. Where the Board of Directors fails to take such action within the aforesaid period, the shareholders shall have be entitled to file proceedings at the people's court directly in their own names for the interests of the Company.  Where the Board of Directors fails to act in accordance with the first paragraph <b>of this Article</b> , the responsible directors shall assume joint and several liabilities pursuant to the law.  ...	<b>Article 30 of the Guidelines on Articles of Association of Listed Companies; improve the accuracy of expression</b>
9	<b>Article 66</b> Where Chinese laws and regulations, the relevant regulatory authorities of the place where the Company's stocks are listed and the stock exchanges have provisions on the period during which the share transfer registration procedures are suspended before the shareholders' meeting or before the benchmark date for the Company to decide on dividend distribution, such provisions shall prevail.	<b>Article 66</b> Where Chinese laws and regulations, the relevant regulatory authorities of the place where the Company's stocks are listed and the stock exchanges have provisions on the period during which the share transfer registration procedures are suspended before the shareholders' meeting or before the benchmark date for the Company to decide on dividend distribution, such provisions shall prevail.  <b>The period of closure of the register of members as described above shall not be more than thirty days in total within one year and it may be extended by another thirty days after being considered and approved at the shareholders' general meeting.</b>	Paragraph 20 of the "Core Protection Standard of Shareholders' Rights and Interests" in Appendix III to the Hong Kong Listing Rules

No.	Original provisions	Amended provisions	Basis or reason of amendment
10	<p><b>Article 74</b> A shareholder who requests for inspection of the relevant information or materials set out in the preceding Article shall provide the Company with written documents evidencing the class and quantity of the Company's shares held by him/her/it, and the Company shall provide the information or materials requested by the shareholder upon verification of his/her/its identity.</p>	<p><b>Article 74</b> A shareholder who requests for inspection of the relevant information or materials set out in the preceding Article shall provide the Company with written documents evidencing the class and quantity of the Company's shares held by him/her/it, and the Company shall provide the information or materials requested by the shareholder upon verification of his/her/its identity.</p> <p><b>When an application for reviewing the register of members is received during the closure of the register of members, a document signed by the secretary of the Company shall be issued to the applicant, explaining the approving institute and the period of the closure of the register of members.</b></p>	<p>Paragraph 20 of the "Core Protection Standard of Shareholders' Rights and Interests" in Appendix III to the Hong Kong Listing Rules</p>
11	<p><b>Article 84</b> The shareholders' general meeting is the organ of authority of the Company, and shall exercise following functions and powers pursuant to the law:</p> <p>...</p> <p>(9) to make resolutions on the merger, division, dissolution, liquidation or change of the Company's corporate form;</p> <p>...</p> <p>(11) to make resolutions on hiring and dismissing of accounting firms which regularly perform statutory audit for the Company's financial statements;</p> <p>(12) to deliberate on and approve the following guarantees:</p> <p>1. to provide any other guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company in the latest period;</p> <p>2. subject to accumulative calculation principles, the amount of guarantee for a period of any 12 consecutive months exceeds 30% of the company's audited total assets in the latest period;</p> <p>3. guarantee offered to person whose gearing ratio has exceed 70%;</p> <p>4. a single guarantee with an amount exceeding 10% of the Company's latest audited net assets;</p> <p>5. subject to accumulative calculation principles, the amount of guarantee for a period of any 12 consecutive months exceeds 50% of the company's audited net assets in the latest period;</p>	<p><b>Article 84</b> The shareholders' general meeting is the organ of authority of the Company, and shall exercise following functions and powers pursuant to the law:</p> <p>...</p> <p>(9) to make resolutions on the merger, division, <b>splits</b>, dissolution, liquidation or change of the Company's corporate form;</p> <p>...</p> <p>(11) to make resolutions on hiring and dismissing of accounting firms which regularly perform statutory audit for the Company's financial statements;</p> <p>(12) to deliberate on and approve the following guarantees:</p> <p>1. to provide any other guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company in the latest period;</p> <p>2. <del>subject to accumulative calculation principles, the amount of guarantee for a period of any 12 consecutive months to</del> <b>provide any other guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeding 30% of the Company's audited total assets in the latest period;</b></p> <p>3. <b>the amount of guarantees provided by the Company within one year exceeding 30% of the Company's latest audited total assets;</b></p> <p><del>34.</del> <b>4.</b> guarantee offered to person whose gearing ratio has exceed 70%;</p>	<p>Rule 17 of Appendix XIII to the Hong Kong Listing Rules; Article 41 and 42 of The Guidelines on Articles of Association of Listed Companies; Rule 6.1.9, 6.3.10 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022); subsequent numbering to be updated accordingly</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
	6. guarantees provided to shareholders, de facto controllers and their related parties;	45. a single guarantee with an amount exceeding 10% of the Company's latest audited net assets;	
	7. other security situations that need to be submitted to the shareholders' meeting for approval in accordance with the relevant provisions of the stock exchange and these Articles of Association.	<del>5. subject to accumulative calculation principles, the amount of guarantee for a period of any 12 consecutive months exceeds 50% of the company's audited net assets in the latest period;</del>	
	(13) to deliberate matters regarding the purchase or sales of material assets by the Company that within one year exceed 30% of the Company's total audited assets in the latest period;	6. guarantees provided to shareholders, de facto controllers and their related parties;	
	(14) to deliberate on, approve and alter matters regarding the use of raised funds;	7. other security situations that need to be submitted to the shareholders' meeting for approval in accordance with the relevant provisions of the stock exchange and these Articles of Association.	
	(15) to deliberate on share incentive plans;	(13) to deliberate on and approve the following financial assistance:	
	(16) to deliberate on related transactions that are required to be reviewed by shareholders' general meetings in accordance with law;	1. the amount of a single financial assistance exceeding 10% of the Company's audited net assets in the latest period;	
	(17) to deliberate on public welfare or relief contributions that exceeds the accumulative amount of RMB50 million in a single year;	2. the gearing ratio of the companies for which the assistance is provided exceeding 70% as shown in their latest financial statements;	
	(18) to deliberate on any other matter to be decided by the shareholders' general meeting as stipulated by laws, administrative regulations, department regulations, the listing rules of the place where the securities are listed or the Articles of Association.	3. the cumulative amount of financial assistance in recent 12 months exceeding 10% of the Company's audited net assets in the latest period;	
		4. Other financial assistance situations that need to be submitted to the shareholders' general meeting for approval in accordance with the relevant provisions of the stock exchange and these Articles of Association.	

No.	Original provisions	Amended provisions	Basis or reason of amendment
		<p>If the assistance subject is the controlling subsidiary included in the consolidated statements of the Company and that the other shareholders of that controlling subsidiary do not include the controlling shareholders, de facto controllers and their related parties of the listed company, it may be exempted from the requirements under Items 1 to 4 of Rule (13) of this Article.</p> <p>The Company shall not provide financial assistance to connected parties stipulated under Rule 6.3.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022), except for the assistance provided to connected joint-stock companies not under the control of the Company's controlling shareholders and de facto controllers, and that the other shareholders of such joint-stock companies provide financial assistance on equal terms and in proportion to their capital contributions. The Company must submit a resolution at the general meeting for consideration when providing financial assistance to such joint-stock companies.</p> <p>(134) to deliberate matters regarding the purchase or sales of material assets by the Company that within one year exceed 30% of the Company's total audited assets in the latest period;</p> <p>(145) to deliberate on, approve and alter matters regarding the use of raised funds;</p> <p>(156) to deliberate on share incentive plans and employee stock ownership plan ;</p> <p>(167) to deliberate on related transactions that are required to be reviewed by shareholders' general meetings in accordance with law;</p> <p>(178) to deliberate on public welfare or relief contributions that exceeds the accumulative amount of RMB50 million in a single year;</p> <p>(189) to deliberate on any other matter to be decided by the shareholders' general meeting as stipulated by laws, administrative regulations, department regulations, the listing rules of the place where the securities are listed or the Articles of Association.</p>	
12	<p><b>Article 86</b> Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months after occurrence of the relevant event:</p> <p>(1) the number of directors is less than the minimum quorum stipulated by the Company Law (5 directors) or two-thirds of the number stipulated in the Articles of Association (6 directors);</p> <p>...</p>	<p><b>Article 86</b> Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months after occurrence of the relevant event:</p> <p>(1) the number of directors is less than the minimum quorum stipulated by the Company Law (5 directors) or two-thirds of the number <del>stipulated</del> <b>required</b> in the Articles of Association (<del>6 directors</del>);</p> <p>...</p>	<p>Revised in accordance with the actual situation of the Company, to stay flexible</p>



No.	Original provisions	Amended provisions	Basis or reason of amendment
13	<b>Article 91</b> Where the Board of Supervisors gives consent to convene an extraordinary general meeting, a notice on convening of the extraordinary general meeting shall be issued within 5 days upon the receipt of the requisition and the changes made to the original proposal in the notice shall be approved by relevant shareholders.	<b>Article 91</b> Where the Board of Supervisors gives consent to convene an extraordinary general meeting, a notice on convening of the extraordinary general meeting shall be issued within 5 days upon the receipt of the requisition and the changes made to the original <del>proposal</del> request in the notice shall be approved by relevant shareholders.	Article 49 of The Guidelines on Articles of Association of Listed Companies
14	<b>Article 92</b> If the general meeting is convened by the Board of Supervisors or shareholders on their own, a written notice shall be issued to the Board of Directors, and such meeting should be filed with CSRC Qingdao Branch and the Stock Exchange where the Company's stocks are listed.  Prior to the announcement of the resolutions passed by the shareholders' general meeting, the shareholding percentage of the shareholders who convene the meeting shall not be less than 10%.  The Board of Supervisors or shareholders who convene the meeting shall submit the relevant supporting materials to the CSRC Qingdao Branch and the Stock Exchange where the Company's stocks are listed at the time of the issuance of notice of the shareholders' general meeting as well as of the announcement of the resolutions passed by the such meeting.	<b>Article 92</b> If the general meeting is convened by the Board of Supervisors or shareholders on their own, a written notice shall be issued to the Board of Directors, and such meeting should be filed with <del>CSRC Qingdao Branch and</del> the Stock Exchange where the Company's stocks are listed.  Prior to the announcement of the resolutions passed by the shareholders' general meeting, the shareholding percentage of the shareholders who convene the meeting shall not be less than 10%. <b>Shareholders who convene the meeting shall publish an announcement no later than the issuance of notice of the shareholders' general meeting and undertake that their shareholding percentage shall not be less than 10% during the period from the date of proposing the convening of the shareholders' general meeting to the convening date of the shareholders' general meeting.</b>  The shareholders who convene the meeting shall submit the relevant supporting materials to <del>the CSRC Qingdao Branch and</del> the Stock Exchange where the Company's stocks are listed at the time of the issuance of notice of the shareholders' general meeting as well as of the announcement of the resolutions passed by the such meeting.	Article 50 of The Guidelines on Articles of Association of Listed Companies; Rule 4.2.2 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022)
15	<b>Article 93</b> Where the Board of Supervisors or the shareholders convene a shareholders' general meeting on their own, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders as of the date of share registered.	<b>Article 93</b> Where the Board of Supervisors or the shareholders convene a shareholders' general meeting on their own, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors <del>shall</del> will provide the register of shareholders as of the date of share registered.	Article 51 of The Guidelines on Articles of Association of Listed Companies
16	<b>Article 96</b> ...The shareholders that individually or jointly hold more than 3% of the Company's shares may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the shareholders' general meeting. The convener shall, within 2 days after the receipt of such proposal, issue a supplemental notice of the shareholders' general meeting and announce the contents of the ad hoc proposals...	<b>Article 96</b> ...The shareholders that individually or jointly hold more than 3% of the Company's shares may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the shareholders' general meeting. <b>Where shareholders subject to the conditions as mentioned above raise interim proposals before the convening of the shareholders' general meeting, their shareholding proportions shall not be less than 3% during the period from the date of the issuance of notice on proposals to the announcement of the resolutions.</b> The convener shall, within 2 days after the receipt of such proposal, issue a supplemental notice of the shareholders' general meeting and announce the contents of the ad hoc proposals...	Revised in accordance with Rule 2.1.4 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations

No.	Original provisions	Amended provisions	Basis or reason of amendment
17	<p><b>Article 97</b> When the Company decides to convene an annual general meeting, it shall issue written notice 20 business days prior to the meeting; and when the Company decides to convene an extraordinary general meeting, it shall issue written notice 15 days or 10 business days (whichever is the longer) prior to the meeting, informing all registered shareholders of the matters to be deliberated at the meeting as well as the date and venue of the meeting. When calculating the time limits, the date on which such meeting is convened shall not be calculated.</p> <p>The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by personal delivery or postage paid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic shares, the notice of a shareholders' general meeting may also be given by announcement.</p> <p>The public announcement referred to in the preceding paragraph that shall be published on the website of the stock exchange and in media meeting the conditions prescribed by the securities regulatory authority under the State Council. Once the announcement is made, all shareholders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>For foreign shareholders, the Company may notify it in an appropriate manner in accordance with the relevant provisions of the place where the Company's overseas shares are listed.</p>	<p><b>Article 97</b> When the Company decides to convene an annual general meeting, it shall issue written notice 20 <del>business</del> days prior to the meeting; and when the Company decides to convene an extraordinary general meeting, it shall issue written notice 15 days <del>or 10 business days (whichever is the longer)</del> prior to the meeting, informing all registered shareholders of the matters to be deliberated at the meeting as well as the date and venue of the meeting. When calculating the time limits, the date on which such meeting is convened shall not be calculated.</p> <p>The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by personal delivery or postage paid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic shares, the notice of a shareholders' general meeting may also be given by announcement.</p> <p>The public announcement referred to in the preceding paragraph that shall be published on the website of the stock exchange and in media meeting the conditions prescribed by the securities regulatory authority under the State Council. Once the announcement is made, all shareholders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>For foreign <del>share</del> shareholders, the Company may notify it in an appropriate manner in accordance with the relevant provisions of the place where the Company's overseas shares are listed.</p>	<p>Listed companies are normally required to give reasonable written notice to shareholders for holding the shareholder's general meeting at least 21 days and at least 14 days prior to an annual general meeting and other shareholder's general meeting respectively in accordance with Rule (2) in paragraph 14 of Appendix III to the Hong Kong Listing Rules (revised).</p> <p>Moreover, the Stock Exchange has indicated that it can accept issuers in China to give 20 days prior notice for holding an annual general meeting and 15 days prior notice for holding extraordinary general meetings. The original provision of Appendix XIV relating to notice of the shareholder's general meeting have been repealed with effect from 1 January 2022</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
18	<p><b>Article 99</b> The notice of the shareholders' general meeting shall be made in written form (including paper documents and electronic documents conforming to the requirements of the place of listing of the Company's shares), and shall include the following contents:...</p> <p>(8) the name and telephone number of the contact person for meetings.</p> <p>The notice and supplementary notice of a shareholders' general meeting shall disclose the specific contents of all proposals fully and completely. For matters which require the independent directors to issue an opinion, the notice or supplementary notice of the shareholders' general meeting shall disclose the opinions of the independent directors and the reason thereof.</p> <p>Where the shareholders' general meeting adopts online or other methods, the voting time and procedures for such online or other methods shall be stated in the notice of the shareholders' general meeting. Online or other voting methods for a shareholders' general meeting shall not commence earlier than 3:00 p.m. on the day preceding the date of the on-site shareholders' general meeting, and no later than 9:30 a.m. on the date of the on-site shareholders' general meeting; and shall not end before 3:00 p.m. of the date of the on-site shareholders' general meeting.</p>	<p><b>Article 99</b> The notice of the shareholders' general meeting shall be made in written form (including paper documents and electronic documents conforming to the requirements of the place of listing of the Company's shares), and shall include the following contents:...</p> <p>(8) the name and telephone number of the contact person for meetings;</p> <p><b>(9) the voting time and procedures for online or other methods;</b></p> <p><b>(10) if an proposal taking effect is conditional upon other proposals become effective, it shall explicitly disclose the relevant preconditions in the notice of the shareholders' general meeting and shall give special reminders that the approval of such proposal is the precondition to the voting results of subsequent proposals taking effect.</b></p> <p>The notice and supplementary notice of a shareholders' general meeting shall disclose the specific contents of all proposals fully and completely. <b>The convener shall disclose other necessitate information 5 days prior to the convening of the shareholders' general meeting to enable the shareholders to make reasonable decisions on the matters proposed to be discussed.</b> Where relevant proposals require independent directors, the Supervisory Committee and intermediary institutions to issue opinions, such opinions shall be disclosed as part of materials of the meeting. For matters which require the independent directors to issue an opinion, the notice or supplementary notice of the shareholders' general meeting shall disclose the opinions of the independent directors and the reason thereof.</p> <p><del>Where the shareholders' general meeting adopts online or other methods, the voting time and procedures for such online or other methods shall be stated in the notice of the shareholders' general meeting.</del> Online or other voting methods for a shareholders' general meeting shall not commence earlier than 3:00 p.m. on the day preceding the date of the on-site shareholders' general meeting, and no later than 9:30 a.m. on the date of the on-site shareholders' general meeting; and shall not end before 3:00 p.m. of the date of the on-site shareholders' general meeting.</p>	<p>Revised in accordance with Article 56 of the Guidelines on Articles of Association of Listed Companies, Rule 2.1.3 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
19	<b>Article 104</b> All shareholders in the register as at the date of record or their proxies shall have the right to attend a shareholders' general meeting and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.	<p><b>Article 104</b> All shareholders in the register as at the date of record or their proxies shall have the right to attend a shareholders' general meeting and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.</p> <p>When the resolution of their proposed appointments is tabled for consideration at the shareholders' general meeting, the Board meeting or the employee representatives' assembly or other authorized institutions, the candidates for directors, supervisors and senior management should be present at the meetings in person and provide explanation on their capabilities of performance, professional capability, past experience, any violations of laws and regulations, any conflict of interest with the Company, and their relationship with the controlling shareholders, de facto controllers and other directors, supervisors and senior management of the Company, etc.</p>	Rule 3.2.6 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations

No.	Original provisions	Amended provisions	Basis or reason of amendment
20	<p><b>Article 125...</b></p> <p>When a shareholders' general meeting deliberates on significant matters which have an impact on the interests of small and medium investors, where technically feasible, the votes of small and medium investors shall be calculated separately. The separate voting results shall be disclosed publicly in a timely manner.</p> <p>The shares of the Company held by the Company itself shall have no voting right and shall not be included in the total number of shares with voting rights of the shareholders who present at the shareholders' general meeting.</p> <p>Subject to compliance with laws, administrative regulations, departmental regulations, the listing rules of the Company's stock listing and this Articles of Association, the Company's board of directors, independent directors, shareholders holding more than one percent of voting shares, or the investor protection agency established in accordance with laws, administrative regulations or the regulations prescribed by securities regulatory authority under the State Council may act as a solicitor, either by itself or by entrusting a securities company or a securities service agency, to publicly request the shareholders of a listed company to entrust them to attend the shareholders' meeting on their behalf, and to exercise shareholder rights such as the right to propose and vote.</p> <p>In soliciting shareholders' rights in accordance with the provisions in the preceding paragraph, the solicitors shall disclose the solicitation documents, and the listed company shall cooperate. In the case of solicitation of voting rights of shareholders, shareholders whose voting rights are solicited shall be made full disclosure of information such as voting intent. Solicitation of voting rights of shareholders in the form of compensation or disguised compensation is prohibited. The Company shall not set restriction on minimum shareholding percentage for solicitation of voting rights.</p>	<p><b>Article 125...</b></p> <p>When a shareholders' general meeting deliberates on significant matters which have an impact on the interests of small and medium investors, <del>where technically feasible,</del> the votes of small and medium investors shall be calculated separately. The separate voting results shall be disclosed publicly in a timely manner.</p> <p>The shares of the Company held by the Company itself shall have no voting right and shall not be included in the total number of shares with voting rights of the shareholders who present at the shareholders' general meeting.</p> <p><b>For shareholders who purchase the voting shares of the Company are in violation of provisions of the first clause and second clause of Article 63 of the Securities Law, they shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a shareholders' general meeting.</b></p> <p>Subject to compliance with laws, administrative regulations, departmental regulations, the listing rules of the Company's stock listing and this Articles of Association, the Company's board of directors, independent directors, shareholders holding more than one percent of voting shares, or the investor protection agency established in accordance with laws, administrative regulations or the regulations prescribed by securities regulatory authority under the State Council may act as a solicitor, either by itself or by entrusting a securities company or a securities service agency, to publicly request the shareholders of a listed company to entrust them to attend the shareholders' meeting on their behalf, and to exercise shareholder rights such as the right to propose and vote.</p> <p>In soliciting shareholders' rights in accordance with the provisions in the preceding paragraph, the solicitors shall disclose the solicitation documents, and the listed company shall cooperate. In the case of solicitation of voting rights of shareholders, shareholders whose voting rights are solicited shall be made full disclosure of information such as voting intent. Solicitation of voting rights of shareholders in the form of compensation or disguised compensation is prohibited. <b>In addition to the statutory conditions,</b> the Company shall not set restriction on minimum shareholding percentage for solicitation of voting rights.</p>	<p>Revised in accordance with the actual situation; Article 79 of the Guidelines on Articles of Association of Listed Companies and Rule 31 of the Rules of Shareholders' General Meeting of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
21	<p><b>Article 127</b> Voting at a shareholders' general meeting shall adopt the form of open ballot.</p> <p>In accordance with applicable laws and regulations and the listing rules of the stock exchange on which the Company's shares are listed, any shareholder must abstain from voting on any specified resolution or restricting any shareholder from voting only on or against the specified resolution; if there is any violation of this provision or the restrictions, the votes made by this shareholder or its representatives will not be counted in the voting results.</p> <p>Unless otherwise stipulated by laws and regulations, the securities regulatory agency or the stock exchange where the company's shares are listed, the following persons require voting by voting before or after the show of hands, and the general meeting of shareholders shall vote by raising their hands:</p> <p>(1) the Chairman of the meeting;</p> <p>(2) at least two shareholders or their proxies entitled to vote thereat;</p> <p>(3) one or several shareholders (including proxies), individually or jointly, holding 10% or more of the shares of the Company with voting rights at the meeting.</p> <p>Unless somebody proposes voting by ballot, the Chairman of the meeting shall declare whether the proposal has been adopted in accordance with the results of the vote by showing of hand and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.</p> <p>The demand for voting by ballot may be withdrawn by the person who made it.</p>	<p><b>Article 127</b> Voting at a shareholders' general meeting shall adopt the form of open ballot.</p> <p>In accordance with applicable laws and regulations and the listing rules of the stock exchange on which the Company's shares are listed, any shareholder must abstain from voting on any specified resolution or restricting any shareholder from voting only on or against the specified resolution; if there is any violation of this provision or the restrictions, the votes made by this shareholder or its representatives will not be counted in the voting results.</p> <p><del>Unless otherwise stipulated by laws and regulations, the securities regulatory agency or the stock exchange where the company's shares are listed, or unless</del> the following persons require voting by voting; before or after the show of hands, and the general meeting of shareholders shall vote by raising their hands, <b>except as otherwise stipulated by laws and regulations, the securities regulatory agency or the stock exchange where the company's shares are listed:</b></p> <p>(1) the Chairman of the meeting;</p> <p>(2) at least two shareholders or their proxies entitled to vote thereat;</p> <p>(3) one or several shareholders (including proxies), individually or jointly, holding 10% or more of the shares of the Company with voting rights at the meeting.</p> <p>Unless somebody proposes voting by ballot, the Chairman of the meeting shall declare whether the proposal has been adopted in accordance with the results of the vote by showing of hand and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.</p> <p>The demand for voting by ballot may be withdrawn by the person who made it.</p>	<p>Combined the requirements of A Share and H Share on the voting method of the general meeting and revised it according to the actual situation of the company</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
22	<p><b>Article 132</b> The following proposals shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction in the registered share capital of the Company, and issuance of any class of shares, warrants or other similar securities;</p> <p>(2) issuance of corporate bonds;</p> <p>(3) division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) the amount of purchase or disposal of material assets or providing guarantee in one year exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) equity incentive plans;</p> <p>...</p>	<p><b>Article 132</b> The following proposals shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction in the registered share capital of the Company, and issuance of any class of shares, warrants or other similar securities;</p> <p>(2) issuance of corporate bonds;</p> <p>(3) division, <b>spin-off</b>, merger, dissolution and liquidation of the Company;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) the amount of purchase or disposal of material assets or providing guarantee in one year exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) equity incentive plans <b>and employee stock ownership plan</b>;</p> <p>...</p>	<p>Articles 78 of the Guidelines on Articles of Association of Listed Companies; Articles 41 of the Guidelines on Articles of Association of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
23	<p><b>Article 133</b> The implementation or application of the following matters are subject to approval by the shareholders' general meeting and more than half of total voting rights held by public shareholders:</p> <p>(1) any issuance of new shares to the public (including issuance of overseas-listed foreign shares or warrants of other nature), issuance of convertible corporate bonds and placement of shares to existing shareholders (save for the shares to be fully subscribed for in cash pursuant to undertakings of the controlling shareholder prior to the convening of shareholders' general meeting);</p> <p>(2) any material asset restructuring under which the total consideration for acquired assets exceeds 20% or more of the audited book value of the acquired assets;</p> <p>(3) any repayment of debts due to the Company from a shareholder by using his/her shareholdings in the Company;</p> <p>(4) any proposed overseas listing of a company's subsidiary that is of material importance;</p> <p>(5) any matter with material impact on the interest of public shareholders in the course of the Company development.</p> <p>For the purpose of deliberating the aforesaid matters at a shareholders' general meeting, the Company shall, where technically feasible, provide shareholders with access to vote by network methods.</p>	Delete	Formulated in accordance with Several Provisions on Strengthening the Protection of the Public Shareholders and this provision has been repealed
24	<p><b>Article 134</b> For matters contemplated in the preceding article, the Company shall, after publishing the notice of the shareholders' general meeting, re-publish the notice of the shareholders' general meeting within three days following the date of record of the shareholders.</p>	Delete	Formulated in accordance with Several Provisions on Strengthening the Protection of the Public Shareholders, and this provision has been repealed
25	Newly added	<p><b>Article 134</b> The Company shall count the poll results of the proposals and disclose in the announcement of the resolutions passed by the shareholders' general meeting upon its conclusion in time. In the event of failing to pass any resolution caused by proposals being vetoed, abnormal or emergency conditions or significant matters with sufficient attention of investors, the Company shall publish an announcement on the date of the convening of the shareholders' general meeting.</p>	Rule 2.1.21 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations



No.	Original provisions	Amended provisions	Basis or reason of amendment
26	<b>Article 136</b> The Company shall, on the premise of ensuring its shareholders' general meetings are legitimate and valid, provide convenience for shareholders participating in shareholders' general meetings by various means and channels, including providing modern information technology means such as online voting platform.	Delete	This provision has been deleted in the Guidelines on Articles of Association of Listed Companies, and Article 99 of this Guidelines stated clearly that a shareholders' general meeting can be convened in several ways, and will not be repeated in this Article
27	<b>Article 138</b> The list of candidates for directors and supervisors shall be presented in the form of a proposal at a shareholders' general meeting for voting. When a shareholders' general meeting votes on the election of directors and supervisors, the cumulative voting method may be implemented pursuant to the provisions of the Articles of Association or the resolution of a shareholders' general meeting ....	<del><b>Article 138</b></del> <b>Article 136</b> The list of candidates for directors and supervisors shall be presented in the form of a proposal at a shareholders' general meeting for voting. When a shareholders' general meeting votes on the election of directors and supervisors, the cumulative voting method may be implemented pursuant to the provisions of the Articles of Association or the resolution of a shareholders' general meeting. <b>Where a sole shareholder and its party acting in concert are interested in 30% or more in the shares of the Company, the cumulative voting method shall be adopted.</b> ...	Article 82 of the Guidelines on Articles of Association of Listed Companies and Rule 32 of the Rules of Shareholders' General Meeting of Listed Companies
28	<b>Article 142</b> Prior to voting on a proposal, a shareholders' general meeting shall nominate two shareholder's representatives to participate in counting of votes and scrutinization of ballot. Where a shareholder is interested in the matter being deliberated on, he/she/it and his/her/its proxy shall neither count the votes nor act as the scrutineer.	<del><b>Article 142</b></del> <b>Article 140</b> Prior to voting on a proposal, a shareholders' general meeting shall nominate two shareholder's representatives to participate in counting of votes and scrutinization of ballot. Where a shareholder is <b>related interested</b> in the matter being deliberated on, he/she/it and his/her/its proxy shall neither count the votes nor act as the scrutineer.	Article 87 of the Guidelines on Articles of Association of Listed Companies
29	<b>Article 150</b> If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected class shareholders in accordance with Articles 151 to 157.	<del><b>Article 150</b></del> <b>Article 148</b> If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected class shareholders in accordance with Articles <del>151 to 157</del> <b>49 to 55</b> .	To adjust subsequent numbering of the quoted provisions
30	<b>Article 152</b> Affected classes shareholders, whether or not having the right to vote at shareholders' general meeting, shall have the right to vote at meetings of class shareholders in respect of matters referred to in Items (2) to (8) or (11) to (12) of Article 151, provided that interested shareholders shall not have the right to vote at meetings of class shareholders.	<del><b>Article 152</b></del> <b>Article 150</b> Affected classes shareholders, whether or not having the right to vote at shareholders' general meeting, shall have the right to vote at meetings of class shareholders in respect of matters referred to in Items (2) to (8) or (11) to (12) of Article <del>149</del> <b>51</b> , provided that interested shareholders shall not have the right to vote at meetings of class shareholders.	To adjust subsequent numbering of the quoted provisions

No.	Original provisions	Amended provisions	Basis or reason of amendment
31	<b>Article 154</b> Resolutions of a meeting of class shareholders may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 150.	<del>Article 154</del> <b>Article 152</b> Resolutions of a meeting of class shareholders may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 148 <del>50</del> .	To adjust subsequent numbering of the quoted provisions
32	<b>Article 158</b> The directors of the Company shall be natural persons. The following persons shall not serve as the directors of the Company: ...  (7) a person who has been banned by the CSRC from the securities market and the ban period has not expired;  (8) any other person stipulated by laws, administrative regulations or departmental rules.  In the case of the election or appointment of directors which violates the provisions of this article, the election or appointment shall be null and void. Where a director falls under the circumstances referred to in the Articles of Association during his/her/its tenure, the Company shall terminate his/her/its appointment.	<del>Article 158</del> <b>Article 156</b> The directors of the Company shall be natural persons. The following persons shall not serve as the directors of the Company: ...  (7) a person who has been <del>prohibited banned</del> by the CSRC from the securities market and the ban period has not expired;  (8) <b>He/she has been publicly identified by the stock exchange as not suitable to serve as a director of a listed company, the term of which has not expired;</b>  (89) any other person stipulated by laws, administrative regulations or departmental rules.  In the case of the election or appointment of directors which violates the provisions of this article, the election or appointment shall be null and void. Where a director falls under the circumstances referred to in the Articles of Association during his/her/its tenure, the Company shall terminate his/her/its appointment. <b>Where a director shall be removed from office but has not yet been removed, and if he/she attends and votes at a Board meeting, the vote he/she casts shall be invalid.</b>	Article 95 of the Guidelines on Articles of Association of Listed Companies; Rule 4.3.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022); Rule 3.2.9 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations
33	<b>Article 161</b> ...  (11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his/her own or in another's name, not to use company assets as security for the debts of the Company shareholders or other individuals; ...	<del>Article 161</del> <b>Article 159</b> ...  (11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his/her own or in another's name, not to use company assets as security for the debts of the Company shareholders or other individuals; ...	Improve the accuracy of expression
34	<b>Article 167</b> Unless the interested director, supervisor, president or other senior management of the Company has disclosed such interest to the Board of Directors as required under Article 166 and the matter has been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to cancel the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, president or other senior management concerned.	<del>Article 167</del> <b>Article 165</b> Unless the interested director, supervisor, president or other senior management of the Company has disclosed such interest to the Board of Directors as required under Article 164 <del>6</del> and the matter has been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to cancel the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, president or other senior management concerned.	To adjust subsequent numbering of the quoted provisions

No.	Original provisions	Amended provisions	Basis or reason of amendment
35	<p><b>Article 171</b> The provisions of Article 170 shall not apply to the following circumstances:</p> <p>(1) the provision of a loan or loan guarantee by the Company to a subsidiary of the Company;</p> <p>...</p>	<p><del>Article 171</del> <b>Article 169</b> The provisions of Article 168 shall not apply to the following circumstances:</p> <p>(1) the provision of a loan or loan guarantee by the Company to a subsidiary of the Company;</p> <p>...</p>	To adjust subsequent numbering of the quoted provisions
36	<p><b>Article 173</b> The Company may not be forced to perform a loan guarantee provided by the Company in violation of Article 170, except:</p> <p>(1) when the loan is provided to a Connected Person of a director, a supervisor, the president and other senior management of the Company or its parent company, the loan provider is not aware of the condition;</p> <p>(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	<p><del>Article 173</del> <b>Article 171</b> The Company may not be forced to perform a loan guarantee provided by the Company in violation of Article 168, except:</p> <p>(1) when the loan is provided to a Connected Person of a director, a supervisor, the president and other senior management of the Company or its parent company, the loan provider is not aware of the condition;</p> <p>(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	To adjust subsequent numbering of the quoted provisions
37	<p><b>Article 187</b> Independent directors shall comply with the relevant provisions of laws, administrative regulations, and departmental rules and the listing rules of the place where the shares of the Company are listed.</p>	<p><del>Article 187</del> <b>Article 185</b> Independent directors shall comply with the relevant provisions of laws, administrative regulations, and <del>departmental rules and the listing rules</del> the CSRC and the stock exchange(s) of the place where the shares of the Company are listed.</p>	Article 104 of the Guidelines on Articles of Association of Listed Companies
38	<p><b>Article 189</b> The Company shall establish an independent director (namely “independent non-executive director”) system and the secretary of the Board of Directors shall actively cooperate with the independent directors to perform their duties. An independent director means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its substantial shareholders that could hinder his/her independent and objective judgments. The independent directors shall not be less than three and shall comprise at least one-third or more of the Directors of Board. Those who have simultaneously held the position of independent director in five domestic listed companies may no longer be nominated as candidates for independent director of the Company. The independent directors of the Company shall include at least one independent director usually residing in Hong Kong.</p>	<p><del>Article 189</del> <b>Article 187</b> The Company shall establish an independent director (namely “independent non-executive director”) system and the secretary of the Board of Directors shall actively cooperate with the independent directors to perform their duties. An independent director means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its substantial shareholders that could hinder his/her independent and objective judgments. The independent directors shall not be less than three and shall comprise at least one-third or more of the Board of Directors. Those who have simultaneously held the position of independent director in five domestic <b>and overseas</b> listed companies may no longer be nominated as candidates for independent director of the Company. The independent directors of the Company shall include at least one independent director usually residing in Hong Kong.</p>	Rule 3.5.6 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations

No.	Original provisions	Amended provisions	Basis or reason of amendment
39	<p><b>Article 192</b> The Company shall engage suitable persons as its independent directors. At least one of the independent directors shall be a professional accountant (professional accountant means a person with a senior title or qualifications as a certified public accountant) or have appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules.</p>	<p><del>Article 192</del> <b>Article 190</b> The Company shall engage suitable persons as its independent directors. At least one of the independent directors shall be a professional accountant (<del>professional accountant means a person with a senior title or qualifications as a certified public accountant</del>) or have appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules.</p>	<p>Guiding Opinions on Establishing System of Independent Directors in Listing Companies which contains this definition has expired, Rules for Independent Directors of Listed Companies newly issued does not contain this definition</p>
40	<p><b>Article 193</b> A person holding the position of independent director shall satisfy the basic conditions set forth below:</p> <p>(1) provisions of Article 146 of the Company Law on the qualifications of directors;</p> <p>(2) provisions of the Public Servant Law of the People's Republic of China on posts held by public servants concurrently;</p> <p>(3) provisions of the Notice on Regulating Taking Office as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies by the Central Managerial Cadres after Resignation from Public Service or Retirement issued by the Central Commission for Discipline Inspection and the Central Organization Department;</p> <p>(4) provisions of the Opinions on Strengthening the Construction of Anti-corruption and Building a Clean Government in Colleges and Universities issued by the Central Commission for Discipline Inspection, Ministry of Education, and Ministry of Supervision governing concurrent positions of the leading group members in colleges and universities;</p> <p>(5) provisions of other laws, administrative regulations, departmental rules and listing rules of the place where the Company's shares are listed.</p> <p>...</p>	<p><del>Article 193</del> <b>Article 191</b> A person holding the position of independent director shall satisfy the basic conditions set forth below:</p> <p>(1) provisions of Article 146 of the Company Law on the qualifications of directors;</p> <p>(2) provisions of the Public Servant Law of the People's Republic of China on posts held by public servants concurrently;</p> <p><b>(3) relevant provisions of the Rules for Independent Directors of Listed Companies issued by the CSRC;</b></p> <p><b>(34)</b> provisions of the Notice on Regulating Taking Office as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies by the Central Managerial Cadres after Resignation from Public Service or Retirement issued by the CPC Central Commission for Discipline Inspection and the Central Organization Department of the CPC Central Committee <b>(if applicable);</b></p> <p><b>(5) provisions of the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</b></p> <p><b>(46)</b> provisions of the Opinions on Strengthening the Construction of Anti-corruption and Building a Clean Government in Colleges and Universities issued by the CPC Central Commission for Discipline Inspection, Ministry of Education, and Ministry of Supervision <del>governing concurrent positions of the leading group members in colleges and universities</del><b>(if applicable);</b></p> <p><b>(57)</b> provisions of other laws, administrative regulations, departmental rules and listing rules of the place where the Company's shares are listed. ...</p>	<p>Rule 3.5.2 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
41	<p><b>Article 194...</b></p> <p>The following persons may not hold the position of independent director:</p> <p>(1) persons holding a position in the Company or a subsidiary thereof and their lineal relatives and major social relations (the term “lineal relatives” means spouses, parents, children, etc. and the term “major social relations” means siblings, parents-in-law, children-in-law, siblings’ spouses, spouse’s siblings, etc.);</p> <p>...</p> <p>(5) persons who were then or had provide financial, legal, consulting or other such services to the Company within two years before being appointed, including all project members, reviewing staff at all levels, staff who sign the report, partners, and main persons in charge of intermediary agencies which provide services;</p> <p>...</p>	<p><del>Article 194</del> <b>Article 192...</b></p> <p>The following persons may not hold the position of independent director:</p> <p>(1) persons holding a position in the Company or a subsidiary thereof and their lineal relatives and major social relations (the term “lineal relatives” means spouses, parents, children, etc. and the term “major social relations” means siblings, parents-in-law, children-in-law, siblings’ spouses, spouse’s siblings, etc.);</p> <p>...</p> <p>(5) persons who were then or had provide financial, legal, consulting or other such services to the Company within two years before being appointed, including all project members, reviewing staff at all levels, staff who sign the report, partners, and main persons in charge of intermediary agencies which provide services;</p> <p>...</p>	<p>Article 7 of the Rules for Independent Directors of Listed Companies; improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
42	<p><b>Article 196</b></p> <p>...</p> <p>(3) the Company shall simultaneously submit the relevant materials on all the nominees to the CSRC, the CSRC Qingdao Branch and the Stock Exchanges where the Company's shares are listed before the holding of a shareholders' general meeting at which an independent director is to be elected. If the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall submit the written opinions of the Board of Directors simultaneously.</p> <p>...</p> <p>(5) if an independent director fails to attend in person 3 consecutive board meetings, the Board of Directors shall invite the shareholders' general meeting to replace such independent director.</p> <p>An independent director may not be removed without cause before the expiration of his/her tenure, unless the afore-mentioned circumstance or a circumstance under which a person may not hold the position of director specified in the Company Law arises. If an independent director is removed before the expiration of his/her tenure, the Company shall disclose the same as a matter for special disclosure. If the dismissed independent director is of the opinion that the Company has dismissed him/her inappropriately, he/she may make a public statement to that effect.</p> <p>...</p>	<p><del>Article 196</del> <b>Article 194</b></p> <p>...</p> <p>(3) the Company shall simultaneously submit the relevant materials on all the nominees to <del>the CSRC, the CSRC Qingdao Branch and</del> the Stock Exchanges where the Company's shares are listed before the holding of a shareholders' general meeting at which an independent director is to be elected. If the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall submit the written opinions of the Board of Directors simultaneously.</p> <p>...</p> <p>(5) if an independent director fails to attend in person 3 consecutive board meetings, the Board of Directors shall invite the shareholders' general meeting to replace such independent director.</p> <p><del>An independent director may not be removed without cause. The Company may terminate the employment of such independent director in accordance with legal procedures before the expiration of his/her tenure, unless the afore-mentioned circumstance or a circumstance under which a person may not hold the position of director specified in the Company Law arises. If an independent director is dismissed removed before the expiration of his/her tenure, the Company shall disclose the same as a matter for special disclosure. If the dismissed independent director is of the opinion that the Company has dismissed him/her inappropriately, he/she may make a public statement to that effect.</del></p> <p>...</p>	<p>Guiding Opinions on Establishing System of Independent Directors in Listing Companies has expired, revised in accordance with Article 14, 16 of the Rules for Independent Directors of Listed Companies, Rule 3.2.7 and 3.5.8 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations; improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
	<p>If the resignation of an independent director causes the number of independent directors in the Company's Board of Directors to fall below the minimum quorum required by law or the Articles of Association, then before the newly elected independent director assumes office, the original independent director shall still retain his/her directorship in accordance with the relevant laws, administrative regulations and the Articles of Association. The Board of Directors shall convene a shareholders' meeting to re-elect the independent director within two months. If the shareholders' meeting is not held within the time limit, such independent director may no longer perform his/her duties.</p>	<p>If the resignation of an independent director causes the number of independent directors in the Company's Board of Directors to fall below the minimum quorum required by law or the Articles of Association <b>or there is no accounting professional among the independent directors</b>, then before the newly elected independent director assumes office, the original independent director shall still retain his/her directorship in accordance with the relevant laws, administrative regulations and the Articles of Association. <b>The nominator of such independent director or the Board of Directors of the Company shall nominate a new candidate for independent director within three months from the date of resignation of such independent director.</b> <del>The Board of Directors shall convene a shareholders' meeting to re-elect the independent director within two months. If the shareholders' meeting is not held within the time limit, such independent director may no longer perform his/her duties.</del></p>	
	<p>If an independent director of a listed company becomes ineligible for the qualifications of an independent director after his/her appointment, he/she shall resign from the position of independent director within 30 days from the date of such occurrence. If he/she fails to resign as required, the Board of Directors of a listed company shall start the decision-making process within 2 days to dismiss him/her from the position of independent director.</p>	<p><b>Apart from the case of immediate cessation of performing his/her duties, if</b> an independent director of a listed company becomes ineligible <b>otherwise</b> for the qualifications of an independent director after his/her appointment <b>as stipulated by the Articles of Association</b>, he/she shall resign from the position of independent director within 30 days from the date of such occurrence. If he/she fails to resign as required, the Board of Directors of a listed company shall start the decision-making process within 2 days to dismiss him/her from the position of independent director.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
43	<p><b>Article 196</b> Rights of an independent director:</p> <p>(1) in order to fully exploit the functions of independent directors, in addition to the functions and powers granted to independent directors under the Company Law and other relevant laws and regulations, the Company shall grant independent directors the following special functions and powers:</p> <p>(a) major related-party transactions (determined by the standards stipulated by competent regulatory authorities from time to time) shall be submitted to the Board of Directors for deliberation after the approval of the independent directors; before rendering their judgment, independent directors may engage an intermediary organization to issue an independent financial consultant report which may be utilized as a basis for rendering their judgment;</p> <p>(b) proposing the engagement or dismissal of an accounting firm to the board of directors;</p> <p>(c) proposing to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(d) proposing the convening of a meeting of the Board of Directors;</p> <p>(e) independently engaging external auditing institutions and advisory agencies;</p> <p>(f) openly soliciting shareholders' voting rights before the holding of a shareholders' general meeting.</p>	<p><del>Article 196</del> <b>Article 195</b> Rights of an independent director:</p> <p><del>(1)</del> In order to fully exploit the functions of independent directors, in addition to the functions and powers granted to independent directors under the Company Law and other relevant laws and regulations, the Company shall grant independent directors the following special functions and powers:</p> <p>(a) major related-party transactions <b>(which refers to a connected transaction that the Company intends to conclude with a related party and whose total amount accounts for more than 5% of the Company's latest audited net assets value or determined by the standards stipulated by competent regulatory authorities from time to time)</b> shall be <del>submitted to the Board of Directors for deliberation after the approval of</del> approved by the independent directors <b>in advance</b>;</p> <p>(b) proposing the engagement or dismissal of an accounting firm to the Board of Directors;</p> <p>(c) proposing to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(d) proposing the convening of a meeting of the Board of Directors;</p> <p><b>(e) openly solicit shareholders' voting rights before the holding of a shareholders' general meeting;</b></p> <p><b>(ef)</b> independently engaging external auditing institutions and advisory agencies <b>to audit and consult on specific matters of the Company;</b></p> <p><del>(f) openly soliciting shareholders' voting rights before the holding of a shareholders' general meeting.</del></p>	<p>Article 22 of the Rules for Independent Directors of Listed Companies; Rule 3.5.13 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations</p>



No.	Original provisions	Amended provisions	Basis or reason of amendment
	<p>(2) major related-party transactions as well as appointment or dismissal of accounting firms of the Company shall be submitted to the Board of Directors for discussion only after obtaining the consent of more than half of all the independent directors. If the independent directors propose to the Board of Directors to convene an extraordinary general meeting, propose to convene the board meeting and openly solicit voting rights from shareholders before the shareholders' general meeting, the consent of more than one-half of the independent directors shall be obtained. With the consent of all independent directors, independent directors may independently engage external auditing institutions and advisory agencies to audit and consult on specific matters of the Company, with the related expenses borne by the Company.</p>	<p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (a) to (e) above and the matters under (a) and (b) above shall be submitted to the Board of Directors for discussion after the approval of more than half of the independent directors; and shall seek <del>(2) major related-party transactions as well as appointment or dismissal of accounting firms of the Company shall be submitted to the Board of Directors for discussion only after obtaining the consent of more than half of all the independent directors. If the independent directors propose to the Board of Directors to convene an extraordinary general meeting, propose to convene the board meeting and openly solicit voting rights from shareholders before the shareholders' general meeting, the consent of more than one-half of the independent directors shall be obtained.</del> With the consent of all independent directors before exercising the power under (f) above. <del>Independent directors may independently</del> The related expenses of engaging an intermediary organization by independent directors <del>external auditing institutions and advisory agencies to audit and consult on specific matters of the Company,</del> will be borne by the Company.</p>	
	<p>(3) if any of the aforesaid proposals has not been accepted or any of the aforesaid functions and powers could not be exercised normally, the Company shall disclose the details thereof.</p>	<p><del>(3)</del> If any of the <del>aforesaid</del> proposals referred to items (a) to (f) of this Article has not been accepted or any of the aforesaid functions and powers could not be exercised normally, the Company shall disclose the details thereof.</p>	
	<p>(4) independent directors shall account for the majority of the members of the remuneration and evaluation committee, audit committee, nomination committee under the Board of Directors of the Company.</p>	<p><del>(4)</del> Independent directors shall account for the majority of the members of the remuneration and evaluation committee, audit committee, nomination committee under the Board of Directors of the Company.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
44	<p><b>Article 198</b> Independent directors shall attend the board meetings on time, understand the production and operation of the Company, take the initiative to investigate and obtain the necessary information and documents for making decisions. Independent directors shall submit an annual report of all independent directors to the annual general meeting of the Company and clarify their performance of duties. Independent directors shall issue independent opinions on major issues of the Company:</p> <p>(1) the nomination, appointment and removal of directors;</p> <p>(2) the engagement or dismissal of senior management;</p> <p>(3) the remunerations of the directors and senior management of the Company;</p> <p>(4) existing or new fund movement between shareholders, actual controller and their connected companies and the Company, of which over 5% of the net asset value of the latest audited accounts of the Company and whether Company has adopted any effective measures to collect the debt;</p> <p>(5) matters that may, in an independent director's opinion, prejudice the rights and interests of small and medium shareholders;</p> <p>(6) the profit distribution plan of the Company;</p> <p>(7) other matters specified in laws, regulations, regulatory documents and listing rules of the place where the Company's shares are listed.</p> <p>With respect to the aforesaid matters, an independent director shall express one of the opinions set forth below: consent; qualified opinion and relevant reasons; objection and relevant reasons; inability to express opinion and obstacles.</p> <p>If the relevant matter is a matter requiring disclosure, the Company shall make a public announcement of the independent directors' opinions. If the independent directors fail to reach a consensus in their opinions, the Company shall disclose each of the independent directors' respective opinions.</p>	<p><del>Article 198</del> <b>Article 196</b> Independent directors shall attend the board meetings on time, understand the production and operation of the Company, take the initiative to investigate and obtain the necessary information and documents for making decisions. Independent directors shall submit <del>and disclose in</del> <b>and disclose</b> their annual report <del>of the work undertaken</del> <b>of the work undertaken</b> of all independent directors to the annual general meeting of the Company and clarify their performance of duties. Independent directors shall issue independent opinions on <del>major</del> <b>the following issues of the Company to the Board of Directors or the shareholders' general meeting:</b></p> <p>(1) the nomination, appointment and removal of directors;</p> <p>(2) the engagement or dismissal of senior management;</p> <p>(3) the remunerations of the directors and senior management of the Company;</p> <p>(4) existing or new fund movement between shareholders, actual controller and their connected companies and the Company, of which over 5% of the net asset value of the latest audited accounts of the Company and whether Company has adopted any effective measures to collect the debt;</p> <p>(5) matters that may, in an independent director's opinion, prejudice the rights and interests of small and medium shareholders;</p> <p>(6) the profit distribution plan of the Company;</p> <p>(7) other matters specified in laws, regulations, regulatory documents and listing rules of the place where the Company's shares are listed.</p> <p>With respect to the aforesaid matters, an independent director shall express one of the opinions set forth below: consent; qualified opinion and relevant reasons; objection and relevant reasons; inability to express opinion and obstacles.</p> <p>If the relevant matter is a matter requiring disclosure, the Company shall make a public announcement of the independent directors' opinions. If the independent directors fail to reach a consensus in their opinions, the Company shall disclose each of the independent directors' respective opinions.</p>	<p>Article 23 of the Rules for Independent Directors of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
45	<p><b>Article 199</b> The Company shall provide necessary conditions to ensure that the independent directors effectively exercise their functions and powers.</p> <p>...</p> <p>(1) The Company shall ensure that independent directors enjoy the same right to know as other directors, timely provide independent directors with relevant materials and information, regularly report the operations of the Company and organize independent directors to conduct site visits if necessary.</p> <p>(2) The Company shall provide the working conditions necessary for independent directors to perform their duties and responsibilities. The secretary of the Board of Directors of the Company shall provide the assistance necessary for independent directors to perform their duties and responsibilities, including but not limited to explaining circumstances and providing materials, etc. The secretary of the Board of Directors shall handle at the stock exchange the matters relating to the announcement of independent opinions, proposals and written statements provided by independent directors that shall be announced.</p> <p>...</p>	<p><del>Article 199</del> <b>Article 197</b> The Company shall provide necessary conditions to ensure that the independent directors effectively exercise their functions and powers.</p> <p>...</p> <p>(1) The Company shall ensure that independent directors enjoy the same right to know as other directors, timely provide independent directors with relevant materials and information, <del>regularly report the operations of the Company and organize independent directors to conduct site visits if necessary</del></p> <p>(2) The Company shall provide the working conditions necessary for independent directors to perform their duties and responsibilities. The secretary of the Board of Directors of the Company shall provide the assistance necessary for independent directors to perform their duties and responsibilities, including but not limited to explaining circumstances, <del>and</del> providing materials, <b>regularly reporting the operations of the Company and organising independent directors to conduct site visits if necessary, etc.</b> <del>The secretary of the Board of Directors Company shall assist in handling at the stock exchange the matters relating to the announcement of independent opinions, proposals and written statements provided by independent directors that shall be announced in a timely manner</del></p> <p>....</p>	<p>Article 24 of the Rules for Independent Directors of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
46	<p><b>Article 201</b> The Board of Directors shall exercise the following powers and functions:...</p> <p>(7) formulating the Company's plans for significant acquisition, merger and acquisition, division, dissolution and change of corporate form;</p> <p>(8) determining the matters relating to the acquisition of shares of the Company due to the circumstances specified in item (3), (5) and (6) of Article 34 of the Articles of Association;</p> <p>(9) determining, within the scope of the mandate granted by the shareholders' general meeting, the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions, etc.;</p> <p>...</p> <p>(11) appointment or dismissal of the Company's president, the secretary of the Board of Directors and the secretary of the Company; appointment or dismissal of the senior management such as the Company's vice-president or financial responsible person based on nomination by the president, and determining their remunerations and incentives and penalties;</p> <p>...</p> <p>Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (6), (7), (8) and (13), which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>Resolutions by the Board of Directors on other matters may be passed by the affirmative vote of more than half of the directors.</p> <p>...</p>	<p><del>Article 201</del> <b>Article 199</b> The Board of Directors shall exercise the following powers and functions:...</p> <p>(7) formulating the Company's plans for significant acquisition, merger and acquisition, division, <b>splits</b>, dissolution and change of corporate form;</p> <p>(8) determining the matters relating to the <b>repurchase acquisition</b> of shares of the Company due to the circumstances specified in item (3), (5) and (6) of Article 34 of the Articles of Association;</p> <p>(9) determining, within the scope of the mandate granted by the shareholders' general meeting, the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, <b>financial assistance</b>, related party transactions, etc.;</p> <p>...</p> <p>(11) <del>the</del> The appointment or dismissal of the Company's president, the secretary of the Board of Directors and the secretary of the Company; the appointment or dismissal of the senior management such as the Company's vice-president or financial responsible person based on nomination by the president, and determining their remunerations and incentives and penalties;</p> <p>...</p> <p>For resolutions by the Board of Directors on matters referred to in Items (6), (7), (8) and (13) in <b>the first paragraph of this Article</b> may be passed by the affirmative vote of more than two-thirds of the directors, other resolutions may be passed by the affirmative vote of more than half of the directors.</p>	<p>Rule 6.1.9, 6.3.10 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022); Article 107 of the Guidelines on Articles of Association of Listed Companies; improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
		<p>For resolutions by the Board of Directors on external guarantees stipulated under Item (9) in the first paragraph of this Article, apart from being deliberated and adopted by the affirmative vote of more than half of all directors, they should also require to be deliberated and adopted by the affirmative vote of more than two-thirds of the directors presented at the board meetings.</p>	
		<p>For resolutions by the Board of Directors on financial assistance stipulated under Item (9) in the first paragraph of this Article, apart from being deliberated and adopted by more than half of all directors, they should also require to be deliberated and adopted by more than two-thirds of the directors present at the board meetings, except that the assistance subject is the controlling subsidiary included in the consolidated statements of the Company and that the other shareholders of that controlling subsidiary do not include the controlling shareholders, de facto controllers and their related parties of the listed company. The Company is also subject to the deliberation requirements for Board of Directors consideration if providing financial assistance to connected joint-stock companies not under the control of the Company's controlling shareholders and de facto controllers (and that the other shareholders of such joint-stock companies provide financial assistance on equal terms and in proportion to their capital contributions).</p>	
		<p>Resolutions by the Board of Directors on other matters stipulated in the first paragraph of this Article <del>The matters</del> may be passed by the affirmative vote of more than half the directors.</p>	
		...	

No.	Original provisions	Amended provisions	Basis or reason of amendment
47	<p><b>Article 204</b> The board of directors shall establish stringent examination and decision-making procedures for the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management and related party transactions; with respect to significant investment projects, the board of directors shall organize relevant experts and professionals to appraise and submit the same to the shareholders' general meeting for approval.</p> <p>The Board of Directors exercises its powers on the following matters:</p> <p>(1) determining the following transactions of the Company (other than providing guarantees, receiving endowment of cash assets and purely reducing or canceling the Company's debts): (a) total assets involved in any transaction (the higher of book value or assessed value, if both exist) amounting to no more than 50% (exclusive) of the listed company's latest audited total assets; if the Company conducts transactions such as the provision of financial assistance or entrusted wealth management, such transactions shall be calculated by accumulating the amounts within twelve consecutive months based on transaction class; if the Company conducts transactions other than the provision of guarantees or financial assistance or entrusted wealth management, such transactions shall be calculated by accumulating the amounts of all transactions in connection with the related object under the same transaction class within twelve consecutive months;...</p> <p>(2) determining guarantees other than those set forth in Article 84 of the Articles of Association;</p> <p>(3) determining any related party transaction with value amounting to no more than 5% (exclusive) of the Company's latest audited net assets (absolute value);</p> <p>(4) determining any other matters accorded by the shareholder's general meeting in form of resolutions.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.</p> <p>The above matters which are otherwise provided for in laws and regulations, listing rules of the place where the Company's shares are listed and the Articles of Association shall be excluded.</p>	<p><del>Article 204</del> <b>Article 201</b> The <del>board of directors</del> <b>Board of Directors</b> shall establish stringent examination and decision-making procedures for the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management <del>and</del>, related party transactions <del>and external donations</del>; with respect to significant investment projects, the <del>board of directors</del> <b>Board of Directors</b> shall organize relevant experts and professionals to appraise and submit the same to the shareholders' general meeting for approval.</p> <p>The Board of Directors exercises its powers on the following matters:</p> <p>(1) determining the following transactions of the Company (other than providing guarantees, <b>financial assistance</b>, receiving endowment of cash assets and purely reducing or canceling the Company's debts):</p> <p>(a) total assets involved in any transaction (the higher of book value or assessed value, if both exist) amounting to no more than 50% (exclusive) of the listed company's latest audited total assets; if the Company conducts transactions such as the provision of financial assistance or entrusted wealth management, such transactions shall be calculated by accumulating the amounts within twelve consecutive months based on transaction class; if the Company conducts transactions other than the provision of guarantees or financial assistance or entrusted wealth management, such transactions shall be calculated by accumulating the amounts of all transactions in connection with the related object under the same transaction class within twelve consecutive months;...</p> <p>(2) determining guarantees other than those set forth in Article 84 of the Articles of Association;</p> <p><b>(3) deciding on financial assistance matters except those provided in Articles 84 of this Articles of Association;</b></p> <p><b>(34)</b> determining any related party transaction with value amounting to no more than 5% (exclusive) of the Company's latest audited net assets (absolute value);</p> <p><b>(45)</b> determining any other matters accorded by the shareholder's general meeting in form of resolutions.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.</p> <p>The above matters which are otherwise provided for in laws and regulations, listing rules of the place where the Company's shares are listed and the Articles of Association shall be excluded.</p>	<p>Article 110 of the Guidelines on Articles of Association of Listed Companies; Rule 6.1.9 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022); improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
48	<b>Article 228</b> The secretary of the Board of Directors shall have necessary expertise and experience and be appointed by the Board of Directors. The provisions of Article 158 hereof on inappropriate candidates for directors shall apply to the secretary of the Board of Directors.	<del>Article 228</del> <b>Article 225</b> The secretary of the Board of Directors shall have necessary expertise and experience and be appointed by the Board of Directors. The provisions of Article 158 hereof on inappropriate candidates for directors shall apply to the secretary of the Board of Directors.	To adjust subsequent numbering of the quoted provisions
49	<b>Article 229</b> The main responsibilities of the secretary of the Board of Directors are as follows:  (1) being responsible for release of the Company's information to the public, coordinating the information disclosure of the Company, organizing the establishment of management systems for information disclosure of the Company, and urging the Company and the relevant persons with information disclosure obligations to observe relevant disclosure regulations; and to ensure that the Company prepares and submits the documents and reports required by relevant authorities in accordance with law;  (2) being responsible for investor relationship management, coordinating communications between the Company and the securities regulatory authority, investors, securities service agencies and public media;  (3) organizing and preparing the board meetings and the shareholders' general meetings, attending the shareholders' general meetings, the board meetings, the meetings of the Board of Supervisors and the meetings of senior management, and keeping and signing the minutes of the board meetings; and guaranteeing that the Company has complete organizational documents and records;  (4) being responsible for confidentiality with respect to information disclosure of the Company, and reporting to the Securities Regulatory Authorities and Stock Exchanges where the Company's shares are listed and making disclosure in a timely manner whenever any non-published material information is leaked;  (5) paying close attention to media coverage, ascertaining whether the coverage is true or not and urging the Board of Directors to respond to the inquiries of the Securities Regulatory Authorities and Stock Exchanges where the Company's shares are listed in a timely manner;  (6) organizing trainings for directors, supervisors and senior management of the Company on relevant laws, administrative regulations, listing rules of the place where the Company's shares are listed and relevant regulations, and helping them to have a clear grasp of their respective responsibilities with respect to information disclosure;	<del>Article 229</del> <b>Article 226</b> The main responsibilities of the secretary of the Board of Directors are as follows:  (1) being responsible for release of the Company's information to the public, coordinating the information disclosure of the Company, organizing the establishment of management systems for information disclosure of the Company, and urging the Company and the relevant persons with information disclosure obligations to observe relevant disclosure regulations; and to ensure that the Company prepares and submits the documents and reports required by relevant authorities in accordance with law;  (2) being responsible for investor relationship management, coordinating communications between the Company and the securities regulatory authority, investors, <del>de facto controller, intermediaries, securities service agencies</del> , public media;  (3) organizing and preparing the board meetings and the shareholders' general meetings, attending the shareholders' general meetings, the board meetings, the meetings of the Board of Supervisors and the meetings of senior management, and keeping and signing the minutes of the board meetings; and guaranteeing that the Company has complete organizational documents and records;  (4) being responsible for confidentiality with respect to information disclosure of the Company, and reporting to the Securities Regulatory Authorities and Stock Exchanges where the Company's shares are listed and making disclosure in a timely manner whenever any non-published material information is leaked;  (5) paying close attention to media coverage, ascertaining whether the coverage is true or not and urging the Company <del>and other related entities</del> <b>Board of Directors</b> to respond to the inquiries of the Securities Regulatory Authorities and Stock Exchanges where the Company's shares are listed in a timely manner;  (6) organizing trainings for directors, supervisors and senior management of the Company on relevant laws, administrative regulations, listing rules of the place where the Company's shares are listed and relevant regulations, and helping them to have a clear grasp of their respective responsibilities with respect to information disclosure;	Rule 4.4.2 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022)

No.	Original provisions	Amended provisions	Basis or reason of amendment
	<p>(7) whenever the secretary of the Board of Directors becomes aware that any of directors, supervisors and senior management has violated laws, administrative regulations, departmental rules, other regulatory documents, the listing rules of the stock exchange where the Company's shares are listed and other regulations, and the Articles of Association or that the Company makes or is likely to make any decision in violation of relevant regulations, reminding the relevant person and promptly reporting to the Stock Exchanges where the Company's shares are listed;</p> <p>(8) being responsible for equity management affairs, preserving the documents evidencing the holdings of the Company's share by the Company's directors, supervisors, senior management, controlling shareholder and their directors, supervisors and senior management and being responsible for disclosing any changes in the shareholdings of directors, supervisors, senior management of the Company; and guaranteeing that the Company's register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner;</p> <p>(9) other duties required by the Company Law, the Securities Regulatory Authorities where the Company's shares are listed and the Stock Exchanges.</p>	<p>(7) <b>urging directors, supervisors and senior management to comply with laws and regulations, relevant regulations of the stock exchanges where the Company's shares are listed and this Articles of Association and practically fulfill the commitments made by them;</b> whenever the secretary of the Board of Directors becomes aware that any of directors, supervisors and senior management has violated laws, administrative regulations, departmental rules, other regulatory documents, the listing rules of the stock exchange where the Company's shares are listed and other regulations, and the Articles of Association or that the Company makes or is likely to make any decision in violation of relevant regulations, reminding the relevant person and promptly reporting to the Stock Exchanges where the Company's shares are listed;</p> <p>(8) <b>being responsible managing the changes in corporate stocks and their derivatives</b> <del>being responsible for equity management affairs, preserving the documents evidencing the holdings of the Company's share by the Company's directors, supervisors, senior management, controlling shareholder and their directors, supervisors and senior management and being responsible for disclosing any changes in the shareholdings of directors, supervisors, senior management of the Company; and guaranteeing that the Company's register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner;</del></p> <p>(9) other duties required by the Company Law, the Securities Regulatory Authorities where the Company's shares are listed and the Stock Exchanges.</p>	
50	<p><b>Article 230</b> The Company shall provide conveniences for the secretary of the Board of Directors to perform his/her duties. The directors, supervisors, other senior management and relevant persons of the Company shall support and cooperate with the secretary of the Board of Directors in his/her work.</p> <p>In the performance of his/her duties, the secretary of the Board of Directors shall be entitled to look into the financial and operating conditions of the Company, to participate in relevant disclosure-related meetings, to consult all the disclosure-related documents and to require the relevant departments and persons of the Company to furnish relevant materials and information in a timely manner.</p> <p>...</p>	<p><del>Article 230</del>—<b>Article 227</b> The Company shall provide conveniences for the secretary of the Board of Directors to perform his/her duties. The directors, supervisors, <b>financial officer</b>, other senior management and relevant persons of the Company shall support and cooperate with the secretary of the Board of Directors in his/her work.</p> <p>In the performance of his/her duties, the secretary of the Board of Directors shall be entitled to look into the financial and operating conditions of the Company, to participate in relevant disclosure-related meetings, to consult all the <b>relevant</b> information disclosure-related documents and to require the relevant departments and persons of the Company to furnish relevant materials and information in a timely manner.</p> <p>...</p>	<p>Rule 4.4.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022)</p>



No.	Original provisions	Amended provisions	Basis or reason of amendment
51	<p><b>Article 231</b> Directors (other than independent directors) or other senior management of the Company may concurrently hold the position of secretary of the Board of Directors of the Company. The certified public accountants and lawyers of the accounting firms or law firms engaged by the Company may not concurrently hold the position of secretary of the Board of Directors of the Company. The secretary of the Board of Directors shall have financial, management and legal expertise as required for performing his/her duties, good professional and personal ethics and have obtained the training certificate for board secretaries issued by the Shanghai Stock Exchange. Any of the following persons shall not serve as the secretary of the Board of Directors:</p> <p>(1) any person enumerated in Article 146 of the Company Law;</p> <p>(2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years;</p> <p>(3) He/she is under a penalty of prohibited access to the securities market that may not serve as senior management of a listed company imposed by the CSRC, which penalty is still effective;</p> <p>(4) He/she has been publicly identified by the stock exchange as not suitable to serve as senior management of a listed company, the term of which has not expired;</p> <p>(53) any person who has been censured publicly or criticized more than three times through circulating notices by stock exchanges in the most recent three years;</p> <p>(64) any person who is the incumbent supervisor and dependent director of the Company;</p> <p>(75) any other person deemed by the Shanghai Stock Exchange as inappropriate for serving as the secretary of the Board of Directors.</p>	<p><del>Article 231</del> <b>Article 228</b> Directors (other than independent directors) or other senior management of the Company may concurrently hold the position of secretary of the Board of Directors of the Company. The certified public accountants and lawyers of the accounting firms or law firms engaged by the Company may not concurrently hold the position of secretary of the Board of Directors of the Company. The secretary of the Board of Directors shall have financial, management and legal expertise as required for performing his/her duties, good professional and personal ethics and have obtained the training certificate for board secretaries issued by the Shanghai Stock Exchange. Any of the following persons shall not serve as the secretary of the Board of Directors:</p> <p>(1) any person enumerated in Article 146 of the Company Law;</p> <p>(2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years;</p> <p><b>(3) He/she is under a penalty of prohibited access to the securities market that may not serve as senior management of a listed company imposed by the CSRC, which penalty is still effective;</b></p> <p><b>(4) He/she has been publicly identified by the stock exchange as not suitable to serve as senior management of a listed company, the term of which has not expired;</b></p> <p><b>(53)</b> any person who has been censured publicly or criticized more than <del>two</del> <del>three</del> times through circulating notices by stock exchanges in the most recent three years;</p> <p><b>(64)</b> any person who is the incumbent supervisor and dependent director of the Company;</p> <p><b>(75)</b> any other person deemed by the Shanghai Stock Exchange as inappropriate for serving as the secretary of the Board of Directors.</p>	<p>As the lower cap requirements of three occasions for criticism under Rule 3.2.2 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations and the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, and on two occasions under the Regulatory Guideline No. 1, therefore, considering to revise it in accordance with more stringent provisions; so as to uniform expressions with the Rules for the secretary of the Board of Directors of the Company; improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
52	<p><b>Article 232</b> The Company shall file the following materials with the Shanghai Stock Exchange in five transaction days before convening a board meeting for the appointment of the secretary of the Board of Directors. If the Shanghai Stock Exchange does not raise any objection to the qualification of candidates for the secretary of the Board of Directors, the Company may convene a board meeting for appointing the secretary of the Board of Directors:</p> <p>(1) recommendation letter of the board of directors, including the description of the qualifications of the recommender's (candidate's) for the post of the secretary of the Board of Directors as stipulated in this rules, his/her current position and work performance, etc;</p> <p>(2) curriculum vitae and a photocopy of the academic certificate of the candidate;</p> <p>(3) a photocopy of the candidate's training certificate for secretary of the Board of Directors issued by the Shanghai Stock Exchange.</p>	Delete	<p>Newly issued Rules Governing the Listing of Stock on Shanghai Stock Exchange (revised in January 2022) and Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations no longer require filing procedures in advance by the secretary of the Board of Directors</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
53	<p><b>Article 234</b> After the Company appoints a secretary of the Board of Directors and a securities affairs representative, it shall publish an announcement and submit the following materials to the Shanghai Stock Exchange in a timely manner:</p> <p>(1) appointment letters for the secretary of the Board of Directors and the securities affairs representative or relevant resolutions of the Board of Directors;</p> <p>(2) contact details of the secretary of the Board of Directors and the securities affairs representative, including office phone number, home phone number, mobile phone number, facsimile number, correspondence address and e-mail etc.;</p> <p>(3) contact details of the Chairman of the Board of Directors, including office telephone number, mobile phone number, facsimile number, correspondence address and e-mail, etc.</p> <p>In case of any change in the aforesaid contact details, the Company shall submit the updated information to the Shanghai Stock Exchange in a timely manner.</p>	<p><del>Article 234</del> <b>Article 230</b> After the Company appoints a secretary of the Board of Directors and a securities affairs representative, it shall publish an announcement and submit the following materials to the Shanghai Stock Exchange in a timely manner:</p> <p>(1) recommendation letter of the Board of Directors, including the description of the qualifications of the secretary of the Board of Directors and the securities affairs representative as stipulated in the SSE Listing Rules, his/her current position, work performance and personal morality etc;</p> <p>(2) curriculum vitae and a photocopy of the academic certificate of the secretary of the Board of Directors and the securities affairs representative;</p> <p><del>(1)(3)</del> appointment letters for the secretary of the Board of Directors and the securities affairs representative or relevant resolutions of the Board of Directors;</p> <p><del>(2)(4)</del> contact details of the secretary of the Board of Directors and the securities affairs representative, including office phone number, home phone number, mobile phone number, facsimile number, correspondence address and e-mail etc.;</p> <p><del>(3) contact details of the Chairman of the Board of Directors, including office telephone number, mobile phone number, facsimile number, correspondence address and e-mail, etc.</del></p> <p>In case of any change in the aforesaid contact details, the Company shall submit the updated information to the Shanghai Stock Exchange in a timely manner.</p>	<p>Rule 4.4.8 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022)</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
54	<p><b>Article 236</b> Upon the occurrence of any of the following circumstances, the Company shall dismiss the secretary of the Board of Directors within one month from the date when such circumstance comes into existence:</p> <p>(1) any of the circumstances enumerated in Article 230;</p> <p>(2) the secretary of the Board of Directors is unable to perform his/her duties for more than three consecutive months;</p> <p>(3) the secretary of the Board of Directors commits a major mistake or gross negligence in the performance of his/her duties, thus causing heavy losses to investors;</p> <p>(4) the secretary of the Board of Directors violates laws, regulations, regulatory documents, other regulations of the Stock Exchanges where the Company's shares are listed and the Articles of Association, thus causing heavy losses to investors.</p>	<p><del>Article 236</del> <b>Article 232</b> Upon the occurrence of any of the following circumstances, the Company shall dismiss the secretary of the Board of Directors within one month from the date when such circumstance comes into existence:</p> <p>(1) any of the circumstances enumerated in Article <del>230</del><b>28</b>;</p> <p>(2) the secretary of the Board of Directors is unable to perform his/her duties for more than three consecutive months;</p> <p>(3) the secretary of the Board of Directors commits a major mistake or gross negligence in the performance of his/her duties, thus causing heavy losses to the <b>Company and its</b> investors;</p> <p>(4) the secretary of the Board of Directors violates laws, regulations, regulatory documents, other regulations of the Stock Exchanges where the Company's shares are listed and the Articles of Association, thus causing <b>serious consequences or</b> heavy losses to <b>the Company and its</b> investors.</p>	<p>Rule 4.4.10 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022); to adjust the quoted provisions</p>
55	<p><b>Article 238</b> During the period when the office of the secretary of the Board of Directors is vacant, the Company shall designate one director or senior management to perform the duties of the secretary of the Board of Directors and file the same with the Shanghai Stock Exchange. Meanwhile, it shall determine the candidates for secretary of the Board of Directors as soon as possible. Before the Company designates an acting secretary of the Board of Directors to perform the duties of the secretary of the Board of Directors, the Chairman of the Board of Directors shall perform such duties in place of the secretary of the Board of Directors.</p>	<p><del>Article 238</del> <b>Article 234</b> During the period when the office of the secretary of the Board of Directors is vacant, the <b>Board of Directors Company</b> shall designate one director or senior management to perform the duties of the secretary of the Board of Directors and <b>report file</b> the same <del>to with</del> the Shanghai Stock Exchange. Meanwhile, it shall determine the candidates for secretary of the Board of Directors as soon as possible. Before the Company designates an acting secretary of the Board of Directors to perform the duties of the secretary of the Board of Directors, the Chairman of the Board of Directors shall perform such duties in place of the secretary of the Board of Directors.</p> <p>If the vacancy remains unfilled for more than three months, the Chairman of the Board of Directors shall perform the duties of the secretary of the Board of Directors <b>and the appointment of the secretary of the Board of Directors shall be completed within 6 months-until a new secretary of the Board of Directors is appointed by the Company.</b></p>	<p>Rule 4.4.6 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022)</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
56	<p><b>Article 240</b> The information disclosure and equity management affairs handled in the name of the Company by the secretary of the Board of Directors, the person who performs the duties in place of the secretary of the Board of Directors as prescribed in Article 237 hereof or the securities affairs representative are acceptable to the Shanghai Stock Exchange.</p> <p>The secretary of the Board of Directors shall comply with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association. The secretary of the Board of Directors shall be nominated by the Chairman of the Board of Directors and appointed or dismissed by the Board of Directors. Any director or any other senior management of the Company may concurrently serve as the secretary of the Board of Directors. The accountants of the accounting firm engaged by the Company shall not serve as the secretary of the Board of Directors concurrently. Where a director concurrently serves as the secretary of the Board of Directors, such person who concurrently serves as the director and the secretary of the Board of Directors shall not act in a dual capacity if an act is to be performed by the director or the secretary of the Board of Directors respectively.</p>	<p><del>Article 240</del> <b>Article 236</b> The information disclosure and equity management affairs handled in the name of the Company by the secretary of the Board of Directors, the person who performs the duties in place of the secretary of the Board of Directors as prescribed in Article 237 hereof or the securities affairs representative are acceptable to the Shanghai Stock Exchange.</p> <p>The secretary of the Board of Directors shall comply with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association. The secretary of the Board of Directors shall be nominated by the Chairman of the Board of Directors and appointed or dismissed by the Board of Directors. Any director or any other senior management of the Company may concurrently serve as the secretary of the Board of Directors. The accountants of the accounting firm engaged by the Company shall not serve as the secretary of the Board of Directors concurrently. Where a director concurrently serves as the secretary of the Board of Directors, such person who concurrently serves as the director and the secretary of the Board of Directors shall not act in a dual capacity if an act is to be performed by the director or the secretary of the Board of Directors respectively.</p>	<p>To adjust subsequent numbering of the quoted provisions</p>
57	<p><b>Article 242</b> The provisions of Article 158 hereof where a person is prohibited from acting as a director shall apply to senior management.</p> <p>The fiduciary obligations and the diligent obligations stipulated in the Articles of Association shall apply to senior management concurrently.</p>	<p><del>Article 242</del> <b>Article 239</b> The provisions of Article 158 hereof where a person is prohibited from acting as a director shall apply to senior management.</p> <p>The fiduciary obligations and the diligent obligations stipulated in the Articles of Association shall apply to senior management concurrently.</p>	<p>To adjust subsequent numbering of the quoted provisions</p>
58	<p><b>Article 252</b> The provisions of Article 158 hereof where a person is prohibited from acting as a director shall also apply to candidates for supervisors.</p> <p>Directors, the president and other senior management shall not serve as supervisors concurrently.</p>	<p><del>Article 252</del> <b>Article 247</b> The provisions of Article 158 hereof where a person is prohibited from acting as a director shall also apply to candidates for supervisors.</p> <p>Directors, the president and other senior management shall not serve as supervisors concurrently.</p>	<p>To adjust subsequent numbering of the quoted provisions</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
59	<p><b>Article 272</b> The Company shall submit its annual financial accounting report to the CSRC and the Stock Exchanges where the Company's shares are listed within 4 months from the end of each fiscal year, submit its interim financial accounting report to the CSRC's Qingdao Branch and the Stock Exchanges where the Company's shares are listed within 2 months from the end of the first half of each fiscal year and submit quarterly financial accounting reports to the CSRC's Qingdao Branch and the Stock Exchanges where the Company's shares are listed within 1 month from the end of the first 3 months and first third quarters of each fiscal year.</p> <p>The aforesaid financial accounting reports shall be formulated pursuant to the provisions of the relevant laws, administrative regulations and departmental rules.</p>	<p><del>Article 272</del> <b>Article 267</b> The Company shall submit <del>and disclose</del> its annual <del>financial accounting</del> report to the CSRC and the Stock Exchanges where the Company's shares are listed within 4 months from the end of each fiscal year, submit <del>and disclose</del> its <del>interim financial accounting</del> report to the CSRC's Qingdao Branch and the Stock Exchanges where the Company's shares are listed within 2 months from the end of the first half year of each fiscal year and submit <del>and disclose</del> quarterly <del>financial accounting</del> reports to the CSRC's Qingdao Branch and the Stock Exchanges where the Company's shares are listed within 1 month from the end of the first 3 months and first third quarters of each fiscal year.</p> <p>The aforesaid <del>financial accounting</del> <b>annual reports, interim reports and quarterly</b> reports shall be formulated pursuant to the provisions of the relevant laws, administrative regulations <del>and departmental rules, and provisions of the CSRC and the stock exchanges where the Company's shares are listed.</del></p>	<p>Article 151 of the Guidelines on Articles of Association of Listed Companies</p>
60	<p><b>Article 286</b> An accounting firm employed by the Company shall have the following rights:</p> <p>(1) the right to the access to the account books, records or vouchers of the Company and the right to require directors, the president and other senior management of the Company to provide the relevant information and explanations;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend shareholders' meeting, to receive a notice or other information concerning any meetings of or concerning which shareholders have a right to receive a notice or other information, and to be heard at any shareholders' meetings on any matter which relates to it as the accounting firm of the Company.</p>	<p><del>Article 286</del> <b>Article 281</b> An accounting firm employed by the Company shall have the following rights:</p> <p>(1) the right to the access to the account books, records or vouchers of the Company and the right to require directors, the president and other senior management of the Company to provide the relevant information and explanations;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend shareholders' meeting, to receive a notice or other information concerning any meetings of or concerning which shareholders have a right to receive a notice or other information, and to be heard at any shareholders' meetings on any matter which relates to it as the accounting firm of the Company.</p>	<p>Improve the accuracy of expression</p>
61	<p><b>Article 312</b> Under the circumstances set out in Item (1) of Article 310 of the Articles of Association, the Company may continue to exist through amendment of the Articles of Association.</p> <p>The amendment to the Articles of Association pursuant to the preceding paragraph shall be passed by shareholders who hold two-thirds of the voting rights present at the shareholders' general meeting.</p>	<p><del>Article 312</del> <b>Article 307</b> Under the circumstances set out in Item (1) of Article 306<del>10</del> of the Articles of Association, the Company may continue to exist through amendment of the Articles of Association.</p> <p>The amendment to the Articles of Association pursuant to the preceding paragraph shall be passed by shareholders who hold two-thirds of the voting rights present at the shareholders' general meeting.</p>	<p>To adjust subsequent numbering of the quoted provisions</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
62	<p><b>Article 313</b> If the Company is dissolved pursuant to Item (1) and Item (2) of Article 310 of the Articles of Association, it shall establish a liquidation committee and commence liquidation within 15 days from occurrence of the cause of dissolution. The liquidation committee shall comprise persons determined by the ordinary resolution of shareholders' general meeting. Where the liquidation committee is not established within the stipulated period, the creditors may apply to the people's court to designate the relevant persons to form a liquidation committee to commence liquidation.</p>	<p><del>Article 313</del> <b>Article 310</b> If the Company is dissolved pursuant to Item (1) and Item (2) of Article 306<del>40</del> of the Articles of Association, it shall establish a liquidation committee and commence liquidation within 15 days from occurrence of the cause of dissolution. The liquidation committee shall comprise persons determined by the ordinary resolution of shareholders' general meeting. Where the liquidation committee is not established within the stipulated period, the creditors may apply to the people's court to designate the relevant persons to form a liquidation committee to commence liquidation.</p> <p>If the Company is dissolved pursuant to Item (4) of Article 306<del>40</del> of the Articles of Association, the People's court shall, in accordance with the relevant laws and regulations, organize shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p> <p>If the Company is dissolved pursuant to Item (5) of Article 306<del>40</del> of the Articles of Association, the relevant regulatory authority shall organize Shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p>	<p>To adjust subsequent numbering of the quoted provisions</p>
63	<p><b>Article 319</b> Upon completion of liquidation, the liquidation committee shall prepare liquidation report, as well as revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification by an accountant registered in China and submit the same to the shareholders' general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned documents by the relevant authorities in charge, the liquidation committee shall submit the aforesaid documents to company registration authorities and apply for deregistration and make an announcement on termination of the Company.</p>	<p><del>Article 319</del> <b>Article 314</b> Upon completion of liquidation, the liquidation committee shall prepare liquidation report, as well as revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification by an accountant registered in China and submit the same to the shareholders' general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned documents by the relevant authorities in charge, the liquidation committee shall submit the aforesaid documents to company registration authorities and apply for deregistration and make an announcement on termination of the Company.</p>	<p>Improve the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
64	<p><b>Article 327</b> The Company shall abide by the following dispute resolution procedures:</p> <p>(1) If any disputes or claims related to the Company's business based on the rights or obligations provided in the Articles of Association, contracts entered into under Article 180 and Article 181 of the Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the holders of overseas-listed foreign shares and the Company, between the holders of overseas-listed foreign shares and the directors, supervisors, president, or other senior executives of the Company or between the holders of overseas-listed foreign shares and holders of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>...</p>	<p><del>Article 327</del> <b>Article 322</b> The Company shall abide by the following dispute resolution procedures:</p> <p>(1) If any disputes or claims related to the Company's business based on the rights or obligations provided in the Articles of Association, contracts entered into under Article 17880 and Article 17981 of the Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the holders of overseas-listed foreign shares and the Company, between the holders of overseas-listed foreign shares and the directors, supervisors, president, or other senior executives of the Company or between the holders of overseas-listed foreign shares and holders of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>...</p>	<p>To adjust subsequent numbering of the quoted provisions</p>
65	<p>The serial numberings of the provisions are to be adjusted in sequence</p>	<p>/</p>	<p>/</p>



The Board agrees to submit the matters regarding above proposed amendments to the Articles of Association at the Company's Annual General Meeting of 2021 (the "AGM") for consideration and approval. A circular containing, among others, the information regarding the proposed amendments to the Articles of Association, together with a notice for convening the AGM, will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Haier Smart Home Co., Ltd.\***  
**LIANG Haishan**  
*Chairman*

Qingdao, the PRC  
30 March 2022

*As at the date of this announcement, the executive directors of the Company are Mr. LIANG Haishan, Mr. LI Huagang and Mr. XIE Juzhi; the non-executive directors are Mr. WU Changqi, Mr. LIN Sui, Mr. YU Hon To, David and Ms. Eva LI Kam Fun; and the independent non-executive directors are Mr. CHIEN Da-Chun, Mr. WONG Hak Kun, Mr. LI Shipeng and Mr. WU Qi.*

\* For identification purpose only