
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hebei Construction Group Corporation Limited, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any of the securities of the Company.



河北建設集團股份有限公司

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

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

(Stock Code: 1727)

- (1) PROPOSED A SHARE OFFERING**
(2) OTHER RESOLUTIONS IN RELATION TO THE A SHARE OFFERING
AND
(3) REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING
(4) REVISED NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING
-

A letter from the Board is set out on pages 5 to 23 of this circular.

The revised notices of the EGM and the H Shareholders Class Meeting of the Company to be held at 9:00 a.m. and 10:30 a.m. respectively on Monday, 16 September 2019 at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC are set out on pages 24 to 30 of this circular. The forms of proxy and reply slips for use at the EGM and the H Shareholders Class Meeting were dispatched on 30 July 2019 and are also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hebjs.com.cn).

Whether or not you are able to attend the EGM and/or the Class Meetings, holders of Shares of the Company are requested to complete the accompanying form(s) of proxy in accordance with the instructions printed thereon and lodge the same to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares of the Company) or the Company's PRC registered office at No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC (for holders of Domestic Shares of the Company), as soon as possible, but in any event, not less than 24 hours before the time appointed for the holding of the EGM and/or the Class Meetings or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the EGM and/or the Class Meetings or any adjournment thereof if you so wish. If you intend to attend the EGM and/or the Class Meetings in person or by proxy, you are required to complete and return the accompanying reply slip(s) in accordance with the instructions printed thereon on or before Tuesday, 27 August 2019.

27 August 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
I. Introduction	5
II. Matters to be Resolved at the EGM and/or the Class Meetings	6
III. The EGM and the Class Meetings and Methods of Voting	22
IV. Closure of Register of Members	22
V. Recommendation	23
Revised Notice of 2019 Second Extraordinary General Meeting	24
Revised Notice of 2019 First H Shareholders Class Meeting	28
Appendix I Feasibility Research Report on Investment Projects to be Funded by Proceeds from the A Share Offering	I-1
Appendix II Table of Existing Articles with Amendments to the Articles of Association	II-1
Appendix III Table of Existing Articles with Amendments to the Rules of Procedure for General Meetings	III-1
Appendix IV Table of Existing Articles with Amendments to the Rules of Procedure for the Board	IV-1
Appendix V Table of Existing Articles with Amendments to the Rules of Procedure for the Board of Supervisors	V-1
Appendix VI Report on the Use of Proceeds Raised from the Previous Offering	VI-1
Appendix VII A Share Price Stabilization Plan	VII-1
Appendix VIII The Dividend Distribution Plan within the Three Years after the A Share Listing	VIII-1
Appendix IX Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares and Listing and the Relevant Undertakings	IX-1

CONTENTS

	<i>Page</i>
Appendix X Working Rules of the Independent Directors	X-1
Appendix XI Rules of the Management of External Guarantees	XI-1
Appendix XII Issuance of Relevant Undertakings for the A Share Offering and Listing and Restraint Measures thereof	XII-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“A Share(s)”	ordinary shares proposed to be issued by the Company under the A Share Offering and subscribed for in Renminbi, which will be listed on the main board of the SSE and traded in Renminbi
“A Share Offering” or “A Share Offering and Listing”	the proposed initial public offering of no more than 587,127,833 A Shares by the Company, which will be listed on the main board of the SSE
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“BOT”	Build-Operate-Transfer, a project model whereby, pursuant to a concession agreement entered into by an enterprise and the government, the government grants to the enterprise the rights to undertake the financing, design, construction, operation and certain of wastewater treatment or water supply facilities in a concession period, during which the enterprise can charge service fees based on the service to cover its costs of investment, operation and maintenance and obtain reasonable returns, while, upon the expiration of the concession period, the relevant facilities will be transferred back to the government at nil consideration
“Class Meetings”	collectively, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	Hebei Construction Group Corporation Limited
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi

DEFINITIONS

“Domestic Shareholder(s)”	holders of Domestic Shares of the Company
“Domestic Shareholders Class Meeting”	the 2019 first Domestic Shareholders class meeting of the Company to be convened and held on Monday, 16 September 2019 at 10:00 a.m. or immediately after the conclusion of the EGM (or any adjournment thereof) at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC
“EGM”	the 2019 second extraordinary general meeting of the Company to be convened and held at 9:00 a.m. on Monday, 16 September 2019 at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC
“H Shares”	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shareholders Class Meeting”	the 2019 first H Shareholders class meeting of the Company to be convened and held on Monday, 16 September 2019 at 10:30 a.m. or immediately after the conclusion of the EGM and the Domestic Shareholders Class Meeting (or any adjournment thereof) at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 August 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PPP”	public-private partnership, a partner relationship based on a framework agreement and formed between the government and private organizations for co-construction of infrastructure projects or providing certain public goods and services
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Qianbao Investment”	Qianbao Investment Co., Ltd. (乾寶投資有限責任公司) (previously known as Baoyuan Investment Co., Ltd. (寶元投資有限責任公司)), a company incorporated in the PRC on 19 April 2010 with limited liability. As at the Latest Practicable Date, Qianbao Investment directly and indirectly through Zhongru Investment holds approximately 73.8% equity interests of the Company in aggregate and is a controlling shareholder of the Company
“Rules of Procedure for the Board”	the Rules of Procedure for the Board of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司董事會議事規則》), as amended from time to time
“Rules of Procedure for the Board of Supervisors”	the Rules of Procedure for the Board of Supervisors of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司監事會議事規則》), as amended from time to time
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司股東大會議事規則》), as amended from time to time
“Working Rules of the Independent Directors”	the Working Rules of the Independent Directors of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司獨立董事工作制度》), to be approved at the EGM
“Rules of the Management of External Guarantees”	the Rules of the Management of External Guarantees of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司對外擔保管理制度》), to be approved at the EGM
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholders(s)”	holder(s) of the Share(s) of the Company
“Share(s)”	Domestic Shares and H Shares
“Supervisor(s)”	the supervisor(s) of the Company
“SSE”	the Shanghai Stock Exchange

DEFINITIONS

“Zhongru Investment”	Zhongru Investment Co., Ltd. (中 儒 投 資 股 份 有 限 公 司) (previously known as Baoding Zhongyang Investment Co., Ltd. (保 定 中 陽 投 資 股 份 有 限 公 司)), a joint stock company incorporated in the PRC on 2 August 2010. As at the Latest Practicable Date, Zhongru Investment directly holds approximately 68.3% equity interests of the Company and is a controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



河北建設集團股份有限公司

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

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

(Stock Code: 1727)

Executive Directors:

Mr. LI Baozhong (*Chairman*)
Mr. SHANG Jinfeng (*President*)
Mr. LIU Yongjian
Mr. ZHAO Wensheng

Non-executive Directors:

Mr. LI Baoyuan (*Honorary Chairman*)
Mr. CAO Qingshe (*Vice Chairman*)

Independent non-executive Directors:

Mr. XIAO Xuwen
Ms. SHEN Lifeng
Ms. CHEN Xin
Mr. CHAN Ngai Sang Kenny

Registered Office:

No. 125 Lugang Road
Jingxiu District
Baoding City, Hebei Province
The PRC

Headquarters and Principal Place of

Business in the PRC:

No. 125 Lugang Road
Jingxiu District
Baoding City, Hebei Province
The PRC

Principal Place of Business

in Hong Kong:

40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

27 August 2019

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED A SHARE OFFERING
(2) OTHER RESOLUTIONS IN RELATION TO THE A SHARE OFFERING
AND
(3) 2019 SECOND EXTRAORDINARY GENERAL MEETING
(4) 2019 FIRST H SHAREHOLDERS CLASS MEETING

I. INTRODUCTION

The Company proposes to convene the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting at 9:00 a.m., 10:00 a.m. and 10:30 a.m. respectively on Monday, 16 September 2019 at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC. The revised notices convening the EGM and the H Shareholders Class Meeting are set out on page 24 to page 30 of this circular.

LETTER FROM THE BOARD

References are made to (1) the announcement of the Company dated 19 July 2019 in relation to the proposed A Share Offering and related matters; and (2) notice of the EGM and notice of the H Shareholders Class Meeting dated 30 July 2019.

The purpose of this circular is to provide you with details regarding the resolutions to be proposed at the EGM and the Class Meetings for your consideration and approval as ordinary resolutions or special resolutions (as the case may be) at the EGM and/or the Class Meetings, and to provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting on the resolutions. Such resolutions and relevant details are set out in the letter from the Board.

II. MATTERS TO BE RESOLVED AT THE EGM AND/OR THE CLASS MEETINGS

1. Resolution in Relation to the Application for Initial Public Offering of Renminbi Ordinary Shares (A Shares) and Listing

A special resolution will be proposed at the EGM and the Class Meetings to approve the resolution in relation to the application for initial public offering of Renminbi ordinary Shares (A Shares) and listing.

Due to the needs of the A Share Offering and Listing, according to the relevant laws, regulations and rules including the Company Law of the PRC, the Securities Law of the PRC and the Administrative Measures on Initial Public Offering and Listing (《首次公開發行股票並上市管理辦法》), and upon negotiation with the sponsor institution(s), the proposed plan for the A Share Offering and Listing is further detailed as follows:

- | | | | |
|-----|---|---|---|
| (1) | Type of shares to be issued and par value | : | Renminbi ordinary shares (A Share), with a par value of RMB1.00 each |
| (2) | Number of A Shares to be issued | : | It is proposed that the size of the A Shares to be issued shall not exceed 25% of the total share capital of the Company upon completion of the offering, being 587,127,833 Shares. The specific number of the offering will be negotiated by the Board as authorized by the EGM and the Class Meetings with the sponsor institution(s) in accordance with the price consultation results and the capital needs of the investment projects to be funded by proceeds from the offering. The ultimate number of the offering shall be subject to the approval of the CSRC |

LETTER FROM THE BOARD

- (3) Target subscribers : Inquiry targets who meet the requirements under the national laws and regulations and the provisions of the CSRC and other regulatory authorities, and domestic natural persons, legal persons and other investors who have maintained accounts at the SSE (other than those prohibited by the national laws and regulations). The Company shall take appropriate steps to ascertain the eligibility of the A Share subscribers and to ensure that no A Shares will be allotted and issued to its connected persons and/or their associates
- (4) Methods of offering : A combination of offline placement to inquiry targets and offering by way of online subscription, or any other methods as specified by the CSRC
- (5) Offer price of the shares : The price range will be determined first by the Board and the sponsor institution(s) through promotion and preliminary price consultation as authorized by the EGM and the Class Meetings, and the offer price will then be determined in accordance with laws and regulations and the relevant requirements of the CSRC

In accordance with the Measures for the Administration of the Offering and Underwriting of Securities (《證券發行與承銷管理辦法》) issued by the CSRC, the issue price of A shares in the initial public offering can be determined either by way of price enquiry to offline investors, or by other legitimate and feasible methods such as direct pricing based on negotiation between the issuer and the lead underwriter(s)

LETTER FROM THE BOARD

In accordance with the Measures for the Administration of the Offering and Underwriting of Securities (《證券發行與承銷管理辦法》), (1) if an initial public offering of shares is to be conducted by means of direct pricing, all the shares shall be issued to online investors without carrying out offline price enquiries or placement, (2) if an initial public offering of shares is to be conducted by means of inquisitive pricing, then once the offline investors have submitted bids, the issue price shall be determined by the issuer and the lead underwriter(s) based on the bids and number of subscription applications, after excluding the portion of offer shares with the highest bids. It is also required that the excluded portion shall not be less than 10% of the total number of shares to be subscribed for by all the offline investors for the placing tranche

According to the Company Law of the PRC, shares may be issued at a price equal to or in excess of par value, but not below par value. As the par value of the A Shares proposed to be issued by the Company is RMB1.00, the issue price of the A Shares will not be lower than RMB1.00 per Share. Save as the aforesaid regulatory provision, no minimum issue price is set for the A Shares proposed to be issued

When determining the actual issue price of the A Shares, the Company will take into consideration the following factors: (i) the Company's financial results, (ii) the average Price-to-Earnings ratio (P/E ratio) of other A share listed issuers which operate in the same industry as the Company; (iii) market conditions; (iv) the trading price of the H Shares; (v) requirements under the relevant laws and regulations; and (vi) rules and policies of the relevant regulatory authorities

(6) Place of listing of the shares : SSE

LETTER FROM THE BOARD

- (7) Use of proceeds from the A Share Offering : The Company proposes to use the proceeds from the A Share Offering (after deduction of offering expenses) to invest in several PPP projects (amounting to approximately RMB550 million), BOT projects (amounting to approximately RMB130 million) and other projects (amounting to approximately RMB3,275 million). It is estimated that approximately RMB3,955 million in aggregate out of the proceeds will be used in such projects. The details of the use of proceeds from the A Share Offering are set out in Appendix I

In the event that the actual proceeds from the A Share Offering, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for all such projects, the Company will prioritize its investment in certain of the above projects by taking into account the urgency and materiality of each project and the shortfall shall be eased by the self-raised funds of the Company. If initial investment is required for the aforesaid investment projects to be funded by proceeds before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company will initially fund the projects by way of its self-owned funds, bank loans or financing leases, etc. Once the proceeds from the offering are available, the Company will replace its initial investment of self-owned funds in relevant investment projects and/or repay bank loans and/or financing leases with the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are more than those required for the aforesaid investment projects to be funded by proceeds, the surplus will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC

LETTER FROM THE BOARD

- (8) Undertaking of offering expenses : All the Shares to be offered in the public offering are new Shares and all the offering expenses incurred thereof shall be borne by the Company
- (9) Underwriting method : Standby commitment
- (10) Conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas : After the approval of the A Share Offering and Listing by the CSRC, the Company will apply for the conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas
- (11) Valid period of the resolutions : The relevant resolutions of the A Share Offering and Listing shall be valid for 12 months from the date of the approval at the EGM and the Class Meetings

As the A Share Offering is subject to approval by the CSRC and other relevant regulatory authorities and may or may not proceed, Shareholders and investors should exercise caution when dealing in the H Shares of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering (including the offer price, offer scale, pricing method and other details of the A Share Offering) in accordance with the Listing Rules and other applicable laws and regulations as and when appropriate.

2. Other Resolutions in Relation to the A Share Offering

(1) Resolution in Relation to the Proposal to the EGM and the Class Meetings to Authorize the Board to Deal with Relevant Matters Concerning the Initial Public Offering and Listing of A Shares at its Absolute Discretion

A special resolution will be proposed at the EGM and the Class Meetings to approve the authorization to the Board to deal with relevant matters concerning the A Share Offering and Listing at its absolute discretion.

To smoothly promote relevant matters concerning the A Share Offering, it is proposed to submit to the EGM and the Class Meetings to authorize the Board to deal with specific matters concerning the A Share Offering and Listing, including but not limited to:

- (1) According to the principles approved by the EGM and the Class Meetings, to the extent as permitted by laws, regulations and the Articles of Association, in accordance with the requirements of the securities issuance supervision department and taking into account the actual situation of the Company, the Board shall negotiate with the sponsor institution(s) to determine and implement the specific plan for the A Share Offering and Listing, including but not limited to: the scale of offering, offer price, method of offering, time of offering, target subscribers and place of listing, etc.;

LETTER FROM THE BOARD

- (2) Issuing, reviewing, revising and/or signing legal documents related to the A Share Offering and Listing, including but not limited to major contracts of investment projects to be funded by proceeds thereof, prospectus and its abstracts, letter of intent, offering announcement and other relevant documents;
- (3) Formulating the application materials for the A Share Offering and Listing;
- (4) Upon the A Share Offering and Listing, amending the Articles of Association considered and approved by the EGM according to the Company's actual situation after the offering;
- (5) Handling the capital verification and registration procedures for industrial and commercial change in registered capital following the completion of the A Share Offering;
- (6) According to the requirements of the CSRC, the actual situation of the Company and the market conditions, making appropriate amendments to the specific arrangements for the use of proceeds from the A Share Offering and the investment projects to be funded by proceeds thereof as approved by the EGM;
- (7) Determining the special account for the proceeds before the A Share Offering as and when appropriate;
- (8) Upon completion of the A Share Offering, handling the equity registration and settlement related matters with CSDC according to the undertaking(s) of all Shareholders, including but not limited to equity trusteeship registration, stock circulation lock-up and other matters;
- (9) Drafting, modifying and executing the applications, memoranda, reply to feedback, relevant reports or materials relating to the A Share Offering and submitting the same to government agencies and regulatory authorities in connection with the A Share Offering (including but not limited to the CSRC, the SSE, Hebei Regulatory Bureau of the CSRC, CSDC Shanghai Branch), handling the procedures relating to the A Share Offering including review and examination, registration, filing, approval and consent and issuing statements and undertakings relating to the A Share Offering, and performing such acts as it deems necessary, expedient or appropriate with respect to the A Share Offering;
- (10) Except for matters to be re-approved by the general meeting as stipulated by relevant laws, regulations and the Articles of Association, adjusting the Company's A Share price stabilization plan, remedial measures for the dilution of immediate returns, corresponding undertakings issued by the Company for the public offering and listing and the restraint measures thereof in accordance with the requirements of regulatory authorities;

LETTER FROM THE BOARD

- (11) The Board may delegate the authorization to other Directors or related persons to deal with matters related to the A Share Offering and Listing separately or jointly as and when appropriate;
- (12) Engaging and appointing relevant agencies for the A Share Offering, determining service fees, and signing the employment or appointment agreements;
- (13) Handling other matters related to the A Share Offering and Listing that are not contained herein but are necessary for the A Share Offering and Listing.

The above authorization shall take effect from the date of approval at the EGM and the Class Meetings and shall be valid for a term of 12 months.

(2) *Resolution in Relation to the Feasibility of Investment Projects to be Funded by Proceeds from the Initial Public Offering of A Shares*

A special resolution will be proposed at the EGM to approve the resolution in relation to the Feasibility Research Report on Investment Projects to be Funded by Proceeds from the A Share Offering.

The Company proposes to use the proceeds from the A Share Offering (after deduction of offering expenses) to invest in several PPP projects (amounting to approximately RMB550 million), BOT projects (amounting to approximately RMB130 million) and other projects (amounting to approximately RMB3,275 million). It is estimated that approximately RMB3,955 million in aggregate out of the proceeds will be used in such projects. The details of the use of proceeds from the A Share Offering are set out in Appendix I.

In the event that the actual proceeds from the A Share Offering, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for all such projects, the Company will prioritize its investment in certain of the above projects by taking into account the urgency and materiality of each project and the shortfall shall be eased by the self-raised funds of the Company. If initial investment is required for the aforesaid investment projects to be funded by proceeds before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company will initially fund the projects by way of its self-owned funds, bank loans or financing leases, etc. Once the proceeds from the offering are available, the Company will replace its initial investment of self-owned funds in relevant investment projects and/or repay bank loans and/or financing leases with the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are more than those required for the aforesaid investment projects to be funded by proceeds, the surplus will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC. Where there is any deviation from the above-mentioned proposed use of proceeds from the A Share Offering, the corresponding disclosures in the prospectus officially published by the Company in relation to the A Share Offering shall prevail.

LETTER FROM THE BOARD

The Feasibility Research Report on Investment Projects to Funded by Proceeds from the A Share Offering is set out in Appendix I of this circular.

(3) *Resolution in Relation to the Formulation of the Articles of Association (Draft Version) to Take Effect Upon Listing of A Shares*

A special resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Articles of Association (Draft Version) to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and to render the Company to be in compliance with the requirements applicable to A-share listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Company proposes to make modifications and improvements to certain clauses in the Articles of Association in order to comply with relevant requirements of the CSRC and the SSE on, among others, internal governance and information disclosure of listed companies. The numbering of the clauses of the original Articles of Association is respectively amended due to the additions and deletions of some of the clauses by the proposed amendments. The main articles subject to amendment include those in respect of: (1) share repurchase; (2) approval authorization for external guarantees; (3) convening procedures of general meetings by shareholders; (4) information disclosure regarding director and supervisor candidates; (5) announcement procedures regarding the postponement or cancellation of general meetings; (6) cumulative voting system; (7) voting procedures at general meetings; (8) convening procedures of board meetings; (9) composition of special committees; (10) fiduciary duties of directors; (11) disclosure timing of regular reports; (12) principles and specific policies of profit distribution and consideration procedures for profit distribution plans; (13) methods of service of notice. The revised Articles of Association will be implemented after the A Share Offering and Listing. Prior to that, the current Articles of Association of the Company shall remain in force. The relevant details are set out in Appendix II of the circular.

Regarding the matters stipulated in newly added Article 12 of the Articles of Association, the Board is of the view that:

1. the functions of the Board would not be impaired under the operation of the amended Articles of Association;
2. the decisions of the Board could not be overridden under the operation of the amended Articles of Association; and
3. it is able to fulfil its fiduciary duties and duties of skill, care and diligence under the Listing Rules upon amendment of the Articles of Association.

The Board also proposes to the EGM to approve the general and unconditional authorization to the Board, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Articles of Association to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities taking into account the actual condition of the A Share Offering, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board.

LETTER FROM THE BOARD

(4) Resolution in Relation to the Formulation of the Rules of Procedure for General Meetings to Take Effect Upon Listing of A Shares

A special resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Rules of Procedure for General Meetings to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and render the Company to be in compliance with the requirements of listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Articles of Association, the Company proposes to make modifications and improvements to certain clauses in the Rules of Procedure for General Meetings. The numbering of the clauses of the original Rules of Procedure for General Meetings is respectively amended due to the additions and deletions of some of the clauses by the proposed amendments. The revised Rules of Procedure for General Meetings will be implemented after the A Share Offering and Listing. Prior to that, the current Rules of Procedure for General Meetings of the Company shall remain in force. The relevant details are set out in Appendix III of this circular.

The Board also proposes to the EGM to approve the general and unconditional authorization to the Board, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Rules of Procedure for General Meetings to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board.

(5) Resolution in Relation to the Formulation of the Rules of Procedure for the Board to Take Effect Upon Listing of A Shares

A special resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Rules of Procedure for the Board to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and render the Company to be in compliance with the requirements of listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Articles of Association, the Company proposes to make modifications and improvements to certain clauses in the Rules of Procedure for the Board. The numbering of the clauses of the original Rules of Procedure for the Board is respectively amended due to the additions and deletions of some of the clauses by the proposed amendments. The revised Rules of Procedure for the Board will be implemented after the A Share Offering and Listing. Prior to that, the current Rules of Procedure for the Board shall remain in force. The relevant details are set out in Appendix IV of this circular.

LETTER FROM THE BOARD

The Board also proposes to the EGM to approve the general and unconditional authorization to the Board, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Rules of Procedure for the Board to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board.

(6) Resolution in Relation to the Formulation of the Rules of Procedure for the Board of Supervisors to Take Effect Upon Listing of A Shares

A special resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Rules of Procedure for the Board of Supervisors to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and render the Company to be in compliance with the requirements of listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Articles of Association, the Company proposes to make modifications and improvements to certain clauses in the Rules of Procedure for the Board of Supervisors. The numbering of the clauses of the original Rules of Procedure for the Board of Supervisors is respectively amended due to the addition of one clause by the proposed amendments. The revised Rules of Procedure for the Board of Supervisors will be implemented after the A Share Offering and Listing. Prior to that, the current Rules of Procedure for the Board of Supervisors shall remain in force. The relevant details are set out in Appendix V of this circular.

The Board of Supervisors also proposes to the EGM to approve the general and unconditional authorization to the Board of Supervisors, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Rules of Procedure for the Board of Supervisors to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board of Supervisors.

LETTER FROM THE BOARD

(7) Resolution in Relation to the Distribution Plan of Accumulated Profits before the A Share Offering

An ordinary resolution will be proposed at the EGM and a special resolution will be proposed at the Class Meetings to approve the resolution in relation to the distribution plan of accumulated profits before the A Share Offering.

Prior to completion of the A Share Offering and Listing, the Company will conduct profit distribution in accordance with resolution of the relevant general meeting; if the initial public offering and listing in the SSE is implemented after approved by the CSRC and the SSE, the undistributed profit of the Company before the A Share Offering and Listing will be shared by all the new Shareholders and existing Shareholders according to their respective shareholding percentage after the offering.

(8) Resolution in Relation to the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited and the Authentication Report

An ordinary resolution will be proposed at the EGM to approve the resolution in relation to the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited and the authentication report.

According to the Regulations on the Report of the Use of Proceeds Raised from the Previous Offering (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)) announced by the CSRC, where a listed company has applied for the issuance of securities and a period of five accounting years has yet to lapse since its receipt of proceeds raised from the previous offering, its board of directors shall prepare a report on the use of proceeds raised from the previous offering in accordance with the provisions hereunder, providing a detailed description of the actual use of proceeds raised most recently (whether domestic or overseas) prior to the date up to which the latest audited financial report contained in the issue application documents is prepared, and shall formulate a resolution in respect of the report on the use of proceeds raised from the previous offering before proposing to the general meeting for approval.

In view of the A Share Offering and Listing, the Board has prepared the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司前次募集資金使用情況報告》) stating the amount, time for receipt of proceeds and the deposit of proceeds with the special account, and Ernst & Young Hua Ming LLP has issued an authentication report thereon.

Details of the Report on the Use of Proceeds Raised from the Previous Offering and the authentication report are set out in Appendix VI of this circular.

LETTER FROM THE BOARD

(9) Resolution in Relation to Formulation of the A Share Price Stabilization Plan

An ordinary resolution will be proposed at the EGM and a special resolution will be proposed at the Class Meetings to approve the resolution in relation to the formulation of the A Share price stabilization plan.

In order to maintain the stability of A Share price upon the A Share Offering and Listing of the Company, and in accordance with the Opinions on Further Promoting the Reform of the IPO System (《關於進一步推進新股發行體制改革的意見》) issued by the CSRC, the Company has prepared the A Share Price Stabilization Plan of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司A股股價穩定預案》) based on its actual situation, details of which are set out in Appendix VII of this circular.

(10) Resolution in Relation to the Formulation of the Dividend Distribution Plan within the Three Years after the Listing of A Shares

An ordinary resolution will be proposed at the EGM to approve the resolution in relation to the dividend distribution plan within the three years after the listing of A Shares.

In accordance with the No.3 Guideline on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies (《上市公司監管指引第3號—上市公司現金分紅》) issued by the CSRC, the Guidelines of Cash Dividend of Listed Companies of the SSE (《上海證券交易所上市公司現金分紅指引》) and other requirements, the Company has formulated the Dividend Distribution Plan within the Three Years Upon the Listing of A Shares of Hebei Construction Group Corporation Limited (《河北建設集團股份有限公司A股上市後三年內分紅回報規劃》) based on its actual situation, details of which are set out in Appendix VIII of this circular.

(11) Resolution in Relation to Remedial Measures for the Dilution of Immediate Returns on the Initial Public Offering of A Shares and the Relevant Undertakings

An ordinary resolution will be proposed at the EGM and a special resolution will be proposed at the Class Meetings to approve the resolution in relation to the remedial measures for the dilution of immediate returns on the initial public offering of A Shares and the relevant undertakings.

In accordance with the requirements of relevant laws, administrative regulations, department rules and regulatory documents including the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures on Initial Public Offering and Listing (《首次公開發行股票並上市管理辦法》), the Opinions of the General Office of the State Council on Further Strengthening the Protection of Lawful Rights and Interests of Small and Medium-sized Investors in the Capital Market (Guo Ban Fa [2013] No. 110) (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》(國辦發[2013]110號)), and the Guiding Opinions on Matters Relating to Dilution of Immediate Returns in Initial Public Offering, Refinancing and Major Assets Restructuring (CSRC Announcement [2015] No. 31) (《關於首發及再融資、重大資產重組攤薄即期回報事項的指導意見》(中國證監會公告[2015]31號)) of the CSRC, in order to protect the interests of minority investors, as a company proposed to apply for the initial public offering of shares (A Shares), if the offering is expected to dilute the Company's immediate returns, the Company needs to implement specific remedial measures according to its own operating characteristics, while the Directors and senior management of the Company shall make relevant undertakings to the practical implementation of the Company's remedial measures.

LETTER FROM THE BOARD

In order to address risks from dilution of immediate returns, the Company has prepared the Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares of Hebei Construction Group Corporation Limited (《關於河北建設集團股份有限公司首次公開發行A股股票攤薄即期回報的填補措施》) and the Directors and the senior management of the Company have made the Relevant Undertakings on the Practical Implementation of the Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares of Hebei Construction Group Corporation Limited (《關於河北建設集團股份有限公司首次公開發行股票攤薄即期回報填補措施切實履行的承諾》), details of which are set out in Appendix IX of this circular.

(12) Resolution in Relation to the Formulation of the Working Rules of the Independent Directors to Take Effect Upon Listing of A Shares

An ordinary resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Working Rules of the Independent Directors to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and render the Company to be in compliance with the requirements of listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Guidelines for Establishment of Independent Directors System of Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) and the Articles of Association, the Company proposes to formulate the Working Rules of the Independent Directors, which will be implemented after the A Share Offering and Listing of the Company. The relevant details are set out in Appendix X of this circular.

The Board also proposes to the EGM to approve the general and unconditional authorization to the Board, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Working Rules of the Independent Directors to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities taking into account the actual condition of the A Share Offering, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board.

LETTER FROM THE BOARD

(13) Resolution in Relation to the Formulation of the Rules of the Management of External Guarantees to Take Effect Upon Listing of A Shares

An ordinary resolution will be proposed at the EGM to approve the resolution in relation to the formulation of the Rules of the Management of External Guarantees to take effect upon listing of A Shares.

In order to prepare for the A Share Offering and Listing of the Company and render the Company to be in compliance with the requirements of listed companies regarding compliance governance and other respects, according to the requirements of relevant laws, regulations and regulatory documents, including the Company Law of the PRC and the Notice on Regulating the External Guarantee Provided by Listed Companies (《關於規範上市公司對外擔保行為的通知》) and the Articles of Association, the Company proposes to formulate the Rules of the Management of External Guarantees, which will be implemented after the A Share Offering and Listing of the Company. The relevant details are set out in Appendix XI of this circular.

The Board also proposes to the EGM to approve the general and unconditional authorization to the Board, to make necessary adjustments and modifications (including but not limited to adjustments and modifications to wording, chapters and clauses) to the Rules of the Management of External Guarantees to the extent that the interests of the Shareholders are not prejudiced and in accordance with laws and regulations as well as regulatory documents and requirements and advice from relevant national government departments and the CSRC and other relevant regulatory authorities taking into account the actual condition of the A Share Offering, and proposes to the EGM to further delegate the aforementioned authorization to the chairman of the Board.

(14) Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares

An ordinary resolution will be proposed at the EGM and a special resolution will be proposed at the Class Meetings to approve the resolution in relation to the issuance of relevant undertakings for the initial public offering and listing of A Shares.

In accordance with requirements of relevant laws, regulations and regulatory documents, including the Opinions on Further Promoting the Reform of the IPO System (《關於進一步推進新股發行體制改革的意見》) issued by the CSRC, companies shall issue relevant letters of undertakings in the public offering and listing documents. The Company shall undertake that actions will be taken to stabilize the A Share price following the three years after listing and that the prospectus is free from any false records, misleading statements or material omissions and shall formulate restraint measures for each undertaking. The relevant details are set out in Appendix XII of this circular.

LETTER FROM THE BOARD

3. Other Matters Related To The A Share Offering

(1) *Impact of the A Share Offering on the Shareholding Structure of the Company*

The 1,300,000,000 existing Domestic Shares in issue of the Company will be converted into A Shares on the date of completion of the A Share Offering. For reference and illustration purposes only, assuming that all the 587,127,833 A Shares under the A Share Offering are approved and issued, and all are issued to non-connected persons of the Company and there are no changes in the share capital of the Company prior to the completion of the A Share Offering, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the A Share Offering is set out as follows:

	As at the Latest Practicable Date		Immediately after the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares	1,300,000,000	73.81%	–	–
A Shares (at maximum)	–	–	1,887,127,833	80.35%
A Shares to be converted from Domestic Shares in issue ⁽¹⁾	–	–	1,300,000,000	55.35%
A Shares to be newly issued under the A Share Offering ⁽²⁾	–	–	587,127,833	25.00%
H Shares ⁽³⁾	461,383,500	26.19%	461,383,500	19.65%
Total	<u>1,761,383,500</u>	<u>100.00%</u>	<u>2,348,511,333</u>	<u>100.00%</u>

Notes:

- (1) As at the Latest Practicable Date, according to the information publicly available to the Company and to the knowledge of the Directors, Mr. LI Baoyuan, Zhongru Investment and Qianbao Investment, controlling shareholders of the Company, held 1,300,000,000 Domestic Shares of the Company in aggregate, representing approximately 73.81% of the Company's issued share capital. All of these Domestic Shares will be converted into A Shares after the completion of the A Share Offering;
- (2) As at the Latest Practicable Date, according to the information publicly available to the Company and to the knowledge of the Directors, A Shares to be newly issued under the A Share Offering are expected to be fully held by the public;
- (3) As at the Latest Practicable Date, according to the information publicly available to the Company and to the knowledge of the Directors, all H Shares were held by the public.

LETTER FROM THE BOARD

As at the Latest Practicable Date, according to the information publicly available to the Company and to the knowledge of the Directors as at the Latest Practicable Date, 26.19% of the total issued Shares of the Company were held by the public, which is in compliance with the requirements under Rule 8.08(1) of the Listing Rules regarding public float. Assuming that all the 587,127,833 A Shares under the A Share Offering are approved to be issued to non-connected persons of the Company, the number of A Shares held by the public will account for approximately 25.00% of the total issued shares of the Company, the number of H Shares held by the public will account for approximately 19.65% of the total issued shares of the Company and the number of Shares (including H Shares and A Shares) held by the public will account for approximately 44.65% of the total issued shares of the Company.

As at the Latest Practicable Date, the Company had not entered or proposed to enter into any agreement in relation to subscription of A Shares with any connected persons of the Company. It is expected that none of the target subscribers of the A Share Offering is or will become connected persons of the Company. In the event that any target subscriber of the A Share Offering is or will become a connected person of the Company, the Company will adopt all reasonable measures to comply with relevant requirements of the Listing Rules and applicable laws and regulations of the PRC.

(2) Fund Raising Activities in the Past 12 Months

The Company has not conducted any fund raising activities in connection with the issue of share capital within the 12 months immediately prior to the Latest Practicable Date.

As of the Latest Practicable Date, the Company has no other specific fund-raising plan in connection with the issue of share capital (excluding the proposed A Share Offering) in the next 12 months from the Latest Practicable Date.

(3) Reasons for the A Share Offering

The Board considers that the A Share Offering is favorable to further enhance the Company's capital strength, optimize its capital structure, provide capital support to future development plan (including investment projects); increase the liquidity of Shares held by Domestic Shareholders and significantly enhance the Company's brand image. The above factors will contribute to boosting the comprehensive competitiveness of the Company and strengthening its sustainable development.

The Board is of the opinion that, the A Share Offering is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

III. THE EGM AND THE CLASS MEETINGS AND METHODS OF VOTING

The revised notices convening the EGM and the H Shareholders Class Meeting of the Company to be held at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the PRC at 9:00 a.m. and 10:30 a.m. respectively on Monday, 16 September 2019 are set out on pages 24 to 30 of this circular. The forms of proxy and reply slips for use at the EGM and the H Shareholders Class Meeting were dispatched on 30 July 2019 and are also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hebjs.com.cn).

Whether or not you intend to attend the EGM and/or the Class Meetings, you are requested to complete the form(s) of proxy dispatched by the Company on 30 July 2019 in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC (for holders of Domestic Shares of the Company), as soon as practicable and in any event not later than 24 hours before the time appointed for holding the EGM and/or the Class Meetings, or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending in person and voting at the EGM and/or the Class Meetings, or any adjourned meeting should you so wish. If you attend and vote at the EGM and/or the Class Meetings, the authority of your proxy will be revoked. Shareholders who intend to attend the EGM and/or the Class Meetings in person or by proxy shall complete the reply slip(s) and lodge the same by hand, fax or mail to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax number: (852) 2861 1465 (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC, fax number: (86) 312 301 9434 (for holders of Domestic Shares of the Company), on or before Tuesday, 27 August 2019.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the revised notices of EGM and the H Shareholders Class Meeting will be taken by way of poll. Vote can be cast in person or by proxy.

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the EGM and the Class Meetings, the register of members of the Company will be closed from Saturday, 17 August 2019 to Monday, 16 September 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM and/or the H Shareholders Class Meeting, holders of H Shares of the Company shall lodge all duly completed and signed transfer documents together with the relevant share certificates to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 16 August 2019.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Board considers that the above resolutions are in the interests of the Company and the Shareholders as a whole, and therefore, recommends the Shareholders to vote in favor of such resolutions at the EGM and the Class Meetings.

By order of the Board
Hebei Construction Group Corporation Limited
LI Baozhong
Chairman and Executive Director

REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING



河北建設集團股份有限公司

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

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

(Stock Code: 1727)

REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING

References are made to the notice of the 2019 second extraordinary general meeting (the “**EGM**”) of Hebei Construction Group Corporation Limited (the “**Company**”) dated 30 July 2019 and the announcement of the Company dated 7 August 2019, in relation to, among others, the postponement of the EGM and change of book closure period.

REVISED NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the People's Republic of China (the “**PRC**”) at **9:00 a.m. on Monday, 16 September 2019** to consider and, if thought fit, approve the following resolutions (with or without modification).

SPECIAL RESOLUTIONS

1. Resolutions in Relation to the Application for Initial Public Offering of Renminbi Ordinary Shares (A Shares) and Listing, including:
 - 1.1. Type of shares to be issued and par value
 - 1.2. Number of A shares to be issued
 - 1.3. Target subscribers
 - 1.4. Methods of offering
 - 1.5. Offer price of the shares
 - 1.6. Place of listing of the shares
 - 1.7. Use of proceeds from the A share offering
 - 1.8. Undertaking of offering expenses

REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING

- 1.9. Underwriting method
- 1.10. Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas
- 1.11. Valid period of the resolutions
2. Resolution in Relation to Authorization to the Board to Deal with Relevant Matters Concerning the Initial Public Offering and Listing of A Shares at its Absolute Discretion
3. Resolution in Relation to Feasibility of Investment Projects to be Funded by Proceeds from the Initial Public Offering of A Shares of the Company
4. Resolution in Relation to the Formulation of the Articles of Association (Draft Version) to Take Effect Upon Listing of A Shares of the Company
5. Resolution in Relation to the Formulation of the Rules of Procedure for General Meetings to Take Effect Upon Listing of A Shares of the Company
6. Resolution in Relation to the Formulation of the Rules of Procedure for the Board to Take Effect Upon Listing of A Shares of the Company
7. Resolution in Relation to the Formulation of the Rules of Procedure for the Board of Supervisors to Take Effect Upon Listing of A Shares of the Company

ORDINARY RESOLUTIONS

8. Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company
9. Resolution in Relation to the Report on the Use of Proceeds Raised from the Previous Offering of Hebei Construction Group Corporation Limited and the Authentication Report of the Company
10. Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company
11. Resolution in Relation to the Formulation of the Dividend Distribution Plan Within the Three Years After the Listing of A Shares of the Company
12. Resolution in Relation to Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares and the Relevant Undertakings of the Company
13. Resolution in Relation to the Formulation of the Working Rules of the Independent Directors to Take Effect Upon Listing of A Shares of the Company

REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING

14. Resolution in Relation to the Formulation of the Rules of the Management of External Guarantees to Take Effect Upon Listing of A Shares of the Company
15. Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company

By order of the Board
Hebei Construction Group Corporation Limited
LI Baozhong
Chairman and Executive Director

Hebei, the PRC, 27 August 2019

Notes:

- (1) The register of members of the Company will be closed from **Saturday, 17 August 2019 to Monday, 16 September 2019** (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the EGM, holders of H Shares of the Company shall deliver all duly completed and signed transfer documents together with the relevant share certificates to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on **Friday, 16 August 2019**.
- (2) **The reply slip despatched to shareholders on 30 July 2019 shall remain effective.** Shareholders who intend to attend the EGM should complete the reply slip for the EGM and return the same by hand, fax or mail to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax number: (852) 2861 1465 (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC, fax number: (86) 312 301 9434 (for holders of Domestic Shares of the Company), on or before **Tuesday, 27 August 2019**.
- (3) **The form of proxy despatched to shareholders on 30 July 2019 shall remain effective.** Shareholders entitled to attend and vote at the EGM can complete the proxy form provided by the Company to appoint one or more person to attend and vote on his/her/its behalf at the EGM. A proxy need not be a shareholder of the Company. For Shareholder who appoints more than one proxy, his/her/its proxies can only exercise their voting right in a poll.
- (4) A Shareholder shall appoint his/her/its proxy by an instrument in writing under the hand of the Shareholder or of his/her/its attorney duly authorized in writing. If the Shareholder is a corporation, the instrument in writing shall be either under its common seal or under the hand of its authorized representative or an attorney duly authorized. If the instrument in writing is signed by an attorney of the Shareholder, the power of attorney authorizing the attorney to sign, or other authorization documents must be notarized.
- (5) In order to be valid, the proxy form and the related notarized power of attorney (if any) and other authorization documents (if any) referred in note (4) above must be lodged to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares of the Company), or to the Company's registered office in the PRC at No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC (for holders of Domestic Shares of the Company), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be) (i.e. no later than 9:00 a.m. on **Sunday, 15 September 2019**). completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
- (6) Shareholders or their proxy(ies) should produce his/her identification document when attending the EGM. If the Shareholder is a corporation, its authorized representative or the person authorized by its board of directors or other authorities shall produce the copy of the authorization documents appointing him/her to attend the meeting issued by the board of directors or other authorities of such corporate Shareholder.

REVISED NOTICE OF 2019 SECOND EXTRAORDINARY GENERAL MEETING

- (7) The EGM is expected to last for no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (8) Contact information of the Board office is set out below:
- | | |
|-----------------|---|
| Address: | No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC |
| Post code: | 071000 |
| Contact person: | Mr. Li Wutie |
| Tel: | (86) 312 331 1028 |
| Fax: | (86) 312 301 9434 |
- (9) **Except for the change in the date and the relevant book closure period of the EGM, other information of the EGM shall remain unchanged.**

REVISED NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING



河北建設集團股份有限公司

HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

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

(Stock Code: 1727)

REVISED NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING

References are made to the notice of the 2019 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Hebei Construction Group Corporation Limited (the “**Company**”) dated 30 July 2019 and the announcement of the Company dated 7 August 2019, in relation to, among others, the postponement of the H Shareholders Class Meeting and change of book closure period.

REVISED NOTICE IS HEREBY GIVEN that the H Shareholders Class Meeting of the Company will be held at Meeting Room, 3/F, No. 329, Wusi West Road, Jingxiu District, Baoding City, Hebei Province, the People's Republic of China (the “**PRC**”) on **Monday, 16 September 2019 at 10:30 a.m. or immediately after the conclusion of the 2019 second extraordinary general meeting and the 2019 first domestic shareholders class meeting of the Company (or any adjournment thereof)** to consider and, if thought fit, approve the following resolutions (with or without modification).

SPECIAL RESOLUTIONS

1. Resolutions in Relation to the Application for Initial Public Offering of Renminbi Ordinary Shares (A Shares) and Listing, including:
 - 1.1 Type of shares to be issued and par value
 - 1.2 Number of A shares to be issued
 - 1.3 Target subscribers
 - 1.4 Methods of offering
 - 1.5 Offer price of the shares
 - 1.6 Place of listing of the shares
 - 1.7 Use of proceeds from the A share offering
 - 1.8 Undertaking of offering expenses

REVISED NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING

- 1.9 Underwriting method
- 1.10 Conversion into a joint stock limited liability company with shares issued and listed domestically and overseas
- 1.11 Valid period of the resolutions
2. Resolution in Relation to Authorization to the Board to Deal with Relevant Matters Concerning the Initial Public Offering and Listing of A Shares at its Absolute Discretion
3. Resolution in Relation to the Distribution Plan of Accumulated Profits Before the A Share Offering of the Company
4. Resolution in Relation to the Formulation of the A Share Price Stabilization Plan of the Company
5. Resolution in Relation to Remedial Measures for the Dilution of Immediate Returns by the Initial Public Offering of A Shares and the Relevant Undertakings of the Company
6. Resolution in Relation to the Issuance of Relevant Undertakings for the Initial Public Offering and Listing of A Shares of the Company

By order of the Board
Hebei Construction Group Corporation Limited
LI Baozhong
Chairman and Executive Director

Hebei, the PRC, 27 August 2019

Notes:

- (1) The register of members of the Company will be closed from **Saturday, 17 August 2019 to Monday, 16 September 2019** (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to qualify for attending and voting at the H Shareholders Class Meeting, holders of H Shares of the Company shall deliver all duly completed and signed H Share transfer documents together with the relevant share certificates to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on **Friday, 16 August 2019**.
- (2) **The reply slip despatched to shareholders on 30 July 2019 shall remain effective.** H Shareholders who intend to attend the H Shareholders Class Meeting should complete the reply slip for the H Shareholders Class Meeting and return the same by hand, fax or mail to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax number: (852) 2861 1465, on or before **Tuesday, 27 August 2019**.
- (3) **The form of proxy despatched to shareholders on 30 July 2019 shall remain effective.** H Shareholder entitled to attend and vote at the H Shareholders Class Meeting can complete the proxy form provided by the Company to appoint one or more person to attend and vote on his/her/its behalf at the H Shareholders Class Meeting. A proxy need not be an H shareholder of the Company. For H Shareholder who appoints more than one proxy, his/her/its proxies can only exercise their voting right in a poll.

REVISED NOTICE OF 2019 FIRST H SHAREHOLDERS CLASS MEETING

- (4) An H Shareholder shall appoint his/her/its proxy by an instrument in writing under the hand of the H Shareholder or of his/her/its attorney duly authorized in writing. If the H Shareholder is a corporation, the instrument in writing shall be either under its common seal or under the hand of its authorized representative or an attorney duly authorized. If the instrument in writing is signed by an attorney of the H Shareholder, the power of attorney authorizing the attorney to sign, or other authorization documents must be notarized.
- (5) In order to be valid, the proxy form and the related notarized power of attorney (if any) and other authorization documents (if any) referred in note (4) above must be lodged to the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish. If you attend and vote at the H Shareholders Class Meeting, the authority of your proxy will be revoked.
- (6) H Shareholders or their proxy(ies) should produce his/her identification document when attending the H Shareholders Class Meeting. If the H Shareholder is a corporation, its authorized representative or the person authorized by its board of directors or other authorities shall produce the copy of the authorization documents appointing him/her to attend the meeting issued by the board of directors or other authorities of such corporate Shareholder.
- (7) The H Shareholders Class Meeting is expected to last for no more than half a day. H Shareholders who attend the H Shareholders Class Meeting shall bear their own travelling and accommodation expenses.
- (8) Contact information of the Board office is set out below:
- Address: No. 125, Lugang Road, Jingxiu District, Baoding City, Hebei Province, the PRC
Post code: 071000
Contact person: Mr. Li Wutie
Tel: (86) 312 331 1028
Fax: (86) 312 301 9434
- (9) **Except for the change in the date and the relevant book closure period of the H Shareholders Class Meeting, other information of the H Shareholders Class Meeting shall remain unchanged.**

**APPENDIX I FEASIBILITY RESEARCH REPORT ON INVESTMENT PROJECTS
TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING**

**FEASIBILITY RESEARCH REPORT ON INVESTMENT PROJECTS
TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

I. USE OF PROCEEDS FROM THE A SHARE OFFERING

Proceeds from the A share offering, after deducting the offering expenses, will be invested in the following projects:

No.	Name of project	Amount proposed to be invested with proceeds (RMB million)
PPP projects		
1	Traffic Infrastructure PPP Project in Qiaocheng District, Bozhou City, Anhui Province (安徽省亳州市譙城區交通基礎設施PPP項目)	230
2	Xin Barag Zuoqi Erbudugg Port Joint Inspection Building and the Ancillary Works and Port Guomen Scenic Area Construction PPP Project (新巴爾虎左旗額布都格口岸聯檢大樓及附屬工程和口岸國門景區建設PPP項目)	100
3	Dongming Modern Agriculture Comprehensive Service Platform Construction Project (東明現代農業綜合服務平台建設項目)	65
4	Raoyang County People's Hospital Entire Relocation Phase I Construction PPP Project (饒陽縣人民醫院整體搬遷一期建設PPP項目)	50
5	Reconstruction Project of Qinhuangdao Section of G102 National Highway (國道G102線秦皇島市區段改建工程項目)	105
Sub-total of PPP projects		550
BOT projects		
6	Dingzhou Municipal Sewage Treatment Plant Phase II (定州市污水處理廠二期工程項目)	130
	Dingzhou Qingfengdian Town Sewage Treatment Plant and Supporting Pipeline Network Project (定州市清風店鎮污水處理廠及配套管網工程項目)	
	Dingzhou Dingningdian Town Sewage Treatment Plant and Supporting Pipeline Network Project (定州市叮嚀店鎮污水處理廠及配套管網工程項目)	
Sub-total of BOT projects		130
Other investment projects		
7	Construction Equipment Purchase Project (施工設備購置項目)	380
8	Phase II of Green Construction Industrial Park Project (綠建產業園二期項目)	400
9	Building Intelligent Equipment and Information Platform Construction Project (建築智能化設備及信息化平台建設項目)	400
10	Construction Projects of Market Regional Bases (市場區域基地建設項目)	95
11	Projects to Supplement the Working Capital of Construction Project Contracting Business (補充建築工程承包業務營運資金項目)	2,000
Sub-total of other investment projects		3,275
Total		3,955

APPENDIX I FEASIBILITY RESEARCH REPORT ON INVESTMENT PROJECTS TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING

In the event that the actual proceeds are less than the total proposed investment amount, the shortfall shall be eased by the self-raised funds of the Company. Before the proceeds are available, the Company shall finance the projects by way of its self-owned funds according to the progression of the projects, and shall replace the amount of self-owned funds utilized with the actual proceeds once the actual proceeds are received.

Within the investment scope of the proceeds mentioned above, the board of directors of the Company or its authorized person(s) may make appropriate adjustments to the specific investment amounts in accordance with the actual circumstances of the projects, including the progression of the projects and the capital demand for the projects.

II. THE NECESSITY AND RATIONALITY OF THE INVESTMENT PROJECTS TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING

(i) PPP and BOT investment projects

In recent years, under the background of economic restructuring, the growth rate for the total output value of the construction industry has slowed down. For the construction industry, the PPP model has solved financing difficulties for many projects, making it possible to invest in projects that were not accessible under the traditional model and thus bringing more project demands. The PPP and BOT projects undertaken by the Company include not only the traditional construction businesses, but also many infrastructure construction businesses. The Company will fully seize the opportunity of the rapidly developing of PPP business. Through the implementation of the investment projects to be financed by the offering, the Company will accumulate project experience, enhance its brand image, and further increase its market share of the Company in the PPP business.

In recent years, the Company has been actively developing PPP and BOT businesses. Given that the gearing ratio of the Company continues to remain at a high level, there is an urgency to promote the successful implementation of the awarded projects through equity financing. The investment in the Traffic Infrastructure PPP Project in Qiaocheng District, Bozhou City, Anhui Province, Xin Barag Zuoqi Erbudugg Port Joint Inspection Building and the Ancillary Works and Port Guomen Scenic Area Construction PPP Project, Dongming Modern Agriculture Comprehensive Service Platform Construction Project, Raoyang County People's Hospital Entire Relocation Phase I Construction PPP Project, Reconstruction Project of Qinhuangdao Section of G102 National Highway, Dingzhou Municipal Sewage Treatment Plant Phase II, Dingzhou Qingfengdian Town Sewage Treatment Plant and Supporting Pipeline Network Project, and the Dingzhou Dingningdian Town Sewage Treatment Plant and Supporting Pipeline Network Project, is beneficial to the Company in terms of expanding its construction project contracting business and obtaining continuous operating income through the operation of projects, thereby improving the profitability of the Company.

Third-party engineering consulting agencies have issued feasibility reports on the projects mentioned above, to the effect that such projects bring good economic benefits and social benefits.

APPENDIX I FEASIBILITY RESEARCH REPORT ON INVESTMENT PROJECTS TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING

(ii) Construction Equipment Purchase Project

The Company is mainly engaged in building construction projects and infrastructure construction businesses, both which fall under the construction industry business. At present, in view of the highly competitive industry, the equipment standard has an important impact on the Company's ability to undertake construction contracts, project quality, construction efficiency, and profitability, affecting the Company's core competitiveness and capability for long-term sustainable development.

The Company proposes to purchase the construction equipment needed in the next three years with proceeds raised from the A share offering, which will help the Company undertake construction contracts, enhance construction efficiency, reduce construction costs, improve construction quality, reduce rental costs and improve the profitability.

(iii) Phase II of Green Construction Industrial Park Project

Green construction has been explicitly set out in China's 13th Five-Year Plan. China's Ministry of Housing and Urban-Rural Development has also issued the 13th Five-Year Plan for the Development of Building Energy Efficiency and Green Buildings, vigorously promoting the development of energy-saving green buildings, pre-fabricated construction, and green building materials, indicating the beginning of a new stage in the development of green buildings. According to the 13th Five-Year Plan for the Development of Building Energy Efficiency and Green Buildings, by 2020, the proportion of green buildings among new urban buildings will exceed 50%, and the proportion of green building materials utilized will exceed 40%. The market for green buildings and green building materials is broad and promises a huge potential for future development.

The promotion of steel structural components in the construction engineering industry plays an important role in the circular economy of the construction industry, representing a transformation and upgrade from the traditional civil construction industry. Steel structural components possess four excellent properties, namely "light in weight, speed, good, and economical". Steel structural components also have many other positive characteristics, including causing less environmental damage, being high in strength, being light weight, being shock resistant, having sound building quality, and being easy to produce industrially. Steel structural components are one of the building structures which have the least impact on the urban environment and is widely used in developed countries, being regarded as the prime example for green buildings.

The Company proposes to use part of the proceeds to carry out the construction of the Phase II of Green Construction Industrial Park Project. The main products include: heavy-duty steel structures with an annual capacity of 50,000 tons for large steel bridges and large infrastructure; pressure vessels with an annual capacity of 500 tons; processing and production of air ducts and pipe fittings with an annual capacity of 300,000 square meters. After the green construction industrial park is completed and put into operation, the Company will save external procurement costs and improve profitability by using self-produced green building materials, such as steel structural components for the Company's construction contracting business, which is highly necessary and reasonable.

APPENDIX I FEASIBILITY RESEARCH REPORT ON INVESTMENT PROJECTS TO BE FUNDED BY PROCEEDS FROM THE A SHARE OFFERING

(iv) Building Intelligent Equipment and Information Platform Construction Project

The office building of the Company's current headquarters is dated, size and personnel capacity of which can no longer fully meet the needs of a listed company. There is also a lot of room to be improved in office hardware conditions, which to some extent affects the staff's work efficiency at the Company headquarters as well as the Company's image. In terms of the informatization level, the Company's current overall informatization level is relatively low, and there is room to be improved in optimizing in the internal office operation processes.

Therefore, the project will help to create an efficient, convenient and intelligent office environment, save a lot of time for the Company in coordinating with various departments, and improve the overall efficiency of the Company. In addition, after the completion of the Company's overall informatization upgrade, the Company will achieve utilizing an intelligent office between the Company's various departments and subsidiaries, which will save overall coordination time and improve the execution of each unit. This will be conducive to the improvement of the overall quality and efficiency, thereby strengthening the competitiveness of the Company.

(v) Construction Projects of Market Regional Bases

At present, the Company has extended its presence to 31 provinces, municipalities and auto-nomous regions, and has established branches in more than 200 cities across the country. Currently, most of the Company's branches in the major regions are mainly rented offices without fixed office accommodation. For this reason, the Company's brand influence within the region is relatively limited, which compromises the further exploration and development within the regional market.

The Company plans to set up new marketing network through acquisition and purchase supporting equipment and software in key areas such as Guangzhou, Urumqi, Tangshan, Cangzhou, etc. to establish regional bases in other cities, which will benefit each branch to take root in the cities where they are located and strengthen their efforts towards long-term development. In addition, the construction of regional bases is conducive towards creating a good office environment for employees, improving the external image of regional branches, enhancing the influence of regional brands, and improving the success rate of project development, thus enhancing the Company's core competitiveness and profitability.

(vi) Projects to Supplement the Working Capital of Construction Project Contracting Business

The construction industry is capital-intensive, and the Company's business development requires a large amount of financial support. In recent years, the Company's business maintained a high level of growth. In the process of continuous business development, the rapid growth of the Company's total assets is mainly achieved by increasing liabilities. At present, the consolidated gearing ratio of the Company is much higher than the average level of comparable listed companies, which severely restricts the Company from continuing to raise working capital by increasing its liabilities. Supplementing working capital through equity financing will help to improve the Company's gearing structure, increase the Company's net asset scale, reduce the gearing ratio, increase the current ratio, and render the Company's capital structure more reasonable. The increase in capital strength will improve the Company's current tight capital situation and enhance its overall competitive edge.

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

ARTICLES OF ASSOCIATION OF HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

TABLE OF PROPOSED AMENDMENTS ALONG WITH EXISTING ARTICLES

Before amendment	After amendment	Basis of amendment
<p>Article 1 These Articles of Association have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council for the Issue and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (the “AOA Guidelines”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “SEHK Listing Rules”) and other relevant requirements in order to protect the lawful rights and interests of Hebei Construction Group Corporation Limited (the “Company”) and its shareholders and creditors, and regulate the organization and acts of the Company.</p>	<p>Article 1 These Articles of Association have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council for the Issue and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), the Guidelines for the Articles of Association of Listed Companies (the “AOA Guidelines”), <u>the Code of Corporate Governance for Listed Companies</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “SEHK Listing Rules”), <u>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange</u> and other relevant requirements in order to protect the lawful rights and interests of Hebei Construction Group Corporation Limited (the “Company”) and its shareholders and creditors, and regulate the organization and acts of the Company.</p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 7 These Articles of Association shall come into force on the date that the Company’s overseas listed foreign investment shares are listed and begin trading on The Stock Exchange of Hong Kong Limited (the “SEHK”) and replace the Articles of Association which have been formerly registered and filed with the Administration for Industry and Commerce.</p> <p>These Articles of Association shall become legally binding documents that regulate the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective.</p>	<p>Article 7 These Articles of Association <u>have been approved by special resolution at the Company’s general meeting and</u> shall come into force on the date <u>of the listing of the Company’s A shares on Shanghai Stock Exchange</u> the Company’s overseas listed foreign investment shares are listed and begin trading on The Stock Exchange of Hong Kong Limited (the “SEHK”) and replace the Articles of Association which have been formerly registered and filed with the Administration for Industry and Commerce.</p> <p>These Articles of Association shall become legally binding documents that regulate the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective.</p>	–
<p>Article 9 For the purposes of these Articles of Association, the term “senior management members” means the Company’s president, vice president, chief accountant, head of Financial Management Department and secretary to the board of directors and other personnel that the board of directors may engage expressly as senior management members of the Company.</p>	<p>Article 9 For the purposes of these Articles of Association, the term “senior management members” means the Company’s president, vice president, chief accountant, head of Financial Management Department and secretary to the board of directors and other personnel that the board of directors may engage expressly as senior management members of the Company.</p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 12</u> <u>In accordance with the requirements of the Constitution of the Communist Party of China, an organization of the Communist Party of China shall be established in the Company. The Party Committee shall play a core role in leadership and politics, provide direction, manage the overall situation and ensure implementation. The Company shall establish the working committee of the Party, furnish with sufficient staff for Party affairs and provide the Party organization with sufficient funds for its operation.</u></p>	Article 30 of the Constitution of the Communist Party of China
<p>Article 18 Shares issued by the Company to domestic investors to be subscribed for in Renminbi are referred to as “domestic investment shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as “foreign investment shares”. Foreign investment shares which are listed outside the PRC are referred to as “overseas listed foreign investment shares”.</p> <p>For the purposes of the preceding paragraph, the term “foreign currency” means the legal currency of other countries or regions (other than the Renminbi) that can be used to pay the subscription monies to the Company and which is recognized by the competent state foreign exchange administration authority.</p>	<p><u>Article 19</u> Article 18 Shares issued by the Company to domestic investors <u>and other qualified investors</u> to be subscribed for in Renminbi are referred to as “domestic investment shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as “foreign investment shares”. Foreign investment shares which are listed outside the PRC are referred to as “overseas listed foreign investment shares”.</p> <p>For the purposes of the preceding paragraph, the term “foreign currency” means the legal currency of other countries or regions (other than the Renminbi) that can be used to pay the subscription monies to the Company and which is recognized by the competent state foreign exchange administration authority.</p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Overseas listed foreign investment shares of the Company that are listed in Hong Kong are referred to as “H Shares”. H Shares are shares which have been admitted for listing on the SEHK with a par value denominated in RMB and are subscribed for and traded in Hong Kong dollars. Domestic investment shares can be converted into H Shares after obtaining the approval from the State Council or its authorized bodies and the consent of the SEHK.</p> <p>Upon obtaining an approval from the securities regulatory authorities of the State Council, domestic shareholders of the Company may transfer the Company’s shares held by them to overseas investors and have such shares listed and traded overseas. Shares so transferred that are listed and traded on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange do not require the approval by voting at any meetings of class shareholders.</p>	<p>Overseas listed foreign investment shares of the Company that are listed in Hong Kong are referred to as “H Shares”. H Shares are shares which have been admitted for listing on the SEHK with a par value denominated in RMB and are subscribed for and traded in Hong Kong dollars. Domestic investment shares can be converted into H Shares after obtaining the approval from the State Council or its authorized bodies and the consent of the SEHK.</p> <p>Upon obtaining an approval from the securities regulatory authorities of the State Council, domestic shareholders of the Company may transfer the Company’s shares held by them to overseas investors and have such shares listed and traded overseas. Shares so transferred that are listed and traded on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange do not require the approval by voting at any meetings of class shareholders.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 21 As approved by the CSRC, the Company conducted the initial public offering of 461,383,500 overseas listed foreign investment ordinary shares to overseas investors (including 28,049,500 shares that are over-allotted). Such ordinary shares are all H Shares.</p> <p>Upon completion of the issue of the above overseas listed foreign investment shares, the share capital structure of the Company shall comprise 1,761,383,500 ordinary shares, of which, Zhongru Investment Co., Ltd., which is the promoter, will hold 1,202,500,000 shares, representing 68.27% of the total ordinary share capital; Qianbao Investment Co., Ltd., which is the promoter, will hold 97,500,000 shares, representing 5.54% of the total ordinary share capital, and H shareholders will hold 461,383,500 shares, representing 26.19% of the total ordinary share capital.</p>	<p>Article 22Article 21 As approved by the CSRC, the Company conducted the initial public offering of 461,383,500 overseas listed foreign investment ordinary shares to overseas investors (including 28,049,500 shares that are over-allotted). Such ordinary shares are all H Shares.</p> <p>Upon completion of the issue of the above overseas listed foreign investment shares, the share capital structure of the Company shall comprise 1,761,383,500 ordinary shares, of which, Zhongru Investment Co., Ltd., which is the promoter, will hold 1,202,500,000 shares, representing 68.27% of the total ordinary share capital; Qianbao Investment Co., Ltd., which is the promoter, will hold 97,500,000 shares, representing 5.54% of the total ordinary share capital, and H shareholders will hold 461,383,500 shares, representing 26.19% of the total ordinary share capital.</p> <p><u>On [•], as approved by the CSRC, the Company conducted the initial public offering of [•] domestic Renminbi ordinary shares to the public. Upon the completion of the offering, the share capital structure of the Company shall comprise [•] ordinary shares, including [•] A shares, representing [•]% of the total ordinary share capital and [•] H shares, representing [•]% of the total ordinary share capital.</u></p>	<p>Article 19 of the Guidelines for the Articles of Association of Listed Companies (the “Guidelines on Articles of Association”)</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 24 Registered capital of the Company before the issue of H shares was RMB1,300,000,000. Upon completion of the abovementioned issue of H shares, the registered capital of the Company shall be RMB1,761,383,500. The change of the Company’s registered capital shall be registered with the administration department for industry and commerce.</p>	<p>Article 24 Article 25 <u>Registered capital of the Company is RMB[•]</u> Registered capital of the Company before the issue of H shares was RMB1,300,000,000. Upon completion of the abovementioned issue of H shares, the registered capital of the Company shall be RMB1,761,383,500. The change of the Company’s registered capital shall be registered with the administration department for industry and commerce.</p>	<p>Article 6 of the Guidelines on Articles of Association</p>
<p>Article 29 Based on its business and development requirements, the Company may increase its capital in accordance with the laws and subject to relevant requirements of these Articles of Association, by any of the following methods:</p> <p>(I) public offering of shares;</p> <p>(II) private placement of shares;</p> <p>(III) allotment of new shares to existing shareholders;</p> <p>(IV) conversion of capital reserve to share capital; or</p> <p>(V) other methods permitted by laws and administrative regulations or approved by the securities regulatory department of the State Council.</p>	<p>Article 29 Article 30 Based on its business and development requirements, the Company may increase its capital in accordance with the laws, subject to respective resolutions made at the general meeting and subject to relevant requirements of these Articles of Association, by any of the following methods:</p> <p>(I) public offering of shares;</p> <p>(II) private placement of shares;</p> <p>(III) allotment of bonus new shares to existing shareholders;</p> <p>(IV) conversion of capital reserve to share capital; or</p> <p>(V) other methods permitted by laws and administrative regulations or approved by the securities regulatory department of the State Council.</p>	<p>Article 21 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws and regulations after such increase has been approved in accordance with these Articles of Association.</p>	<p>If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws and regulations after such increase has been approved in accordance with these Articles of Association.</p>	
<p>Article 32 The Company may, in the following circumstances, buy back its own outstanding shares by the procedures provided for in laws and these Articles of Association, after the approval by the company approval authority authorized by the State Council:</p> <p>(I) cancellation of shares in order to reduce its registered capital;</p> <p>(II) merger with another company holding shares of the Company;</p> <p>(III) grant of shares as an incentive to its employees;</p> <p>(IV) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares; or</p> <p>(V) other circumstances approved in laws or administrative regulations or by the approval authority authorized by the State Council.</p> <p>Except under the above circumstances, the Company may not trade in its own shares.</p>	<p>Article 32 Article 33 The Company may, in the following circumstances, buy back its own outstanding shares <u>in such procedures prescribed by law and in accordance with laws, administrative regulations, department rules, the listing rules of the places where the shares of the Company are listed by the procedures provided for in laws and these Articles of Association, after the approval by the company approval authority authorized by the State Council:</u></p> <p>(I) cancellation of shares in order to reduce reduction of its registered capital;</p> <p>(II) merger with another company holding shares of the Company;</p> <p>(III) grant of shares in an employee stock ownership plan or as equity incentive plan as an incentive to its employees;</p> <p>(IV) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares; or</p>	<p>Article 23 of the Guidelines on Articles of Association; Article 142 of the Company Law</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(V) use of shares for the conversion of corporate bonds, issued by the Company, convertible into shares;</u></p> <p>(VI) other circumstances approved in laws or administrative regulations or by the approval authority authorized by the State Council. <u>being necessary to maintain the value of the Company and the rights and interests of its shareholders.</u></p> <p>Except under the above circumstances, the Company may not <u>purchase</u> trade in its own shares.</p>	
<p>Article 33 Following the approval by the approval authority authorized by the State Council to buy back its own shares, the Company may elect to do so by any of the following methods:</p> <p>(I) issuance of an offer to all of the shareholders on a pro rata basis;</p> <p>(II) buyback through open transactions on a stock exchange;</p> <p>(III) buyback by agreements outside a stock exchange; or</p> <p>(IV) another method approved in laws, administrative regulations or by the approval authority authorized by the State Council.</p>	<p>Article 34 Article 33 Following the approval by the approval authority authorized by the State Council to buy back its own shares, <u>Under the circumstances stated in items (I), (II) or (IV) of paragraph one of Article 33 of these Articles of Association,</u> the Company may elect to <u>purchase its own shares</u> by any of the following methods:</p> <p>(I) issuance of an offer to all of the shareholders on a pro rata basis;</p> <p>(II) buyback through open transactions on a stock exchange;</p> <p>(III) buyback by agreements outside a stock exchange; or</p>	<p>Article 24 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p>(IV) another method approved in laws, administrative regulations or by the approval authority authorized by the State Council.</p> <p><u>Any purchase of shares by the Company under the circumstances stated in items (III), (V) or (VI) of paragraph one of Article 33 of these Articles of Association shall be made by way of a public centralized trading.</u></p>	
<p>Article 35 The purchase of its own shares by the Company for a reason specified in items (I) to (III) of Article 32 of these Articles of Association shall require a resolution of the general meeting. If the Company purchases its shares for the reason specified in item (I) of Article 32, it shall cancel such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (II) or item (IV), it shall transfer or cancel such shares within six months.</p> <p>The number of shares purchased by the Company pursuant to item (III) of Article 32 will not exceed 5 per cent of its total outstanding shares, and the funds used for such purchase shall be paid from the Company's after-tax profits. The shares so purchased shall be transferred to the employees within one year.</p> <p>If the Company cancels shares, it shall carry out the registration of the change in its registered capital with the original registrar.</p>	<p><u>Article 36</u>Article 35 The purchase of its own shares by the Company for a reason specified in items (I) to (III) <u>of paragraph one</u> of Article 332 of these Articles of Association shall require a resolution of the general meeting;<u> the purchase of its own shares by the Company for a reason specified in items (III), (V) or (VI) of paragraph one of Article 33 of these Articles of Association shall require a resolution of the meeting of the board of directors with more than two-thirds of directors present.</u></p> <p>If the Company purchases its shares for the reason specified in item (I) <u>of paragraph one</u> of Article 332, it shall cancel such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (II) or item (IV), it shall transfer or cancel such shares within six months;<u> if the Company purchases its shares for the reason specified in items (III), (V) or (VI), the aggregate number of shares of the Company held by it shall not exceed 10% of the total number of issued shares of the Company, and shall be transferred or canceled within three years.</u></p>	<p>Article 25 of the Guidelines on Articles of Association; Article 142 of the Company Law</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares canceled.</p>	<p>The number of shares purchased by the Company pursuant to item (HH) of Article 32 will not exceed 5 per cent of its total outstanding shares, and the funds used for such purchase shall be paid from the Company’s after-tax profits. The shares so purchased shall be transferred to the employees within one year.</p> <p>If the Company cancels shares, it shall carry out the registration of the change in its registered capital with the original registrar.</p> <p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares canceled.</p> <p><u>If relevant laws, administrative regulations, department rules and the listing rules of the places where the Company’s shares are listed provide otherwise with respect to the aforementioned matters involving share buy-backs, such provisions shall prevail.</u></p>	
<p>Article 42 The Company shall keep a register of shareholders, in which the following particulars shall be recorded:</p> <p>(I) the name, address (domicile), profession or nature of each shareholder;</p> <p>(II) the class and quantity of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p>	<p>Article 43Article 42 The Company shall maintains keep a register of shareholders <u>based on vouchers provided by securities registries</u>, in which the following particulars shall be recorded:</p> <p>(I) the name, address (domicile), profession or nature of each shareholder;</p> <p>(II) the class and quantity of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p>	<p>Article 30 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder is registered as such; and</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of holding the Company's shares by a shareholder, unless there is evidence to the contrary.</p> <p>All movements or transfer of overseas listed foreign investment shares shall be recorded in the register of holders of overseas listed foreign investment shares of the Company which is required to be kept in the place where such shares are listed pursuant to these Articles of Association.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p>	<p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder is registered as such; and</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of holding the Company's shares by a shareholder, unless there is evidence to the contrary.</p> <p>All movements or transfer of overseas listed foreign investment shares shall be recorded in the register of holders of overseas listed foreign investment shares of the Company which is required to be kept in the place where such shares are listed pursuant to these Articles of Association.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(III) if one of the joint shareholders deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate; and</p> <p>(IV) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receiving the share certificate for the relevant shares and the notices of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares. Any one of the joint shareholders may sign the proxy form. In case of more than one joint shareholders attending in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p>	<p>(III) if one of the joint shareholders deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate; and</p> <p>(IV) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receiving the share certificate for the relevant shares and the notices of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares. Any one of the joint shareholders may sign the proxy form. In case of more than one joint shareholders attending in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 46 Unless otherwise provided by laws and regulations as well as the relevant rules and regulations of the securities regulatory authorities of the place where the Company's shares are listed, all overseas listed foreign investment shares listed in Hong Kong for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions:</p> <p>(I) payment of HK\$2.00 or higher charge as agreed by the SEHK has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;</p> <p>(II) the instrument of transfer only involves overseas listed foreign investment shares listed in Hong Kong;</p> <p>(III) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid;</p> <p>(IV) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors have been provided;</p>	<p>Article 47Article 46 Unless otherwise provided by laws and regulations as well as the relevant rules and regulations of the securities regulatory authorities of the place where the Company's shares are listed, all overseas listed foreign investment shares listed in Hong Kong for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions:</p> <p>(I) payment of HK\$2.00 or higher charge as agreed by the SEHK has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;</p> <p>(II) the instrument of transfer only involves overseas listed foreign investment shares listed in Hong Kong;</p> <p>(III) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid;</p> <p>(IV) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors have been provided;</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(V) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four; and</p> <p>(VI) the relevant shares are not encumbered by any lien of the Company.</p> <p>All transfers of overseas listed foreign investment shares of the Company shall be effective with a written instrument of transfer in general or ordinary form adopted by SEHK or such other form as acceptable to the board of directors. The said instrument of transfer may be signed by hand without seal. If the transferor or transferee of the Company’s shares is a recognized clearing house as defined in the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (a “Recognized Clearing House”) or an agent thereof, the signature on the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the board of directors from time to time.</p>	<p>(V) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four; and</p> <p>(VI) the relevant shares are not encumbered by any lien of the Company.</p> <p>All transfers of overseas listed foreign investment shares <u>listed in Hong Kong</u> of the Company shall be effective with a written instrument of transfer in general or ordinary form adopted by SEHK or such other form as acceptable to the board of directors <u>(including the standard transfer format or ownership transfer forms as required by the SEHK from time to time)</u>. The said instrument of transfer may be signed by hand without seal. If the transferor or transferee of the Company’s shares is a recognized clearing house as defined in the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (a “Recognized Clearing House”) or an agent thereof, the signature on the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the board of directors from time to time.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 47 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.</p>	<p>Article 48Article 47 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends. <u>This Article shall not be applicable to the registration of changes in register of shareholders when issuing new shares in accordance with Article 30 of these Articles of Association by the Company.</u></p>	-
<p>Article 48 When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of equity interests, the board of directors shall decide upon a date as the date of record. Shareholders whose names appear on the register of members at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.</p>	<p>Article 49Article 48 When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of equity interests, the board of directors <u>or the convener of the general meeting</u> shall decide upon a date as the date of record. Shareholders whose names appear on the register of members at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.</p>	Article 31 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 61 The controlling shareholder and actual controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the actual controller of the Company bear a fiduciary duty toward the Company and public shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. He or she may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the public shareholders.</p>	<p>Article 62 Article 61 <u>Where a shareholder holding 5% or more of the voting shares of the Company pledges any share in his/her possession, he/she shall report the same to the Company in writing on the day on which he/she pledges his/her shares.</u></p> <p>The controlling shareholder and actual controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the actual controller of the Company bear a fiduciary duty toward the Company and public shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. He or she may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the public shareholders.</p>	<p>Article 38 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>In addition to the obligations imposed by laws and the listing rules of the stock exchange on which Company shares are listed, the controlling shareholder of the Company may not, in exercising its powers as shareholders, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:</p> <p>(I) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(II) approving that a director or supervisor (for his or her own or another person’s benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company; or</p> <p>(III) approving that a director or supervisor (for his or her own or another person’s benefit) deprive other shareholders of their individual rights or interests, including but not limited to the rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the general meeting for adoption in accordance with these Articles of Association.</p>	<p>In addition to the obligations imposed by laws and the listing rules of the stock exchange on which Company shares are listed, the controlling shareholder of the Company may not, in exercising its powers as shareholders, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:</p> <p>(I) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(II) approving that a director or supervisor (for his or her own or another person’s benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company; or</p> <p>(III) approving that a director or supervisor (for his or her own or another person’s benefit) deprive other shareholders of their individual rights or interests, including but not limited to the rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the general meeting for adoption in accordance with these Articles of Association.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 64 The provision of guarantee by the Company to third parties as set forth below shall be subject to the consideration and approval of the general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided by the Company to third parties reaches or exceeds 30 percent of the latest audited total assets;</p> <p>(II) any guarantee to be provided to a shareholder, the actual controller or a connected person thereof; and</p> <p>(III) other provisions of guarantees that are required to be submitted to the general meeting for approval as prescribed by the laws and these Articles of Association.</p> <p>The provision of guarantee to third parties other than as mentioned above shall be subject to the consideration and approval of the board of directors as authorized by the general meeting.</p>	<p>Article 65 Article 64 The provision of guarantee by the Company to third parties as set forth below shall be subject to the consideration and approval of the general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided by the Company to third parties reaches or exceeds 30 percent of the latest audited total assets;</p> <p>(II) any guarantee to be provided to a shareholder, the actual controller or a connected person thereof; and</p> <p><u>(III) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;</u></p> <p><u>(IV) any guarantee provided to anyone whose gearing ratio exceeds 70%;</u></p> <p><u>(V) any single guarantee with a guarantee amount exceeding 10% of the latest audited net assets;</u></p>	<p>Article 41 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The guarantee as mentioned in item (I) of the preceding paragraph shall be approved by more than two-thirds of voting rights held by shareholders who attend the meeting. The shareholders as mentioned in item (II) of the preceding paragraph or the shareholders controlled by actual controller as mentioned in the above paragraph shall not participate in voting on the matters as mentioned in the preceding paragraph. Such matters require the affirmative votes of more than half of the other shareholders attending the meeting.</p> <p>If a director, the president, the vice president and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p>(VIII) other provisions of guarantees that are required to be submitted to the general meeting for approval as prescribed by the laws, <u>the listing rules of the places where the Company's shares are listed</u> and these Articles of Association.</p> <p>The provision of guarantee to third parties other than as mentioned above <u>in the preceding paragraphs</u> shall be subject to the consideration and approval of the board of directors as authorized by the general meeting.</p> <p>The guarantee as mentioned in item (I) of the first preceding paragraph of this article shall be approved by more than two-thirds of voting rights held by shareholders who attend the meeting. The shareholders as mentioned in item (II) of the first preceding paragraph or the shareholders controlled by actual controller as mentioned <u>in this item</u> the above paragraph shall not participate in voting on the matters as mentioned <u>in this item</u> in the preceding paragraph. Such matters require the affirmative votes of more than half of the other shareholders attending the meeting.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>The Company shall establish a strict internal control system on external guarantees. All directors shall address with care and strictly control the debt risks arising from external guarantees.</u></p> <p>If a director, the president, the vice president and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws, <u>regulations, rules, the listing rules of the places where the shares of the Company are listed</u> or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>	
<p>Article 66 General meetings include annual general meetings and extraordinary general meetings. In general, general meetings shall be convened by the board of directors. Annual general meetings shall be convened once a year and within six months after the end of the preceding fiscal year.</p>	<p>Article 67 Article 66 General meetings include annual general meetings and extraordinary general meetings. In general, general meetings shall be convened by the board of directors. Annual general meetings shall be convened once a year and within six months after the end of the preceding fiscal year.</p>	<p>Article 43 of the Guidelines on Articles of Association; Article 4 of the Rules Governing Shareholders' General Meetings of Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;</p> <p>(III) such is requested in writing by a shareholder alone or shareholders together holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the Supervisory Committee proposes that such a meeting shall be held;</p> <p>(VI) at least one-half of all of the independent non-executive directors agree to propose that such a meeting shall be held;</p> <p>(VII) other circumstance as specified by laws and these Articles of Association.</p>	<p>The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;</p> <p>(III) such is requested in writing by a shareholder alone or shareholders together holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the Supervisory Committee proposes that such a meeting shall be held;</p> <p>(VI) at least one-half of all of the independent non-executive directors agree to propose that such a meeting shall be held;</p> <p><u>(VII)</u> other circumstance as specified by laws and these Articles of Association.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>In case of failure to convene the general meeting within the timeframe stated above, the Company shall report to the local representative office of the CSRC where the Company is located and the stock exchange where shares of the Company are listed, illustrate the reasons and publish relevant announcement.</u></p>	
<p>Article 67 The Company shall hold general meetings at its domicile or other specific location as notified in the notice of the general meeting.</p> <p>A meeting venue will be established for general meetings and meetings shall be held on site. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as present at the meeting.</p>	<p>Article 68 Article 67 The Company shall hold general meetings at its domicile or other specific location as notified in the notice of the general meeting.</p> <p>A meeting venue will be established for general meetings and meetings shall be held on site. The Company will also enable shareholders to have access to the general meeting by <u>online voting and</u> other means as permitted by the listing rules of the places where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as present at the meeting.</p>	Article 44 and 55 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>If the general meeting is convened online or through other forms, the time and procedures of the voting online or in other forms shall be clearly stated in the notice of the general meeting. The starting time of the voting online or in other forms shall not be earlier than 3:00 pm on the day before the on-site general meeting and shall not be later than 9:30 am on the day of the on-site general meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site general meeting.</u></p>	
	<p><u>Article 69 The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to shareholders in attending the general meeting through various means and channels, with priority given to the provision of modern information technology measures such as online voting platforms.</u></p>	<p>Article 80 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 70 When holding the general meetings, the Company shall hire lawyers to issue legal opinion on the following matters and publish the same:</u></p> <p><u>(I) whether the convening and holding procedures of the meeting comply with the laws, administrative regulations and these Articles of Association;</u></p> <p><u>(II) whether the qualifications of the participants and convener of the meeting are legitimate and valid;</u></p> <p><u>(III) whether the voting procedure and voting results of the meeting are legitimate and valid;</u></p> <p><u>(IV) legal opinions issued on other relevant matters as required by the Company.</u></p>	<p>Article 45 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 70 A shareholder alone or shareholders together holding at least 10 percent of the Company’s shares shall have the right to make a request to the board of directors in writing that it call an extraordinary general meeting. The board of directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request.</p> <p>If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original proposal.</p> <p>If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the Supervisory Committee in writing that it call the extraordinary general meeting.</p>	<p>Article 73 Article 70 <u>If shareholders request to convene an extraordinary general meeting or class meeting, the following procedures shall apply:</u></p> <p><u>(I) shareholders who individually or jointly hold 10% or more of the voting shares at the proposed meeting may make a proposal to the board of directors on holding an extraordinary general meeting or a class meeting by signing one or several written request(s) with same contents in the same format and define the meeting agenda. The aforesaid number of shares held by shareholders shall be calculated as at the date of the written request(s), and written proof of shareholding document shall be provided by the shareholder who proposed such request.</u> A shareholder alone or shareholders together holding at least 10 percent of the Company’s shares shall have the right to make a request to the board of directors in writing that it call an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting or a class meeting within 10 days after receipt of the request.</p>	<p>Article 48 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>If the Supervisory Committee agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original request.</p> <p>If the Supervisory Committee fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone or shareholders who together holding at least 10 percent of the shares of the Company for at least 90 days in succession may himself/herself/themselves convene and preside over such meeting.</p>	<p>If the board of directors agrees to call an extraordinary general meeting <u>or a class meeting</u>, it shall issue a notice calling such an extraordinary general meeting <u>or a class meeting</u> within 5 days after it has so resolved. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original proposal.</p> <p>(II) if the board of directors does not agree to call such an extraordinary general meeting <u>or a class meeting</u>, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the Supervisory Committee in writing that it call the extraordinary general meeting <u>or class meeting</u>.</p> <p>If the Supervisory Committee agrees to call the extraordinary general meeting <u>or class meeting</u>, it shall issue a notice calling such an extraordinary general meeting <u>or a class meeting</u> within 5 days after receipt of the request. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original request.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p>(III) if the Supervisory Committee fails to issue a notice calling the general meeting or class meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over an extraordinary general meeting or a class meeting meeting, and a shareholder who alone or shareholders who together holding at least 10 percent of the shares of the Company for at least 90 days in succession may himself/herself/themselves convene and preside over such meeting.</p>	
<p>Article 71 Shareholders requesting the convening of a class shareholders’ meeting shall do so by the procedure set forth below:</p> <p>(I) two or more shareholders holding in aggregate at least 10 percent of the shares carrying the voting right at the meeting to be held may sign one or more written requests of identical form and content requesting that the board of directors convene a class shareholders’ meeting and stating the topics to be discussed at the meeting. The board of directors shall convene the class shareholders’ meeting as soon as possible after having received the aforementioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p>	<p>Article 71—Shareholders requesting the convening of a class shareholders’ meeting shall do so by the procedure set forth below:</p> <p>(I)—two or more shareholders holding in aggregate at least 10 percent of the shares carrying the voting right at the meeting to be held may sign one or more written requests of identical form and content requesting that the board of directors convene a class shareholders’ meeting and stating the topics to be discussed at the meeting. The board of directors shall convene the class shareholders’ meeting as soon as possible after having received the aforementioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure for the shareholders to convene such meeting shall, to the extent possible, be identical to the procedure for the board of directors to convene the shareholders' meetings.</p> <p>If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>	<p>(H) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure for the shareholders to convene such meeting shall, to the extent possible, be identical to the procedure for the board of directors to convene the shareholders' meetings.</p> <p>If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>	
	<p><u>Article 74 In the event that the Supervisory Committee or a shareholder decides to convene a general meeting on its own, it or he/she shall notify the board of directors in writing and report the same to the local representative office of the CSRC where the Company is located and the stock exchange of the places where the Company's shares are listed for the record.</u></p>	<p>Article 49 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Before making an announcement on a resolution made at the general meeting, the percentage of shares held by the convening shareholders shall not be less than 10%.</u></p> <p><u>The convening shareholders shall submit relevant evidence to the local representative office of the CSRC where the Company is located and the stock exchange of the places where the Company's shares are listed when giving a notice of general meeting and making an announcement on the resolutions made at such meeting.</u></p>	
<p>Article 73 When the Supervisory Committee or shareholders themselves convene a general meeting, the necessary expenses shall be borne by the Company.</p>	<p><u>Article 76</u> Article 73 When the Supervisory Committee or shareholders themselves convene a general meeting <u>because the board of directors fails to hold such meeting pursuant to a request as mentioned above,</u> the necessary expenses shall be borne by the Company <u>and shall be deducted from the sums owed by the Company to the negligent directors.</u></p>	Article 51 of the Guidelines on Articles of Association
<p>Article 76 When the Company is to hold an annual general meeting, the board of directors, the Supervisory Committee and a shareholder alone or shareholders together holding 3 percent or more of the Company's shares shall be entitled to propose motions to the Company.</p>	<p><u>Article 78</u> Article 76 When the Company is to hold a <u>an annual</u> general meeting, the board of directors, the Supervisory Committee and a shareholder alone or shareholders together holding 3 percent or more of the Company's shares shall be entitled to propose motions to the Company.</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>A shareholder alone or shareholders together holding at least 3 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. The contents of such an extempore motion shall fall within the authority of the general meeting, and contain a clear topic and a specific resolution.</p> <p>Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.</p> <p>The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are in breach of Article 75 of these Articles of Associations.</p>	<p>A shareholder alone or shareholders together holding at least 3 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. The contents of such an extempore motion shall fall within the authority of the general meeting, and contain a clear topic and a specific resolution.</p> <p>Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.</p> <p>The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are in breach of Article <u>77</u>5 of these Articles of Associations.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 78 The notice of a general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the date, place and duration of the meeting;</p> <p>(III) the matters and motions submitted to the meeting for consideration;</p> <p>(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;</p> <p>(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, president or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, president or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p>	<p>Article 81 Article 78 The notice of a general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the date, place and duration of the meeting;</p> <p>(III) the matters and motions submitted to the meeting for consideration;</p> <p>(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;</p> <p>(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, president or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, president or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p>	<p>Article 55 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(VI) contain the full text of any special resolution proposed to be approved at the meeting;</p> <p>(VII) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be the shareholders of the Company;</p> <p>(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;</p> <p>(IX) the date of record for the shareholders who are entitled to attend the meeting; and</p> <p>(X) the name and contact information of the contact person for the meeting.</p>	<p>(VI) contain the full text of any special resolution proposed to be approved at the meeting;</p> <p>(VII) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be the shareholders of the Company;</p> <p>(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;</p> <p>(IX) the date of record for the shareholders who are entitled to attend the meeting; and</p> <p>(X) the name and contact information of the contact person for the meeting.</p> <p><u>Meeting documents of a general meeting containing notices and/or supplementary notices (if applicable) of a general meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent non-executive directors, the opinions of the independent non-executive directors and reasons thereof shall be simultaneously disclosed with the notice or supplementary notice of the general meeting.</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 82 If matters relating to election of directors and supervisors are to be discussed at a general meeting, detailed information concerning the candidates for directors and supervisors shall be fully disclosed in the meeting documents of a general meeting containing the notice of the general meeting, which shall at least include the following:</u></p> <p><u>(I) personal information including educational background, work experience and part-time posts;</u></p> <p><u>(II) whether the candidates have related relationship with the Company or its controlling shareholders and de facto controllers;</u></p> <p><u>(III) disclosing the number of shares of the Company held by the candidates;</u></p> <p><u>(IV) whether the candidates have been subject to any punishment by the securities regulatory authority of the State Council or other relevant department or to any sanction by any stock exchange;</u></p> <p><u>(V) other matters as required to be disclosed by the listing rules of the places where the Company's shares are listed.</u></p>	<p>Article 56 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a separate proposal.</u></p>	
	<p><u>Article 83 After sending the notice of the general meeting, without proper reasons, the general meeting shall not be postponed or cancelled, nor shall the proposals set out in the notice of the general meeting be cancelled. Where postponing or cancelling situations occur, the convener shall make public announcement and explain the reasons at least two working days before the original convening date. Where the listing rules of the places where the Company's shares are listed provide otherwise with respect to the abovementioned matter, such provisions shall prevail.</u></p>	<p>Article 57 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 79 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulator of the place of listing, and on the Company’s website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p>	<p>Article 84 Article 79 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulator of the place of listing, and on the Company’s website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p><u>For holders of overseas listed foreign investment shares, a notice of general meeting may also be made by way of announcement published at the website of the Company and websites designated by the SEHK or other means as permitted by the SEHK Listing Rules and these Articles of Association, instead of dispatching by hand or by prepaid mail, subject to relevant provisions of laws, administrative regulations, regulatory documents and requirements of securities regulatory authorities of the place where the shares of the Company are listed and upon the completion of relevant required procedures.</u></p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p>	
	<p><u>Article 93 A registration book for attendees of the general meeting shall be prepared by the Company.</u></p> <p><u>The registration book shall set forth the names of attendees (or the attending entities), their identity card numbers, residential address, number of shares carrying voting rights held or represented, and names of the principals (or the appointing entities), etc.</u></p>	<p>Article 64 of the Guidelines on Articles of Association</p>
	<p><u>Article 94 The convener and the lawyers engaged by the Company shall jointly verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing authority, and shall register the names of the shareholders as well as the number of their shares carrying voting rights. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the on-site meeting and the total number of their shares carrying voting rights.</u></p>	<p>Article 65 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 90 The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling and voting at general meeting, and cover notification, registration, the consideration of motions, voting, vote counting, announcement of voting results, the adoption of meeting resolutions, the keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the board of directors by the general meeting.</p>	<p>Article 97 Article 90 The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling and voting at general meeting, and cover notification, registration, the consideration of motions, voting, vote counting, announcement of voting results, the adoption of meeting resolutions, the keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the board of directors by the general meeting. <u>The Rules of Procedure for General Meetings shall be proposed by the board of directors and subject to the approval at general meetings.</u></p>	<p>Article 68 of the Guidelines on Articles of Association</p>
<p>Article 93 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.</p> <p>Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor.</p>	<p>Article 100 Article 93 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.</p> <p>Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor.</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 101 Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor.</u></p> <p><u>Meeting minutes shall include the following information:</u></p> <p><u>(I) time, place and agenda of meeting, and the name of the convener;</u></p> <p><u>(II) names of the chairman of the meeting, the directors, supervisors, president and other senior management members attending or present at the meeting;</u></p> <p><u>(III) number of shareholders and proxies attending the meeting, total number of the shares carrying voting rights held by them, and the percentage of shares carrying voting rights held by them in relation to the total number of shares of the Company;</u></p> <p><u>(IV) process of consideration, key points of the speech and voting results for each proposal;</u></p> <p><u>(V) shareholders' enquiries or recommendations and corresponding answers or explanations;</u></p>	<p>Article 72 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(VI) names of the lawyer, the vote counter and the scrutineer;</u></p> <p><u>(VII) other matters which shall be recorded in the meeting minutes pursuant to these Articles of Association.</u></p>	
<p>Article 95 The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.</p>	<p>Article 103 Article 95 The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner. <u>Meanwhile, the convener shall report to the local representative office of the CSRC where the Company is located and the stock exchanges where the Company's shares are listed.</u></p>	Article 74 of the Guidelines on Articles of Association
<p>Article 97 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote.</p> <p>No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.</p>	<p>Article 105 Article 97 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote.</p> <p><u>For material issues to be considered at general meetings that would affect the interests of its small and medium-sized investors, the votes by the small and medium-sized investors shall be counted separately. The result of such separate vote counting shall be disclosed publicly in a timely manner.</u></p>	Article 78 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange where the Company’s shares are listed, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.</p> <p><u>The board of directors of the Company, independent non-executive directors and those shareholders who have met the relevant requirements may openly collect voting rights from the Company’s shareholders. While collecting voting rights of the shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being collected. No consideration or other form of de facto consideration shall be involved in the collection of voting rights from the shareholders. The Company shall not impose any limitation related to minimum shareholding ratio on the collection of voting rights.</u></p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange where the Company’s shares are listed, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 98 Votes at a general meeting shall be taken by a show of hands, unless otherwise provided in laws and regulations, or the regulations of the securities regulator of the place where shares of the Company are listed or the stock exchange or unless a vote by ballot is demanded before or after any vote by show of hands by:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or proxies with voting rights; or</p> <p>(III) one or several shareholders (including proxies) holding, alone or together, at least 10 percent of the shares carrying the right to vote at the general meeting.</p> <p>Unless as otherwise required by the laws, the securities regulatory authorities or the stock exchange where the shares of the Company are listed, or a vote is held by ballot in accordance with the preceding paragraph, the chairman of the meeting shall announce whether the motion has been carried in accordance with the results of the vote by show of hands, and shall record the same in the minutes of the meeting (without need to evidence the number of votes for or against the resolutions adopted at the meeting, or the percentages thereof), which shall be conclusive evidence.</p>	<p>Article 106 Article 98 <u>Resolutions submitted to a general meeting of the Company shall be voted by poll, but subject to the requirements of the listing rules of the places where the Company’s shares are listed, the chairman of the meeting may in good faith allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</u> Votes at a general meeting shall be taken by a show of hands, unless otherwise provided in laws and regulations, or the regulations of the securities regulator of the place where shares of the Company are listed or the stock exchange or unless a vote by ballot is demanded before or after any vote by show of hands by:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or proxies with voting rights; or</p> <p>(III) one or several shareholders (including proxies) holding, alone or together, at least 10 percent of the shares carrying the right to vote at the general meeting.</p>	<p>Article 86 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The demand for a vote by ballot may be withdrawn by the person who made it.</p>	<p><u>If a resolution is permitted to be voted by a show of hands under the listing rules of the places where the Company's shares are listed,</u> Unless as otherwise required by the laws, the securities regulatory authorities or the stock exchange where the shares of the Company are listed, or a vote is held by ballot in accordance with the preceding paragraph, the chairman of the meeting shall announce whether the motion has been carried in accordance with the results of the vote by show of hands, and shall record the same in the minutes of the meeting (without need to evidence the number of votes for or against the resolutions adopted at the meeting, or the percentages thereof), which shall be conclusive evidence.</p> <p>The demand for a vote by ballot may be withdrawn by the person who made it.</p>	
<p>Article 101 When the numbers of votes for and against are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.</p>	<p>Article 101 When the numbers of votes for and against are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.</p>	-
<p>Article 106 The list of candidates for the position of director or supervisor not representing staff shall be put in the form of a motion before the general meeting for resolution.</p>	<p>Article 113 Article 106 The list of candidates for the position of director or supervisor not representing staff shall be put in the form of a motion before the general meeting for resolution.</p>	<p>Article 17 of the Code of Corporate Governance for Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>When the general meeting votes on the election of directors or supervisors not representing staff, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting.</p> <p>For the purposes of the preceding paragraph, the term “cumulative voting” means that, when the general meeting votes to elect directors or supervisors not representing staff, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors and supervisors to shareholders.</p>	<p>When the general meeting votes on the election of directors or supervisors not representing staff, it shall <u>may</u>, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting.</p> <p>For the purposes of the preceding paragraph, the term “cumulative voting” means that, when the general meeting votes to elect directors or supervisors not representing staff, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors and supervisors to shareholders.</p> <p><u>Details of operation of cumulative voting are as follows:</u></p> <p><u>(I) where cumulative voting is used to elect directors and supervisors, the list of candidates of independent directors, non-independent directors and supervisors shall be divided into different groups of proposals for voting at the general meeting;</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(II) shareholders attending the general meeting shall have the same number of votes as the number of directors or supervisors to be elected under each group of proposal for each share held in respect of proposals subject to cumulative voting; and</u></p> <p><u>(III) the number of votes held by shareholders can be concentrated to vote for one candidate or several candidates. Shareholders should vote within the number of votes for each group of proposals. The elections of independent directors, non-independent directors and shareholder representative supervisors shall be carried out separately and no cumulative vote can be used across different groups of proposals.</u></p>	
Article 110 Votes at general meeting shall be cast by disclosed ballot.	Article 110 Votes at general meeting shall be cast by disclosed ballot.	–
	<u>Article 117 The same voting right shall only be applicable under one of the voting means, namely voting on-site, voting online or other voting means. Only the first voting result is viewed as valid for any multiple votes of the same voting right.</u>	Article 85 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 118 Before a proposal is put to vote at a general meeting, two representatives of the shareholders shall be elected to count the votes and to act as the scrutineer. If a shareholder is interested in the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</u></p> <p><u>During the voting process of a general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</u></p> <p><u>Shareholders of the Company or their proxies who vote online or by other means shall have the right to check their voting results through the relevant voting system.</u></p>	<p>Article 87 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 119 The on-site general meeting shall not end earlier than meeting held online or by any other means, and the chairman of the meeting shall announce the voting results on each proposal and whether the proposal is adopted based on the voting results.</u></p> <p><u>All parties involved in the voting on-site, online or by any other means at the general meeting, including the Company, vote counters, scrutineers, substantial shareholders and network service providers, shall be obliged to keep the voting results confidential before the voting results are formally announced.</u></p>	<p>Article 88 of the Guidelines on Articles of Association</p>
	<p><u>Article 120 A shareholder attending a general meeting shall express one of the following opinions on any proposal submitted to be voted on: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares under Stock Connect between Mainland China and Hong Kong, shall express opinions according to the intentions of actual holders.</u></p> <p><u>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain".</u></p>	<p>Article 89 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 112 If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting.</p> <p>The minutes of meetings together with the sign-in register of attending shareholders and the proxy forms shall be kept at the Company’s domicile.</p>	<p>Article 122 Article 112 If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting.</p> <p>The minutes of meetings together with the sign-in register of attending shareholders and the proxy forms shall be kept at the Company’s domicile.</p>	–
	<p><u>Article 124 Resolutions of a general meeting shall be announced timely, and the announcement shall contain the number of shareholders and proxies present at the meeting, the total number of shares carrying voting rights and the percentage of these shares to the total voting shares of the Company, means of voting, the voting result for each proposal and the details of each resolution passed. The Company shall count the number of the holders of domestic investment shares and foreign investment shares attending the meeting and their respective voting results separately and make announcement in this regard.</u></p>	Article 91 of the Guidelines on Articles of Association
	<p><u>Article 125 In the event that a proposal is not passed, or the general meeting makes any changes to any resolution adopted at the previous meeting, a special note shall be made in the announcement on resolutions of the general meeting.</u></p>	Article 92 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<u>Article 126</u> If a proposal on the election of director or supervisor is passed at the general meeting, the term of office of such new director or supervisor shall commence on the date on which the resolution is approved at the general meeting or the date otherwise determined at the general meeting.	Article 93 of the Guidelines on Articles of Association
	<u>Article 127</u> If the proposals in connection with the distribution of cash dividends, bonus issue, or conversion of capital reserve fund into share capital are passed at the general meeting, the Company shall implement detailed plans thereof within two (2) months after the conclusion of such general meeting.	Article 94 of the Guidelines on Articles of Association
Article 121 Except for holders of other classes of Shares, holders of domestic investment shares and overseas listed foreign investment shares are deemed to be Shareholders of different classes.	Article 135 Article 121 Except for holders of other classes of Shares, holders of domestic investment shares and overseas listed foreign investment shares are deemed to be Shareholders of different classes.	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The special voting procedures for class shareholders shall not apply in the following circumstances:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic investment shares and overseas listed foreign investment shares every 12 months, and the quantity of domestic investment shares and overseas listed foreign investment shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;</p> <p>(II) where the plan for the issuance of domestic investment shares and overseas listed foreign investment shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council’s securities authority;</p> <p>(III) where, as approved by the securities regulatory authorities of the State Council, the transfer of domestic investment shares held by the holders of domestic investment shares of the Company to foreign investors and the listing and trading of such shares on overseas stock exchange.</p>	<p>The special voting procedures for class shareholders shall not apply in the following circumstances:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic investment shares and overseas listed foreign investment shares every 12 months, and the quantity of domestic investment shares and overseas listed foreign investment shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;</p> <p>(II) where the plan for the issuance of domestic investment shares and overseas listed foreign investment shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council’s securities authority;</p> <p>(III) where, as approved by the securities regulatory authorities of the State Council, the transfer of domestic investment shares held by the holders of domestic investment shares of the Company to foreign investors and the listing and trading of such shares on overseas stock exchange.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 123 Directors shall be elected at general meetings with a term of office of 3 years. Upon the maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.</p> <p>The honorary chairman, chairman and vice chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.</p>	<p>Article 137 Article 123 Directors shall be elected <u>or replaced</u> at general meetings <u>and may further be released from their office prior to the conclusion of the term thereof by the general meeting.</u> Directors serve with a term of office of 3 years: and upon the maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.</p> <p><u>A director’s term of office shall start on the date of taking the position and end on the expiration date of the current board of director’s term of office. If, upon the expiry of a director’s term of office, a new director is not elected on a timely basis yet, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected directors assume their office.</u></p> <p><u>The president or other senior management members can concurrently serve as a director, but the total number of directors who also serve as the president or other senior management member positions and the directors who also serve as the employee representatives shall not be more than one-half of the total number of directors of the Company.</u></p>	<p>Article 96 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p>The honorary chairman, chairman and vice chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.</p>	
<p>Article 129 A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages.</p> <p>Subject to applicable laws and regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.</p>	<p>Article 143 Article 129 A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages.</p> <p><u>If any director neither attend in person nor entrust other directors as his/her representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his/her duties, and the board of directors shall propose to replace such director at the general meeting.</u></p> <p>Subject to applicable laws and regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.</p>	<p>Article 99 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 130 The Company shall establish an independent non-executive director system. The term “independent non-executive director of the Company” 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 major shareholder(s) (only provided under this Article that major shareholders are those shareholders individually or jointly holding more than 5% of total number of the Company’s shares with voting rights) that could hinder his or her independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. At least one-third of the members of the board of directors of the Company shall be independent non-executive directors, of whom at least one shall be a financial or accounting professional.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.</p>	<p>Article 144 Article 130 The Company shall establish an independent non-executive director system. The term “independent non-executive director of the Company” 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 major shareholder(s) (only provided under this Article that major shareholders are those shareholders individually or jointly holding more than 5% of total number of the Company’s shares with voting rights) that could hinder his or her independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. At least one-third of the members of the board of directors of the Company shall be independent non-executive directors, of whom at least one shall be a financial or accounting professional.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine six years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.</p>	<p>Article 4 of the Guidelines Guiding Opinion from Independent Directors</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>If an independent non-executive director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive director, thereby causing the failure of the Company to meet the requirements of these Articles of Association concerning the number of independent non-executive directors, the Company shall make up the number of independent non-executive directors in accordance with regulations.</p>	<p>If an independent non-executive director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive director, thereby causing the failure of the Company to meet the requirements of these Articles of Association concerning the number of independent non-executive directors, the Company shall make up the number of independent non-executive directors in accordance with regulations.</p>	
<p>Article 133 All matters not prescribed in this section for the independent non-executive director system shall be dealt with pursuant to relevant laws, regulations, rules and listing rules of the stock exchange where the Company's shares are listed.</p>	<p>Article 147 Article 133 <u>The Company shall formulate working rules of the independent directors, with a specific definition of the qualifications, nomination, election and replacement, rights and obligations, legal responsibilities, etc. Such rules shall be approved by the general meeting.</u></p> <p>All matters not prescribed in this section for the independent non-executive directors system shall be dealt with pursuant to relevant laws, regulations, rules and listing rules of the places stock exchange where the Company's shares are listed.</p>	<p>Article 34 of the Code of Corporate Governance for Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 134 The board of directors shall be accountable to the general meetings and exercise the following functions and powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(V) to formulate the Company’s profit distribution plan and the plan for making up losses;</p> <p>(VI) to formulate proposals for the increase or reduction of the Company’s registered capital and the issuance of shares, debentures or other securities and the listing project of the Company;</p> <p>(VII) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p>	<p>Article 148 Article 134 The board of directors shall be accountable to the general meetings and exercise the following functions and powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(V) to formulate the Company’s profit distribution plan and the plan for making up losses;</p> <p>(VI) to formulate proposals for the increase or reduction of the Company’s registered capital and the issuance of shares, debentures or other securities and the listing project of the Company;</p> <p>(VII) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(VIII) to decide on such matters as the Company’s investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, entrustment of financial services, connected transactions, banking facilities, loans (including but not limited to working capital loans, commercial bank acceptance, letter of guarantee, and letter of credit), etc., except those required to be considered by the general meeting in accordance with the relevant laws and regulations and the Articles of Association;</p> <p>(IX) to determine on the establishment of the Company’s internal management bodies;</p> <p>(X) to engage or dismiss the Company’s president and secretary to the board of directors; to engage or dismiss such senior management members as vice president, head of Financial Management Department and etc., as proposed by the president, and deciding on matters relating to their remuneration, rewards and punishments;</p> <p>(XI) to formulate the basic management systems of the Company;</p>	<p>(VIII) to decide on such matters as the Company’s investments in third parties, purchase and sale of assets, asset mortgages, <u>pledge</u>, the provision of security for third parties, entrustment of financial services, connected transactions, banking facilities, loans (including but not limited to working capital loans, commercial bank acceptance, letter of guarantee, and letter of credit), etc., except those required to be considered by the general meeting in accordance with the relevant laws and regulations, <u>the listing rules of the stock exchanges where the Company’s shares are listed</u> and the Articles of Association;</p> <p><u>(IX) to formulate the share incentive plan of the Company;</u></p> <p>(IX) to determine on the establishment of the Company’s internal management bodies;</p> <p><u>(XI)</u> to engage or dismiss the Company’s president and secretary to the board of directors; to engage or dismiss such senior management members as vice president, head of Financial Management Department and etc., as proposed by the president, and deciding on matters relating to their remuneration, rewards and punishments;</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(XII) to formulate proposals for amendments to the Articles of Association;</p> <p>(XIII) to manage the information disclosure of the Company;</p> <p>(XIV) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;</p> <p>(XV) to listen to the work reports of the Company's president and inspect his or her work;</p> <p>(XVI) to decide the establishment of special committees and their compositions;</p> <p>(XVII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (VI), (VII) and (XII) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p>	<p>(XII) to formulate the basic management systems of the Company;</p> <p>(XIII) to formulate proposals for amendments to the Articles of Association;</p> <p>(XIVHH) to manage the information disclosure of the Company;</p> <p>(XVF) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;</p> <p>(XVI) to listen to the work reports of the Company's president and inspect his or her work <u>and approve the work reports of the president;</u></p> <p>(XVII) to decide the establishment of special committees and their compositions;</p> <p>(XVIII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (VI), (VII) and (XIII) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 141 Meetings of the board of directors are divided into regular meetings and interim meetings. The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board of directors.</p> <p>An extraordinary meeting of the board of directors may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, president or the board of supervisors. Chairman of the board of directors shall convene and chair the meeting of the board of directors within 10 days after receiving such proposal.</p>	<p>Article 155 Article 141 Meetings of the board of directors are divided into regular meetings and interim meetings. The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board of directors.</p> <p>An extraordinary meeting of the board of directors may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one-half of the independent non-executive directors, president or the board of supervisors. Chairman of the board of directors shall convene and chair the meeting of the board of directors within 10 days after receiving such proposal.</p>	<p>Article 115 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 159 Directors shall personally attend meetings of the board of directors, and express clear opinions on matters considered. In the event that a director is unable to attend a meeting for any reason, he/she may appoint another director in writing to vote on his/her behalf according to his/her intention. The power of attorney shall set out the name of the proxy, the subject matter, the scope of the authorization and the validity period, and shall be signed and sealed by the principal;. The principal shall assume legal responsibilities independently. A director appointed as the proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authorization. Where a director is unable to attend a meeting of the board of directors and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting. An independent director shall not appoint a non-independent director to vote on his/her behalf.</u></p>	<p>Article 121 of the Guidelines on Articles of Association; Article 22 of the Code of Corporate Governance for Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 146 Votes at meetings of the board of directors held in person (including meetings held by video conference) shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions may be adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and dismissal of the secretary to the board of directors shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.</p>	<p>Article 161 Article 146 Votes at meetings of the board of directors held in person (including meetings held by video conference) shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions may be adopted by means of <u>tele-conference, video conference and other electronic means of communication or in written forms (including via fax and e-mail, together with the electronic means of communication, “Voting by Correspondence”</u>) correspondence, and such resolutions shall be signed by the directors in attendance. But a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and dismissal of the secretary to the board of directors shall not be held <u>in a written form</u> by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>For a motion considered and passed at a meeting of the board of directors and adopted as the corresponding resolution, more than half of all of the Company’s directors must cast an affirmative vote therefor. When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a cast one more vote. If laws or these Articles of Association require the consent of a larger number of directors for the adoption of a resolution, such provisions shall prevail.</p> <p>In the event of a conflict between the content and import of different resolutions, the resolution adopted the later in time shall prevail.</p>	<p><u>A resolution of the board of directors shall be passed by more than one-half of all the directors.</u> For a motion considered and passed at a meeting of the board of directors and adopted as the corresponding resolution, more than half of all of the Company’s directors must cast an affirmative vote therefor. When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a cast one more vote. If laws or these Articles of Association require the consent of a larger number of directors for the adoption of a resolution, such provisions shall prevail.</p> <p>In the event of a conflict between the content and import of different resolutions, the resolution adopted the later in time shall prevail.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 147 If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he or she may not exercise his or her right to vote regarding such resolution, nor may he or she exercise the voting right of another director as such director’s proxy thereon. Such a meeting of the board of directors may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a connected relationship. If the meeting of the board of directors is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.</p> <p>The definition and scope of connected director are subject to relevant requirements of the securities regulatory authority and stock exchange of the place where the shares of the Company are listed.</p>	<p>Article 162 Article 147 If a director has a related connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he or she may not exercise his or her right to vote regarding such resolution, nor may he or she exercise the voting right of another director as such director’s proxy thereon. Such a meeting of the board of directors may be held only if more than one half of the directors without a related connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a related connected relationship. If the meeting of the board of directors is attended by less than three directors without a related connected relationship, the matter shall be submitted to the general meeting for consideration.</p> <p>The definition and scope of connected director are subject to relevant requirements of the securities regulatory authority and stock exchange of the place where the shares of the Company are listed.</p>	–

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 148 If at least one-quarter of the directors in attendance or at least two independent non-executive directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal.</p> <p>The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.</p>	<p>Article 163 Article 148 If at least one-half quarter of the directors in attendance or at least two independent non-executive directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reasons, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal.</p> <p>The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.</p>	<p>Article 24 of the Model Rules of Procedure of the Board of Listed Companies on the Shanghai Stock Exchange</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 149 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending a meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the board of directors shall be kept for a period of ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or these Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.</p>	<p>Article 164 Article 149 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending a meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the board of directors shall be kept for a period of ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or these Articles of Association, <u>resolutions of the general meeting</u>, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.</p>	<p>Article 23 of the Code of Corporate Governance for Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 151 Where necessary, the board of directors may establish relevant special committees such as the nomination committee, audit committee, and remuneration and appraisal committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.</p>	<p>Article 166 Article 151 <u>An audit Committee is established under the board of directors and</u> where necessary, the board of directors may establish relevant special committees such as <u>strategic committee,</u> nomination committee, audit committee; and remuneration and appraisal committee. <u>Special committees shall be responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. The proposals shall be submitted to the board of directors for consideration and decision. All members of the special committees shall be directors, among which independent directors shall account for the majority of members and shall serve as the convener of the audit committee, nomination committee and remuneration and appraisal committee. The convener of the audit committee shall be an accounting professional.</u> to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.</p>	<p>Article 107 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 155 The Company shall have a president and several vice presidents, all of whom shall be appointed or dismissed by the board of directors.</p> <p>The president and vice president shall serve terms of three years and may serve consecutive terms if reappointed. A director may concurrently serve as the president or vice president. However, the chairman of the board of directors may not concurrently serve as the president.</p>	<p>Article 170 Article 155 The Company shall have a president and several vice presidents, all of whom shall be appointed or dismissed by the board of directors.</p> <p>The president, and vice president and other senior management members shall serve terms of three years and may serve consecutive terms if reappointed. A director may concurrently serve as the president and vice president. However, the chairman of the board of directors may not concurrently serve as the president.</p>	Article 127 of the Guidelines on Articles of Association
<p>Article 156 Persons who hold any position other than that of director with the Company’s Controlling Shareholder or Actual Controller may not serve in senior management members positions of the Company.</p>	<p>Article 171 Article 156 Persons who hold any administrative position other than that of director and supervisor with the Company’s Controlling Shareholder or Actual Controller may not serve in senior management members positions of the Company.</p>	Article 126 of the Guidelines on Articles of Association
<p>Article 159 The president shall formulate Detailed Rules for the Work of the President and implement the same after obtaining approval of the board of directors.</p>	<p>Article 174 Article 159 The Company president shall formulate Detailed Rules for the Work of the President and implement the same after obtaining approval of the board of directors.</p>	–
<p>Article 162 In the exercise of his or her functions and powers, the president shall perform his or her fiduciary duty and obligation of diligence in accordance with laws and these Articles of Association. If the president violates a law or breaches these Articles of Association in the course of performing his or her duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages.</p>	<p>Article 177 Article 162 In the exercise of his or her functions and powers, the president and other senior management members shall perform his or her fiduciary duty and obligation of diligence in accordance with laws and these Articles of Association. If the president and other senior management members violates a law or breaches these Articles of Association in the course of performing his or her duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages.</p>	Article 134 of the Guidelines on Articles of Association

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 171 The Company shall have a Supervisory Committee, which shall consist of five supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Supervisory Committee.</p> <p>The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company’s employees. The supervisors who represent the employees shall not be less than one-third of the supervisors.</p>	<p>Article 186 Article 171 The Company shall have a Supervisory Committee, which shall consist of five supervisors. The Supervisory Committee shall have one chairman, and may have one vice chairman. The whose appointment and dismissal of the chairman shall be subject to the affirmative vote of at least two-thirds of the members of the Supervisory Committee.</p> <p>The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company’s employees. The supervisors who represent the employees shall not be less than one-third of the supervisors.</p>	<p>Article 143 of the Guidelines on Articles of Association</p>
<p>Article 172 The Supervisory Committee shall be accountable to the general meeting and exercise the following functions and powers in accordance with the law:</p> <p>(I) to review the regular reports of the Company prepared by the board of directors and to submit written review opinions thereon;</p> <p>(II) to examine the Company’s finances, and, when necessary, it may appoint a separate accounting firm in the Company’s name to independently review the Company’s finances;</p>	<p>Article 187 Article 172 The Supervisory Committee shall be accountable to the general meeting and exercise the following functions and powers in accordance with the law:</p> <p>(I) to review the regular reports of the Company prepared by the board of directors and to submit written review opinions thereon;</p> <p>(II) to examine the Company’s finances, and, when necessary, it may appoint a separate accounting firm in the Company’s name to independently review the Company’s finances;</p>	<p>Article 48 of the Code of Corporate Governance for Listed Companies</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
(III) to supervise the directors, the president and other senior management members in the performance of their duties and to propose the removal of directors or senior management members who violate laws or breach these Articles of Association or resolutions of the general meeting;	(III) to supervise the directors, the president and other senior management members in the performance of their duties and to propose the removal of directors or senior management members who violate laws or breach these Articles of Association or resolutions of the general meeting;	
(IV) if an act of a director or of the president or another senior management member is detrimental to the Company's interests, to require him or her to correct such act;	(IV) if an act of a director or of the president or another senior management member is detrimental to the Company's interests, to require him or her to correct such act;	
(V) to propose the holding of extraordinary general meetings and, in the event that the board of directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the law;	(V) to propose the holding of extraordinary general meetings and, in the event that the board of directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the law;	
(VI) to submit motions to the general meeting;	(VI) to submit motions to the general meeting;	
(VII) to sue directors or senior management members in accordance with relevant laws; and	(VII) to sue directors or senior management members in accordance with relevant laws; and	
(VIII) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist it in its work in the event that it discovers any irregularities in the Company's operations.	(VIII) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist it in its work in the event that it discovers any irregularities in the Company's operations.	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The reasonable expenses incurred in engaging a professional, such as a lawyer, certified public accountant, professional auditor, etc., by the Supervisory Committee in exercising its functions and powers shall be borne by the Company.</p>	<p>The reasonable expenses incurred in engaging a professional, such as a lawyer, certified public accountant, professional auditor, etc., by the Supervisory Committee in exercising its functions and powers shall be borne by the Company.</p> <p><u>The Supervisory Committee may require the directors, senior management members, internal and external auditors, etc. to attend the meetings of the Supervisory Committee, and answer the questions concerned.</u></p>	
<p>Article 173 At least one regular meeting of the Supervisory Committee shall be held every six months and shall be convened by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, a supervisor jointly elected by at least one half of the supervisors shall convene and preside over the meeting.</p>	<p>Article 188 Article 173 At least one regular meeting of the Supervisory Committee shall be held every six months. <u>Supervisors may propose the convening of an extraordinary meeting of the Supervisory Committee.</u></p> <p><u>Meetings of the Supervisory Committee</u> and shall be convened <u>and presided over</u> by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, <u>meetings of the Supervisory Committee shall be convened and presided over by the vice chairman of the Supervisory Committee, and if the vice chairman of the Supervisory Committee is unable or fails to perform his or her duties,</u> a supervisor jointly elected by at least one half of the supervisors shall convene and preside over the meeting.</p>	<p>Article 143 and 145 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 174 The Supervisory Committee shall formulate the Rules of Procedure for the Supervisory Committee, which shall specify the procedures for the discussion of matters and voting of the Supervisory Committee so as to ensure the efficiency of work and rationality of the decisions of the Supervisory Committee.</p>	<p>Article 189 Article 174 The Supervisory Committee shall formulate the Rules of Procedure for the Supervisory Committee, which shall specify the procedures for the discussion of matters and voting of the Supervisory Committee so as to ensure the efficiency of work and rationality of the decisions of the Supervisory Committee. <u>The Rules of Procedure for the Supervisory Committee shall be drafted by the Supervisory Committee and subject to the approval by the general meeting.</u></p>	<p>Article 146 of the Guidelines on Articles of Association</p>
<p>Article 175 Votes at meetings of the Supervisory Committee shall be conducted by disclosed ballot and each supervisor shall have one vote.</p>	<p>Article 190 Article 175 <u>The meeting of the Supervisory Committee may not be held unless two-thirds or more of supervisors are present.</u> Votes at meetings of the Supervisory Committee shall be conducted by disclosed ballot and each supervisor shall have one vote.</p>	<p>Article 109 of the Mandatory Provisions</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Votes at on-site meetings of the Supervisory Committee (including meetings held by video conference) may be conducted by a show of hands or disclosed ballot. If a supervisor attends an on-site meeting by way of telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Supervisory Committee, votes may be conducted and resolutions may be adopted by means of communication, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of communication, and if a supervisor fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.</p>	<p>Votes at on-site meetings of the Supervisory Committee (including meetings held by video conference) may be conducted by a show of hands or disclosed ballot. If a supervisor attends an on-site meeting by way of telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Supervisory Committee, votes may be conducted and resolutions may be adopted by means of <u>tele-conference, video conference and other electronic means of communication or in written form (including via fax and e-mail, together with the electronic means of communication, “Voting by Correspondence”)</u> communication, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of communication, and if a supervisor fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>The voting options open to supervisors are consent, opposition or abstention. The supervisors present at a meeting shall select one from the foregoing options. If a supervisor fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain.</p> <p>Resolutions of the Supervisory Committee shall require the affirmative vote of at least two-thirds of the members of the Supervisory Committee for adoption.</p>	<p>The voting options open to supervisors are consent, opposition or abstention. The supervisors present at a meeting shall select one from the foregoing options. If a supervisor fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain.</p> <p>Resolutions of the Supervisory Committee shall require the affirmative vote of at least two-thirds of the members of the Supervisory Committee for adoption.</p>	
<p>Article 176 The Supervisory Committee shall record the decisions of all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. If a supervisor has different opinions on the meeting minutes, he or she may give a written explanation thereof at the time of signing.</p> <p>If a supervisor fails to sign the meeting minutes for confirmation in accordance with the preceding paragraph, and does not give a written explanation of his or her objections, he or she shall be deemed as being in full agreement with the meeting minutes.</p>	<p>Article 191 Article 176 The Supervisory Committee shall record the decisions of all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. If a supervisor has different opinions on the meeting minutes, he or she may give a written explanation thereof at the time of signing.</p> <p>If a supervisor fails to sign the meeting minutes for confirmation in accordance with the preceding paragraph, and does not give a written explanation of his or her objections, he or she shall be deemed as being in full agreement with the meeting minutes.</p> <p><u>The minutes of meetings of the Supervisory Committee shall be kept as company files for a period of not less than 10 years.</u></p>	<p>Article 147 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 177 The minutes of meetings of the Supervisory Committee, together with the meeting notice, meeting materials, meeting sign-in register, the instruments of appointment of supervisor proxies, the sound recording of the meeting and the vote ballots shall serve as Company files and be kept by the office of the Supervisory Committee for a period of not less than 10 years.</p>	<p>Article 177—The minutes of meetings of the Supervisory Committee, together with the meeting notice, meeting materials, meeting sign-in register, the instruments of appointment of supervisor proxies, the sound recording of the meeting and the vote ballots shall serve as Company files and be kept by the office of the Supervisory Committee for a period of not less than 10 years.</p>	–
	<p><u>Article 197 The directors shall comply with laws, administrative regulations and these Articles of Association and assume the following duties of diligence to the Company;</u></p> <p><u>(I) exercising prudently, carefully and diligently the rights granted by the Company so as to ensure that the Company’s commercial acts are in line with laws, administrative regulations and various requirements of economic policies of the State and that its business activities are within the scope of business prescribed in the business license;</u></p> <p><u>(II) treating all shareholders fairly;</u></p> <p><u>(III) timely having knowledge of the business operation and management of the Company;</u></p>	<p>Article 98 and 125 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(IV) signing written confirmation of the regular reports of the Company and ensuring the truthfulness, accuracy and completeness of the information disclosed by the Company;</u></p> <p><u>(V) honestly providing relevant information and materials to the Supervisory Committee and not impeding the Supervisory Committee or supervisors to exercise its/their functions or powers;</u></p> <p><u>(VI) other duties of diligence prescribed by laws, administrative regulations, departmental rules and these Articles of Association.</u></p> <p><u>The preceding paragraphs (IV) to (VI) also apply to senior management members.</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 199 The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.</p>	<p>Article 214 Article 199 The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. <u>The Company shall submit its annual financial and accounting report to the CSRC and the stock exchanges within 4 months from the ending date of each fiscal year, shall submit its half-year financial and accounting report to the local representative office of the CSRC and stock exchanges within 2 months from the ending date of the first 6 months of each fiscal year, and shall submit its quarterly financial and accounting report to the local representative office of the CSRC and stock exchanges within 1 month from the ending dates of the first 3 months and first 9 months of each fiscal year.</u></p> <p><u>The abovementioned financial and accounting reports shall be prepared in accordance with relevant laws and announced pursuant to relevant requirements of the securities regulatory authorities of the places where the Company’s shares are listed.</u></p> <p><u>Where the listing rules of the places where the Company’s shares are listed provide otherwise, such provisions shall prevail.</u></p>	<p>Article 150 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 224 The basic principles for profit distribution of the Company:</u></p> <p><u>(I) the Company shall take full account of return to investors and distribute dividends to its shareholders each year according to the required proportion of the distributable profit attributable to shareholders of the Company realized in that year;</u></p> <p><u>(II) the profit distribution policy of the Company shall maintain continuity and stability, and taking into account the long-term interests of the Company, the interests of all shareholders as a whole and the sustainable development of the Company; and</u></p> <p><u>(III) the Company shall give priority to cash dividends as the method of profit distribution.</u></p>	<p>Article 152 and 155 of the Guidelines on Articles of Association</p>
	<p><u>Article 225 The specific profit distribution policies of the Company:</u></p> <p><u>(I) form of profit distribution: the Company shall distribute dividends in the form of cash, shares or in a combination of cash and shares. If conditions for cash dividends are met, the Company shall distribute profits in cash dividends.</u></p>	<p>Article 152 and 155 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(II) intervals of profit distribution: the Company, in principle, shall adopt an annual profit distribution policy. The board of directors of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.</u></p> <p><u>(III) specific conditions for the Company to distribute cash dividends:</u></p> <p><u>except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:</u></p> <p><u>1. negative net operating cash flow in the current year;</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>2. any major external investment or capital expenditure plan (excluding fundraising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company’s accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the Company’s audited net assets in the most recent fiscal year;</u></p> <p><u>3. other circumstances which the board of directors believes to be not suitable for distributing cash dividends.</u></p> <p><u>(IV) specific conditions for the Company to distribute share dividends: on the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may propose a plan for share dividend distribution when the Company is in good operating condition and the board of directors believes that the Company’s share price does not match the size of its share capital, and the distribution of share dividends is beneficial to the interests of all the shareholders of the Company as a whole.</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(V) differentiated cash dividend policies</u></p> <p><u>The board of directors of the Company will stipulate differentiated cash dividend policies, in accordance with the procedures stipulated in these Articles of Association and taking various factors into consideration, including the industry features, development stages, own business model, profitability and whether there are major capital expenditure arrangements:</u></p> <p><u>1. if the Company is in a developed stage and has no major capital expenditure arrangement, cash dividends shall take up a minimum of 80% in profit distribution;</u></p> <p><u>2. if the Company is in a developed stage and has major capital expenditure arrangement, cash dividends shall take up a minimum of 40% in profit distribution;</u></p> <p><u>3. if the Company is in a developing stage and has major capital expenditure arrangement, cash dividends shall take up a minimum of 20% in profit distribution;</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p align="center"><u>4. if it is difficult to distinguish the development stage of the Company, but the Company has major capital expenditure arrangement, the profit distribution may be dealt with pursuant to the preceding paragraphs.</u></p>	
	<p><u>Article 226 Deliberation procedure for the profit distribution plan of the Company</u></p> <p><u>(I) the profit distribution plan of the Company shall be prepared by the management according to the Company’s actual profitability, cash flow, future business plan and other factors, and shall be submitted to the board of directors of the Company for deliberation. The board of directors shall have an adequate discussion on the reasonability of the profit distribution plan, and independent non-executive directors shall provide definite opinions. The profit distribution plan shall be submitted to the general meeting for deliberation after deliberated by the Board.</u></p>	<p>Article 152 and 155 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p>(II) <u>when the Company formulates the specific plan for cash dividends, the board of directors shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company’s decision-making procedure and other matters, and independent non-executive directors shall provide definite opinions. Independent non-executive directors may solicit the opinions of minority shareholders, present cash dividend proposals and submit them directly to the board of directors for deliberation.</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(III) before the profit distribution plan is considered at the general meeting of the Company, the Company will actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through multiple channels and fully listen to the opinions and requests of minority shareholders. In addition to arrangements for listening to opinions of shareholders at the general meeting, the Company will also actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through shareholder hotline, investor relations interactive platform and by other means to timely respond to the concerns of minority shareholders, and provides online voting method to shareholders during convening of the general meeting.</u></p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>(IV) when the Company does not distribute cash dividends due to the aforesaid special circumstances, the board of directors shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company's retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation after independent non-executive directors provide definite opinions and shall be disclosed in the media designated by the Company.</u></p>	
	<p><u>Article 227 Modification of the profit distribution policy of the Company:</u></p> <p><u>The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the specific profit distribution plan deliberated and approved at the general meeting. The Company may adjust the profit distribution policy if the production and operation of the Company are significantly affected by the changes in the Company's external operating environment or it is indeed necessary to adjust the profit distribution policy determined in the Articles of Association due to great changes in operation status of the Company.</u></p>	<p>Article 152 and 155 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>The board of directors shall conduct special discussion on the adjustment to the profit distribution policy made by the Company to study reasons for the adjustment in details and form a written study report. Proposals on adjustment to the profit distribution plan shall be deliberated by the board of directors of the Company, on which independent non-executive directors shall provide definite opinions, and shall be submitted to the general meeting for deliberation and be approved by at least two-thirds of voting rights held by the shareholders attending the general meeting.</u></p>	
<p>Article 212 Cash dividends and other payments by the Company to holders of domestic investment shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign investment shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares and other holders of foreign investment shares shall be handled in accordance with state regulations on foreign exchange control.</p>	<p><u>Article 231</u> Article 212 Cash dividends and other payments by the Company to holders of domestic investment shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign investment shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares and other holders of foreign investment shares shall be handled in accordance with state regulations on foreign exchange control. <u>Except for otherwise required by relevant laws and administrative regulations, applicable interest rate shall be average middle exchange rate for relevant foreign currency to Renminbi as announced by the People’s Bank of China 3 business days before the announcement date of dividends and other payments (inclusive of the day on which the announcement is made).</u></p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 217 The term of engagement of an accounting firm engaged by the Company shall commence upon the adjournment of the annual general meeting of the Company and end upon the adjournment of the next annual general meeting.</p>	<p>Article 236 Article 217 <u>Except as otherwise provided herein, engagement of an accounting firm by the Company shall be subject to the resolution of the general meeting, and the board of directors shall not appoint the accounting firm until the general meeting makes its decision.</u> The term of engagement of an accounting firm engaged by the Company shall commence upon the adjournment of the annual general meeting of the Company and end upon the adjournment of the next annual general meeting. <u>The accounting firm may be reappointed upon expiry of its term.</u></p>	<p>Article 158 and 159 of the Guidelines on Articles of Association</p>
	<p>Article 238 <u>The Company shall undertake to provide the engaged accounting firm with true and complete accounting evidence, accounting books, financial and accounting reports, and other accounting information, and shall not reject, conceal or misstate any information.</u></p>	<p>Article 160 of the Guidelines on Articles of Association</p>
	<p>Article 261 <u>The board of directors may amend these Articles of Association in accordance with the resolution on amendments to these Articles of Association of the general meeting and the approval opinions of the relevant competent authorities.</u></p>	<p>Article 190 of the Guidelines on Articles of Association</p>
	<p>Article 262 <u>Any amendments to the Articles of Association shall be subject to announcement if so required to disclose by the laws, regulations and the listing rules of places where the Company's shares are listed.</u></p>	<p>Article 191 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 242 Notices (for the purposes of this Chapter, the term “notice” includes Company communications and other written materials) of the Company shall be given or provided by one or more of the following means:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by such electronic means as e-mail, fax, etc. or on information media;</p> <p>(IV) by way of a public announcement;</p> <p>(V) other ways as recognized by the securities regulatory authorities of the place where the Company is listed or as required by these Articles of Association.</p>	<p>Article 264 Article 242 Notices (for the purposes of this Chapter, the term “notice” includes Company communications and other written materials) of the Company shall be given or provided by one or more of the following means:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by such electronic means as e-mail, fax, etc. or on information media;</p> <p>(IV) by way of a public announcement;</p> <p>(V) other ways as recognized by the securities regulatory authorities of the place where the Company is listed or as required by these Articles of Association.</p> <p><u>An announcement on the notice to be sent to holders of domestic investment shares by the Company shall be published on one or several media designated by the securities authorities under the State Council.</u></p>	<p>Article 164 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign investment shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the SEHK through the electronic publishing system of the SEHK for immediate release on the website of the SEHK in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign investment shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</p> <p> Holders of the Company’s overseas listed foreign investment shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</p>	<p>Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign investment shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the SEHK through the electronic publishing system of the SEHK for immediate release on the website of the SEHK in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign investment shares <u>in accordance with to their specific requirements for delivery</u> by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</p> <p> Holders of the Company’s overseas listed foreign investment shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>For domestic shareholders and holders of overseas listed foreign investment shares who do not choose in written form to obtain by post the Company communications that the Company shall send to the shareholders, once the notice sent by the Company is announced, it shall be deemed that all relevant parties have received such notice.</u></p>	
<p>Article 243 For a Company notice given by hand, the person on whom it is served shall sign on (or affix his or her seal to) the note of receipt, and the date on which he or she signed in receipt shall be the date of service.</p> <p>For a Company notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office.</p> <p>For a Company notice given by fax, e-mail or publication on a website, the date on which such notice is dispatched shall be the date of service.</p> <p>For a Company notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper or periodical that satisfies relevant regulations or given by the method set forth in Article 242 of these Articles of Association.</p>	<p>Article 265 Article 243 For a Company notice given by hand, the person on whom it is served shall sign on (or affix his or her seal to) the note of receipt, and the date on which he or she signed in receipt shall be the date of service.</p> <p>For a Company notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office.</p> <p>For a Company notice given by fax, e-mail or publication on a website, the date on which such notice is dispatched shall be the date of service.</p> <p>For a Company notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper or periodical that satisfies relevant regulations or given by the method set forth in Article 242 of these Articles of Association.</p>	<p>Article 168 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<p><u>Article 267 The Company shall designate at least a newspaper and a website in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic investment shares. If an announcement shall be sent to holders of H Shares in accordance with the listing rules of the places where the Company’s shares are listed and the Articles of Association, it shall be published by the methods specified in SEHK Listing Rules.</u></p> <p><u>The information disclosed by the Company on other public media shall not be earlier than those disclosed on designated newspapers and designated websites. The announcement of the Company may not be substituted by press conference, answer to reporter’s questions or other forms. The board of directors shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchanges in the places where the shares of the Company are listed.</u></p>	<p>Article 170 of the Guidelines on Articles of Association</p>

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>Article 248 Unless otherwise required by the context, the following terms used in these Articles of Association shall have the meanings assigned to them below:</p> <p>(I) “controlling shareholder” means a person that satisfies any of the following conditions:</p> <p style="padding-left: 40px;">(i) he or she, acting alone or in concert with others, has the power to elect at least one half of the directors;</p> <p style="padding-left: 40px;">(ii) he or she, acting alone or in concert with others, has the power to exercise or to control the exercise of at least 30 percent of the Company’s voting rights;</p> <p style="padding-left: 40px;">(iii) he or she, acting alone or in concert with others, holds at least 30 percent of the outstanding shares of the Company; or</p> <p style="padding-left: 40px;">(iv) he or she, acting alone or in concert with others, actually controls the Company in any other manner;</p> <p>(II) “acting in concert” means action taken by two or more persons pursuant to an agreement (whether oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p>	<p>Article 271 Article 248 Unless otherwise required by the context, the following terms used in these Articles of Association shall have the meanings assigned to them below:</p> <p>(I) “controlling shareholder” means a person that satisfies any of the following conditions:</p> <p style="padding-left: 40px;">(i) he or she, acting alone or in concert with others, has the power to elect at least one half of the directors;</p> <p style="padding-left: 40px;">(ii) he or she, acting alone or in concert with others, has the power to exercise or to control the exercise of at least 30 percent of the Company’s voting rights;</p> <p style="padding-left: 40px;">(iii) he or she, acting alone or in concert with others, holds at least 30 percent of the outstanding shares of the Company; or</p> <p style="padding-left: 40px;">(iv) he or she, acting alone or in concert with others, actually controls the Company in any other manner;</p> <p>(II) “acting in concert” means action taken by two or more persons pursuant to an agreement (whether oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p>	-

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
<p>(III) “actual controller” means a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement;</p> <p>(IV) “connected relationship” means the relationship between the Company’s controlling shareholder, actual controller, a director, a supervisor or senior officer (including the associates of the above parties as defined in the Listing Rules of Hong Kong Stock Exchange) on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company’s interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue of the fact that such enterprises are under the common control of the state.</p>	<p>(III) “actual controller” means a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement;</p> <p>(IV) <u>subject to the context and the securities regulatory requirements of the places where the Company’s shares are listed, the terms “related” and “related party(ies)” used herein shall refer to (1) the terms “connected” and “connected person(s)” as stipulated in the SEHK Listing Rules, or (2) the terms “related” and “related party(ies)” as stipulated in the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.</u> “connected relationship” means the relationship between the Company’s controlling shareholder, actual controller, a director, a supervisor or senior officer (including the associates of the above parties as defined in the Listing Rules of Hong Kong Stock Exchange) on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company’s interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue of the fact that such enterprises are under the common control of the state.</p>	

**APPENDIX II TABLE OF EXISTING ARTICLES WITH AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Before amendment	After amendment	Basis of amendment
	<u>Article 273</u> The appendixes to these Articles of Association include the Rules of Procedure for General Meetings, the Rules of Procedure for the Board and the Rules of Procedure for the Supervisory Committee.	Article 197 of the Guidelines on Articles of Association
Article 250 The board of directors is responsible for explaining these Articles of Association.	<u>Article 274</u> Article 250 The board of directors is responsible for explaining these Articles of Association. <u>Matters not contained herein shall be proposed by the board of directors to the general meeting for approval by resolutions.</u> <u>Subject to consideration and approval at the general meeting, these Articles of Association shall be implemented from the date of the initial public offering and listing of Renminbi ordinary shares (A shares) of the Company.</u>	–

**RULES OF PROCEDURE FOR GENERAL MEETINGS OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

TABLE OF PROPOSED AMENDMENTS ALONG WITH EXISTING ARTICLES

Before amendment	After amendment
<p>Article 1 For the purposes of safeguarding the legitimate interests of Hebei Construction Group Corporation Limited (the “Company”) and its shareholders, specifying the duties and authorities of the general meeting, ensuring the standardized, efficient and steady operation of the general meeting and its lawful exercise of the functions and powers, guaranteeing the effective exercise of their functions and powers by the shareholders as well as protecting the legitimate interests of the shareholders, these Rules have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of Hebei Construction Group Corporation Limited (the “Articles of Association”) and other laws and the laws of the stock exchanges of the places where the shares of the Company are listed after taking into account the Company’s actual condition.</p>	<p>Article 1 For the purposes of safeguarding the legitimate interests of Hebei Construction Group Corporation Limited (the “Company”) and its shareholders, specifying the duties and authorities of the general meeting, ensuring the standardized, efficient and steady operation of the general meeting and its lawful exercise of the functions and powers, guaranteeing the effective exercise of their functions and powers by the shareholders as well as protecting the legitimate interests of the shareholders, these Rules have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, <u>the Code of Corporate Governance for Listed Companies, the Rules Governing Shareholders’ General Meetings of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<u>SEHK</u> Listing Rules”), the Articles of Association of Hebei Construction Group Corporation Limited (the “Articles of Association”) and other laws and the laws of the stock exchanges of the places where the shares of the Company are listed after taking into account the Company’s actual condition.</p>
<p>Article 3 The general meeting shall consist of all the shareholders of the Company, and exercise its functions and powers specified by the laws, the Listing Rules and the Articles of Association. Any entity or individual shall not unlawfully interfere with the shareholder’s disposal of his/her own rights.</p>	<p>Article 3 The general meeting shall consist of all the shareholders of the Company, and exercise its functions and powers specified by the laws, the Listing Rules <u>listing rules of the places where the shares of the Company are listed</u> and the Articles of Association. Any entity or individual shall not unlawfully interfere with the shareholder’s disposal of his/her own rights.</p>

Before amendment	After amendment
<p>Article 4 Shareholders legally holding shares of the Company are all qualified for attending the general meeting in person or by proxy, and entitled to all rights in accordance with laws and these Rules, including right of information, right to speak, inquiry right and voting right. Shareholders and proxies attending the general meeting in person shall observe requirements of relevant laws, such as the Company Law, the Articles of Association and these Rules, take initiative to maintain the order of the meeting, and shall not infringe upon legitimate interests of other shareholders.</p>	<p>Article 4 Shareholders legally holding shares of the Company are all qualified for attending the general meeting in person or by proxy, and entitled to all rights in accordance with laws and these Rules, including right of information, right to speak, inquiry right and voting right. Shareholders and proxies attending the general meeting in person shall observe requirements of relevant laws, such as the Company Law, <u>the listing rules of the places where the shares of the Company are listed</u>, the Articles of Association and these Rules, take initiative to maintain the order of the meeting, and shall not infringe upon legitimate interests of other shareholders.</p>
<p>Article 5 In accordance with requirements regarding the holding of general meetings as stipulated under the Company Law and other relevant laws, the Listing Rules, the Articles of Association and these Rules, the general meetings shall be organized in a prudent and timely manner. All directors of the Company shall perform their due diligence obligations to ensure that the general meeting can be convened normally and its functions and powers can be exercised in accordance with the laws.</p>	<p>Article 5 In accordance with requirements regarding the holding of general meetings as stipulated under the Company Law and other relevant laws, the <u>listing rules of the places where the Company's shares are listed</u>, the Articles of Association and these Rules, the general meetings shall be organized in a prudent and timely manner. All directors of the Company shall perform their due diligence obligations to ensure that the general meeting can be convened normally and its functions and powers can be exercised in accordance with the laws.</p>

Before amendment	After amendment
<p>Article 8 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not representatives of the employees and to decide on matters relating to their remuneration;</p> <p>(III) to consider and approve reports of the board of directors;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(VI) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(VII) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(VIII) to pass resolutions on the issuance of corporate bonds;</p> <p>(IX) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p>(X) to prepare and amend these Articles of Association;</p>	<p>Article 8 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not representatives of the employees and to decide on matters relating to their remuneration;</p> <p>(III) to consider and approve reports of the board of directors;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(VI) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(VII) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(VIII) to pass resolutions on the issuance of corporate bonds;</p> <p>(IX) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p>(X) to prepare and amend these Articles of Association;</p>

Before amendment	After amendment
(XI) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;	(XI) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;
(XII) to consider motions raised by a shareholder alone or shareholders together holding at least 3 percent of the Company's voting shares;	(XII) to consider motions raised by a shareholder alone or shareholders together holding at least 3 percent of the Company's voting shares;
(XIII) to consider and approve matters relating to the purchase or disposal of material assets by the Company within one year in an amount representing more than 30 percent of the Company's latest audited total assets;	(XIII) to consider and approve matters relating to the purchase or disposal of material assets by the Company within one year in an amount representing more than 30 percent of the Company's latest audited total assets;
(XIV) to consider and approve the changes in the use of proceeds;	(XIV) to consider and approve the changes in the use of proceeds;
(XV) to consider and approve equity incentive plans;	(XV) to consider and approve equity incentive plans;
(XVI) to consider and approve matters relating to the provision of guarantee for third parties as specified in the Articles of Association	(XVI) to consider and approve matters relating to the provision of guarantee for third parties as specified in the Articles of Association
(XVII) to consider connected transactions required to be considered and approved by the general meeting as prescribed by laws and the securities regulatory rules of the place where shares of the Company are listed; and	(XVII) to consider connected transactions required to be considered and approved by the general meeting as prescribed by laws, <u>administrative regulations, department rules, regulatory documents and the securities regulatory rules of the places where shares of the Company are listed</u> and the securities regulatory rules of the place where shares of the Company are listed; and
(XVIII) to consider other matters that require to be resolved by the general meeting as prescribed by laws, relevant regulations of the securities regulator of the place where Company shares are listed, the Articles of Association and these Rules.	(XVIII) to consider other matters that require to be resolved by the general meeting as prescribed by laws, <u>administrative regulations, department rules, regulatory documents,</u> relevant regulations of the securities regulatory authorities of the places where the Company's shares are listed, the Articles of Association and these Rules relevant regulations of the securities regulator of the place where Company shares are listed, the Articles of Association and these Rules.

Before amendment	After amendment
<p>Article 9 The provision of guarantee by the Company to third parties as set forth below shall be subject to the consideration and approval of the general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided by the Company to third parties reaches or exceeds 30 percent of the latest audited total assets;</p> <p>(II) any guarantee to be provided to a shareholder, the actual controller or a related person thereof; and</p> <p>(III) other provisions of guarantees that are required to be submitted to the general meeting for approval as prescribed by the laws and the Articles of Association.</p> <p>The provision of guarantee to third parties other than as mentioned above shall be subject to the consideration and approval of the board of directors as authorized by the general meeting.</p> <p>The guarantee as mentioned in item (i) of the preceding paragraph shall be approved by more than two-thirds of voting rights held by shareholders who attend the meeting.</p> <p>The shareholders as mentioned in item (ii) of the preceding paragraph or the shareholders controlled by actual controller as mentioned in the above paragraph shall not participate in voting on the matters as mentioned in the preceding paragraph. Such matters require the affirmative votes of more than half of the other shareholders attending the meeting.</p>	<p>Article 9 The provision of guarantee by the Company to third parties as set forth below shall be subject to the consideration and approval of the general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided by the Company to third parties reaches or exceeds 30 percent of the latest audited total assets;</p> <p>(II) any guarantee to be provided to a shareholder, the actual controller or a related person thereof; and</p> <p><u>(III) any guarantee provided after the total amount of external guarantees provided by the Company or its subsidiaries reach(es) or exceed(s) 50% of the latest audited net assets;</u></p> <p><u>(IV) any guarantee provided to anyone whose gearing ratio exceeds 70%;</u></p> <p><u>(V) any single guarantee with a guarantee amount exceeding 10% of the latest audited net assets;</u></p> <p><u>(HVI)</u> other provisions of guarantees that are required to be submitted to the general meeting for approval as prescribed by the laws, <u>the listing rules of the places where the Company’s shares are listed</u> and the Articles of Association.</p> <p>The provision of guarantee to third parties other than as mentioned above <u>in the preceding paragraphs</u> shall be subject to the consideration and approval of the board of directors as authorized by the general meeting.</p>

Before amendment	After amendment
<p>If a director, general manager, deputy general manager and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws, the Articles of Association or these Rules, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p>The guarantee as mentioned in item (I) <u>of the first paragraph of this article</u> preceding paragraph shall be approved by more than two-thirds of voting rights held by shareholders who attend the meeting.</p> <p>The shareholders as mentioned in item (II) <u>of the first paragraph</u> of the preceding paragraph or the shareholders controlled by actual controller as mentioned in the above paragraph <u>this item</u> shall not participate in voting on the matters as mentioned in the preceding paragraph <u>this item</u>; <u>and</u> such matters require the affirmative votes of more than half of the other shareholders attending the meeting.</p> <p>If a director, <u>president</u> general manager, deputy general manager <u>vice president</u> and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws, <u>regulations, rules</u>, the Articles of Association or these Rules, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>

Before amendment	After amendment
<p>Article 12 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;</p> <p>(III) such is requested in writing by a shareholder alone or shareholders together holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the Supervisory Committee proposes that such a meeting shall be held;</p> <p>(VI) at least one-half of all of the independent non-executive directors agree to propose that such a meeting shall be held;</p> <p>(VII) other circumstance as specified by laws and these Articles of Association.</p>	<p>Article 12 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;</p> <p>(III) such is requested in writing by a shareholder alone or shareholders together holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the Supervisory Committee proposes that such a meeting shall be held;</p> <p>(VI) at least one-half of all of the independent non-executive directors agree to propose that such a meeting shall be held;</p> <p>(VII) other circumstance as specified by laws and these Articles of Association.</p>
	<p><u>Article 13</u> <u>Where the Company cannot convene a general meeting within the prescribed deadline as required in the preceding articles, it shall report to the local representative office of the China Securities Regulatory Commission (the "CSRC") where the Company is located and the stock exchanges where the Company's shares are listed in advance, and shall state the reasons and make announcements.</u></p>

Before amendment	After amendment
	<p><u>Article 14</u> <u>When a general meeting is held, the Company shall engage lawyers to provide legal opinions on the follow issues and make an announcement:</u></p> <p><u>(I) whether the procedures of convening and holding the meeting comply with laws, administrative regulations and the Articles of Association;</u></p> <p><u>(II) whether the qualification of attendees and convener is legal and valid;</u></p> <p><u>(III) whether the procedure and result of voting is legal and valid; and</u></p> <p><u>(IV) legal opinions on other relevant issues requested by the Company.</u></p>
<p>Article 14 Independent non-executive directors accounting for at least one-half of the Company’s independent non-executive directors shall have the right to propose to the board of directors in writing that they call an extraordinary general meeting. The board of directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid.</p> <p>If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor in writing and publish the same in a public announcement.</p>	<p><u>Article 16</u> Article 14 Independent non-executive directors accounting for at least one-half of the Company’s independent non-executive directors shall have the right to propose to the board of directors in writing that they call an extraordinary general meeting. The board of directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid.</p> <p>If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor in writing and publish the same in a public announcement.</p>

Before amendment	After amendment
<p>Article 16 A shareholder alone or shareholders together holding at least 10 percent of the Company’s shares shall have the right to make a request to the board of directors in writing that it call an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request.</p> <p>If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original proposal.</p> <p>If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the Supervisory Committee in writing that it call the extraordinary general meeting.</p> <p>If the Supervisory Committee agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original request.</p> <p>If the Supervisory Committee fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone or shareholders who together holding at least 10 percent of the shares of the Company for at least 90 days in succession may himself/herself/themselves convene and preside over such meeting.</p>	<p>Article 18 Article 16 <u>Where shareholders request to convene an extraordinary general meeting or a class meeting, the following procedures should be followed:</u></p> <p>(I) <u>shareholders individually or together holding more than 10% (including 10%) of shares with voting rights at the meeting to be convened may sign one or several written requests in the same format and with the same contents to the board of directors to convene an extraordinary general meeting or class meeting of shareholders and which shall also specify the meeting’s agenda. The aforesaid number of shares held by shareholders shall be calculated as at the date of the written request, proof of shareholding document in written shall be provided by the shareholder who proposed such request. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting or class meeting within ten (10) days upon receipt of the proposal in accordance with laws, regulations and the Articles of Association.</u> A shareholder alone or shareholders together holding at least 10 percent of the Company’s shares shall have the right to make a request to the board of directors in writing that it call an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request.</p>

Before amendment	After amendment
	<p>If the board of directors agrees to call an extraordinary general meeting <u>or class meeting</u>, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original proposal.</p> <p><u>(II)</u> If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the Supervisory Committee in writing that it call the extraordinary general meeting <u>or class meeting</u>.</p> <p>If the Supervisory Committee agrees to call the extraordinary general meeting <u>or class meeting</u>, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) is required for any changes to be made in the notice to the original request.</p> <p><u>(III)</u> If the Supervisory Committee fails to issue a notice calling the general meeting <u>or class meeting</u> by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone or shareholders who together holding at least 10 percent of the shares of the Company for at least 90 days in succession may himself/herself/ themselves convene and preside over such meeting.</p>

Before amendment	After amendment
<p>Article 17 Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below:</p> <p>(I) two or more shareholders holding in aggregate at least 10 percent of the shares carrying the voting right at the meeting to be held may sign one or more written requests of identical form and content requesting that the board of directors convene a class shareholders' meeting and stating the topics to be discussed at the meeting. The board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure for the shareholders to convene such meeting shall, to the extent possible, be identical to the procedure for the board of directors to convene the shareholders' meetings.</p>	<p>Article 17 Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below:</p> <p>(I) two or more shareholders holding in aggregate at least 10 percent of the shares carrying the voting right at the meeting to be held may sign one or more written requests of identical form and content requesting that the board of directors convene a class shareholders' meeting and stating the topics to be discussed at the meeting. The board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.</p> <p>(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure for the shareholders to convene such meeting shall, to the extent possible, be identical to the procedure for the board of directors to convene the shareholders' meetings.</p>

Before amendment	After amendment
<p>Article 18 If the Supervisory Committee or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the board of directors thereof, and issue the notice calling the extraordinary general meeting. In addition to complying with the provisions of the Articles of Association and Article 20 of these Rules, such notice shall comply with the following provisions:</p> <p>(I) the motions may not add new content, otherwise the proposing shareholder(s) or Supervisory Committee shall submit a new request to the board of directors to call a general meeting by the aforementioned procedure;</p> <p>(II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the shareholding percentages of the convening shareholders shall not be less than 10 percent.</p> <p>When the Supervisory Committee or shareholders itself/themselves convene a general meeting, the board of directors and the secretary to the board shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.</p>	<p>Article 19 Article 18 If the Supervisory Committee or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the board of directors thereof, <u>and file the same to the local representative office of the CSRC where the Company is located and the stock exchanges where the shares of the Company are listed.</u> and issue the notice calling the extraordinary general meeting. In addition to complying with the provisions of the Articles of Association and Article 20 of these Rules, such notice shall comply with the following provisions:</p> <p><u>Until the resolution(s) of the general meeting is/are made, the shareholding percentages of the convening shareholders shall not be less than 10 percent.</u></p> <p>(I) the motions may not add new content, otherwise the proposing shareholder(s) or Supervisory Committee shall submit a new request to the board of directors to call a general meeting by the aforementioned procedure;</p> <p>(II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the shareholding percentages of the convening shareholders shall not be less than 10 percent.</p>

Before amendment	After amendment
	<p><u>The convening shareholders shall provide the relevant evidence to the local representative office of the CSRC where the Company is located and the stock exchanges where the Company's shares are listed at the same time as sending the notice of general meeting and announcing the passed resolutions at the general meeting.</u></p> <p>When the Supervisory Committee or shareholders itself/themselves convene a general meeting, the Board of Directors and the secretary to the board shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.</p>
	<p><u>Article 20 When the Supervisory Committee or shareholders themselves convene a general meeting, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.</u></p>
<p>Article 19 When the Supervisory Committee or shareholders themselves convene a general meeting, the necessary expenses shall be borne by the Company.</p>	<p>Article 19 Article 19 When the Supervisory Committee or shareholders themselves convene a general meeting <u>as a result of failure to convene such meetings by the board of directors in accordance with the preceding requirements,</u> the necessary expenses shall be borne by the Company <u>and shall be deducted from the sums owed by the Company to the negligent directors.</u></p>

Before amendment	After amendment
<p>Article 22 When the Company is to hold a general meeting, it shall issue a written notice 45 days (exclusive of the date when the meeting is held) prior to the meeting informing all the registered shareholders of the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the general meeting shall, within 20 days prior to the day on which the meeting is to be held, revert the reply slip to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>Article 24 Article 22 When the Company is to hold a general meeting, it shall issue a written notice 45 days (exclusive of the date when the meeting is held) prior to the meeting informing all the registered shareholders of the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the general meeting shall, within 20 days prior to the day on which the meeting is to be held, revert the reply slip to the Company stating that they will attend the meeting. <u>Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</u></p>
<p>Article 24 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The "public announcement" referred to in the preceding paragraph shall, be published in one or more newspapers or periodicals designated by the securities regulatory authorities of the state council and the regulator of the place of listing, and on the Company's website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p>	<p>Article 26 Article 24 Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The "public announcement" referred to in the preceding paragraph shall, be published in one or more newspapers or periodicals designated by the securities regulatory authorities of the state council and the regulator of the place of listing, and on the Company's website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p>

Before amendment	After amendment
<p>For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p> <p>The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.</p> <p>Except for otherwise stipulated in these Rules, the procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. The provisions in these Rules in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.</p>	<p><u>Subject to laws, administrative regulations, regulatory documents and relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed as well as the fulfilling relevant prescribed procedures, for holders of overseas listed foreign shares, the Company may issue the notice of a general meeting to them by publication on the website of the Company or those designated by The Stock Exchange of Hong Kong Limited or otherwise permitted by SEHK Listing Rules and the Articles of Association in lieu of distributing the relevant information to the holders of overseas listed foreign shares by hand or by postage prepaid mail.</u> For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p> <p>The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.</p> <p>Except for otherwise stipulated in these Rules, the procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. The provisions in these Rules in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.</p>

Before amendment	After amendment
<p>Article 26 The notice of a general meeting shall include:</p> <p>(I) the date, place and duration of the meeting;</p> <p>(II) the matters and motions submitted to the meeting for consideration;</p> <p>(III) providing to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;</p> <p>(IV) a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, general manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, general manager or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p> <p>(V) the full text of any special resolution proposed to be approved at the meeting;</p>	<p>Article 28Article 26 The notice of a general meeting shall <u>be made in writing and shall</u> include:</p> <p>(I) the date, place and duration of the meeting;</p> <p>(II) the matters and motions submitted to the meeting for consideration;</p> <p>(III) providing to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;</p> <p>(IV) a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, general manager president or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, general manager president or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p> <p>(V) the full text of any special resolution proposed to be approved at the meeting;</p>

Before amendment	After amendment
(VI) conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be the shareholders of the Company;	(VI) conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be the shareholders of the Company;
(VII) state the time and place for serving the instruments of appointment for voting at the meeting;	(VII) state the time and place for serving the instruments of appointment for voting at the meeting;
(VIII) the date of record for the shareholders who are entitled to attend the meeting; and	(VIII) the date of record for the shareholders who are entitled to attend the meeting; and
(IX) the name and contact information of the contact person for the meeting.	(IX) the name and contact information of the contact person for the meeting.
	<p><u>Documents of general meetings containing notice and/or supplementary notice of general meetings should sufficiently and comprehensively disclose all the specific contents of all proposals. If the independent non-executive directors are required to express their opinions on a matter to be discussed, such opinion and the reasons therefor shall be disclosed when the notice or supplementary notice of the general meeting is issued.</u></p>

Before amendment	After amendment
	<p><u>Article 29</u> <u>If it is proposed to discuss the election of directors or supervisors at a general meeting, documents of general meetings containing notice of the general meeting should disclose full information of the candidates for directors and supervisors. The notice should at least include the followings:</u></p> <p><u>(I) personal information including educational background, work experience and part-time posts;</u></p> <p><u>(II) whether the candidates have related relationship with the Company or its controlling shareholders and de facto controllers;</u></p> <p><u>(III) disclosing the number of shares of the Company held by the candidates;</u></p> <p><u>(IV) whether subject to punishment by the securities regulatory authorities and stock exchanges where the Company's shares are listed and other relevant department and sanctioned by the securities exchange.</u></p> <p><u>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a separate proposal.</u></p>

Before amendment	After amendment
<p>Article 29 The Company shall hold the general meeting at its domicile or the place as required by the Articles of Association.</p> <p>General meetings will set meeting venue and be convened by ways of on-site meetings. The Company may provide convenience for shareholders by other means to the extent as permitted under the listing rules of the place where the Company’s shares are listed. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.</p> <p>The shareholders may attend the general meeting in person, and also may authorize others to attend and exercise the voting right within the scope of authorization. Both have the equal legal effect.</p>	<p>Article 32 Article 29 The Company shall hold the general meeting at its domicile <u>or other specific place as announced in the notice of the general meeting</u> the place as required by the Articles of Association.</p> <p>General meetings will set meeting venue and be convened by ways of on-site meetings. The Company may provide convenience for shareholders <u>via online voting and</u> by other means to the extent as permitted under the listing rules of the place where the Company’s shares are listed. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.</p> <p><u>If the general meeting is convened online or through other forms, the time and procedures of the voting online or in other forms shall be clearly stated in the notice of the general meeting. The starting time of the voting online or in other forms shall not be earlier than 3:00 pm on the day before the on-site general meeting and shall not be later than 9:30 am on the day of the on-site general meeting. The ending time shall not be earlier than 3:00 pm on the day of the on-site general meeting.</u></p> <p>The shareholders may attend the general meeting in person, and also may authorize others to attend and exercise the voting right within the scope of authorization. Both have the equal legal effect.</p>

Before amendment	After amendment
	<p><u>Article 33</u> The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to shareholders in attending the general meeting through various means and channels, with priority given to the provision of modern information technology measures such as online voting platforms so long as it is technologically accessible.</p>
<p>Article 31 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and the Company and the convener of the meeting shall not decline for any reason.</p>	<p>Article 35 Article 31 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and the Company and the convener of the meeting shall not decline for any reason.</p> <p><u>The shareholders may attend the general meeting in person, and also may authorize others to attend and exercise the voting right within the scope of authorization. Both have the equal legal effect.</u></p>
	<p><u>Article 36</u> Any shareholders entitled to attend and vote at a general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as their proxies to attend and vote at the meeting on their behalves. The proxies so appointed by the shareholders may exercise the following rights:</p> <p>(I) <u>the shareholder’s right to speak at the meeting;</u></p> <p>(II) <u>the right to demand or join in demanding a poll;</u></p> <p>(III) <u>the right to vote by hand or on a poll, except that if a shareholder has appointed more than one proxy, the proxies may only exercise the voting rights by way of poll.</u></p>

Before amendment	After amendment
<p>Article 33 An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.</p> <p>Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own valid identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own valid identity card and the lawful instrument of appointment issued by the legal representative of the legal person shareholder. The power of attorney shall clearly state the number of shares held by the proxies, the name of the proxies, matter represented by the proxies, the signing date and the effective period of the power of attorney, signature or seal of the principal or the signature of directors or a duly appointed proxy.</p>	<p>Article 38 Article 33 An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.</p> <p>Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own valid identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own valid identity card and the lawful instrument of appointment issued by the legal representative of the legal person shareholder. The power of attorney shall clearly state the number of shares held by the proxies, the name of the proxies, matter represented by the proxies, the signing date and the effective period of the power of attorney, signature or seal of the principal or the signature of directors or a duly appointed proxy.</p>

Before amendment	After amendment
<p>Article 34 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote.</p> <p>If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person resolved and authorized by the board of directors or other decision-making body shall attend the general meeting of the Company on its behalf.</p> <p>If the shareholder in question is a recognized clearing house (or its proxy), it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class shareholders’ meetings. However, if more than one proxy obtains the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents. Such duly authorized person may represent the clearing house (or its proxy) to exercise the same power as if he/she is an individual shareholder of the Company.</p>	<p>Article 39 Article 34 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote.</p> <p>If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person resolved and authorized by the board of directors or other decision-making body shall attend the general meeting of the Company on its behalf.</p> <p>If the shareholder in question is a recognized clearing house (or its proxy) <u>as defined in the relevant provisions of Hong Kong laws promulgated from time to time</u>, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class shareholders’ meetings. However, if more than one proxy obtains the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents <u>and shall be duly signed by the authorized personnel recognized by the clearing house</u>. Such duly authorized person may represent the clearing house (or its proxy) to <u>attend the meeting (without showing share certificates, the notarized authorization and/or further evidence of duly authorization to serve as the proof of due authorization)</u> and exercise the same power as if he/she is an individual shareholder of the Company.</p>

Before amendment	After amendment
	<p><u>Article 40</u> <u>Any instrument of appointment issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each topic of the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he or she thinks fit.</u></p>
<p>Article 37 The convener shall verify the legitimacy of the shareholders' qualifications based on the shareholders' register provided by the securities registration and clearing institution, and shall register the names of the shareholders as well as the amount of voting shares held by them. The registration for a meeting shall be completed before the meeting presider announces the number of shareholders and proxies that attend the meeting onsite and the total amount of their voting shares.</p>	<p><u>Article 43</u> Article 37 The convener <u>and the lawyer appointed by the Company</u> shall verify the legitimacy of the shareholders' qualifications based on the shareholders' register provided by the securities registration and clearing institution, and shall register the names of the shareholders as well as the amount of voting shares held by them. The registration for a meeting shall be completed before the meeting presider announces the number of shareholders and proxies that attend the meeting onsite and the total amount of their voting shares.</p>
<p>Article 40 The chairman of the meeting can require the proposer to make description for the motion:</p> <p>(I) If the proposer is from the board of directors, the chairman of the board of directors or other persons authorized by the chairman will make description for the motion;</p> <p>(II) If the proposer is a shareholder in the Supervisory Committee who independently or jointly holds more than 3% voting shares of the Company, the proposer or his/her legal representative or shareholders' authorized proxy will make description for the motion.</p>	<p>Article 40 The chairman of the meeting can require the proposer to make description for the motion:</p> <p>(I) If the proposer is from the board of directors, the chairman of the board of directors or other persons authorized by the chairman will make description for the motion;</p> <p>(II) If the proposer is a shareholder in the Supervisory Committee who independently or jointly holds more than 3% voting shares of the Company, the proposer or his/her legal representative or shareholders' authorized proxy will make description for the motion.</p>

Before amendment	After amendment
<p>Article 41 Motions listed in the conference agenda shall be deliberated before voting. The general meeting shall give proper discussion time for each motion. The meeting chairman shall ask whether the shareholders present at the meeting have completed deliberation, and if the shareholders do not dissent, the deliberation will be deemed to have been completed.</p>	<p>Article 41 Motions listed in the conference agenda shall be deliberated before voting. The general meeting shall give proper discussion time for each motion. The meeting chairman shall ask whether the shareholders present at the meeting have completed deliberation, and if the shareholders do not dissent, the deliberation will be deemed to have been completed.</p>
<p>Article 45 Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor. Minutes of the meeting shall include:</p> <ul style="list-style-type: none"> (I) the date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, supervisors, secretary to the board, general manager and other senior management staff in attendance or present in a non-voting capacity; (III) number of shareholders and proxies present at the meeting, number of shares carrying voting rights they held and the percentage of such shares in the total shares of the Company; (IV) the deliberation process, speaking points and voting results for each motion; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) voting results for each matter voted on; (VII) the names of the vote counter and scrutineer; and (VIII) other particulars which the Articles of Association require to be recorded in the minutes. 	<p>Article 49 Article 45 Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor. Minutes of the meeting shall include:</p> <ul style="list-style-type: none"> (I) the date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, supervisors, secretary to the board, general manager president and other senior management staff in attendance or present in a non-voting capacity; (III) number of shareholders and proxies present at the meeting, number of shares carrying voting rights they held and the percentage of such shares in the total shares of the Company; (IV) the deliberation process, speaking points and voting results for each motion; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) voting results for each matter voted on; (VII) the names of the <u>attorney</u>, vote counter and scrutineer; and (VIII) other particulars which the Articles of Association require to be recorded in the minutes.

Before amendment	After amendment
<p>Article 46 The directors and secretary to the board of directors who attended the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes and shall ensure that the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.</p>	<p>Article 50 Article 46 <u>The convener shall ensure that the meeting minutes are true, accurate and complete.</u> The directors, <u>supervisors</u> and secretary to the board of directors who attended the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes and shall ensure that the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.</p>
<p>Article 47 The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.</p>	<p>Article 51 Article 47 The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner. <u>Meanwhile, the convener shall report to the local representative office of the CSRC of the domicile of the Company and the stock exchanges of the places where the Company's shares are listed.</u></p>
<p>Article 49 Matters other than those which the laws, administrative regulations or the Articles of Association require to be adopted by special resolution shall be approved by way of ordinary resolutions at the general meeting.</p>	<p>Article 49 Matters other than those which the laws, administrative regulations or the Articles of Association require to be adopted by special resolution shall be approved by way of ordinary resolutions at the general meeting.</p>

Before amendment	After amendment
	<p><u>Article 53 Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution:</u></p> <p><u>(I) work reports of the board of directors and the Supervisory Committee;</u></p> <p><u>(II) the profit distribution plans and plans for making up losses drafted by the board of directors;</u></p> <p><u>(III) the appointment, dismissal and remuneration of the members of the board of directors and the Supervisory Committee and the method of payment of the remuneration;</u></p> <p><u>(IV) the Company’s annual budgets and final accounts;</u></p> <p><u>(V) balance sheets, profit statements and other financial statements;</u></p> <p><u>(VI) the Company’s annual reports; and</u></p> <p><u>(VII) matters other than those which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, or these Articles of Association require to be adopted by special resolution.</u></p>

Before amendment	After amendment
<p>Article 50 Decisions of the general meeting on any of the following matters shall be adopted by special resolution:</p> <p>(I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company;</p> <p>(II) the issuance of corporate bonds;</p> <p>(III) the division, merger, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(IV) the amendment of the Articles of Association of the Company;</p> <p>(V) the purchase or sale by the Company within one year of (a) material asset(s) exceeding or the provision of security the amount(s) of which exceeds, alone or in the aggregate, 30 percent of the audited total assets of the Company as at the most recent period;</p> <p>(VI) equity incentive plans; and</p> <p>(VII) other matters which the laws, the Articles of Association or these Rules require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.</p>	<p>Article 54 Article 50 Decisions of the general meeting on any of the following matters shall be adopted by special resolution:</p> <p>(I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company;</p> <p>(II) the issuance of corporate bonds;</p> <p>(III) the division, merger, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(IV) the amendment of the Articles of Association of the Company;</p> <p>(V) the purchase or sale by the Company within one year of (a) material asset(s) exceeding or the provision of security the amount(s) of which exceeds, alone or in the aggregate, 30 percent of the audited total assets of the Company as at the most recent period;</p> <p>(VI) equity incentive plans; and</p> <p>(VII) other matters which the laws, <u>administrative regulations, the listing rules of the stock exchanges on which the shares of the Company are listed,</u> the Articles of Association or these Rules require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.</p>

Before amendment	After amendment
<p>Article 51 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote.</p> <p>No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.</p> <p>Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 55 Article 51 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote.</p> <p><u>When a general meeting considers a material event affecting the interests of small and medium investors, voting for small and medium investors shall be counted separately. The results of separate counting shall be publicly disclosed in a timely manner.</u></p> <p>No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.</p> <p><u>The Company's board of directors, independent non-executive directors and shareholders who meet the relevant requirements can publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intentions and other information to the solicited persons. It is forbidden to solicit shareholders' voting rights in a paid or disguised paid form. The Company shall not impose restriction of minimum shareholding ratio on the solicitation of voting rights.</u></p> <p>Where any shareholder is, under the Listing Rules <u>applicable laws and regulations and the listing rules of the stock exchanges where the Company's shares are listed</u>, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>

Before amendment	After amendment
	<p><u>Article 56</u> <u>Proposals submitted to a general meeting shall be voted by poll, but subject to the requirements of the listing rules of the places where the Company's shares are listed, the chairman of the meeting may in good faith allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</u></p> <p><u>If a proposal is permitted to be voted by a show a hands under the listing rules of the places where the Shares of the Company are listed, the chairman of the meeting shall announce whether the motion has been carried in accordance with the results of the vote by show of hands, and shall record the same in the minutes of the meeting (without need to evidence the number of votes for or against the resolutions adopted at the meeting, or the percentages thereof), which shall be conclusive evidence.</u></p>
	<p><u>Article 57</u> <u>If the matter demanded to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.</u></p>
	<p><u>Article 58</u> <u>When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.</u></p>

Before amendment	After amendment
<p>Article 54 The list of candidates for the position of director or supervisor shall be put in the form of a motion before the general meeting for resolution.</p> <p>When the general meeting votes on the election of directors or supervisors, it may, pursuant to the Articles of Association or a resolution of the general meeting, do so by cumulative voting.</p> <p>For the purposes of the preceding paragraph, the term “cumulative voting” means that, when the general meeting votes to elect directors or supervisors, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors and supervisors to shareholders.</p>	<p>Article 61 Article 54 The list of candidates for the position of director or supervisor shall be put in the form of a motion before the general meeting for resolution.</p> <p>When the general meeting votes on the election of directors or supervisors, it may shall, pursuant to the Articles of Association or a resolution of the general meeting, do so by cumulative voting.</p> <p>For the purposes of the preceding paragraph, the term “cumulative voting” means that, when the general meeting votes to elect directors or supervisors, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors and supervisors to shareholders.</p> <p><u>Details of operation of cumulative voting system are as follows:</u></p> <p><u>(I) Where cumulative voting system is used to elect directors and supervisors, the list of candidates of independent directors, non-independent directors and supervisors shall be divided into different groups of resolutions for voting at the general meeting;</u></p> <p><u>(II) Shareholders attending the general meeting shall have the same number of votes as the number of directors or supervisors to be elected under each group of resolution for each share held in respect of resolutions subject to cumulative voting system; and</u></p>

Before amendment	After amendment
	<p><u>(III) The number of votes held by shareholders can be concentrated to vote for one candidate or several candidates. Shareholders should vote within the number of votes for each group of resolutions. The elections of independent directors, non-independent directors and shareholder representative supervisors shall be carried out separately and no cumulative vote can be used across different groups of resolutions.</u></p>
<p>Article 58 Votes at general meeting shall be cast by disclosed ballot.</p>	<p>Article 58 Votes at general meeting shall be cast by disclosed ballot.</p>
<p>Article 59 A shareholder attending a general meeting shall express one of the following opinions on any proposed resolutions to be voted on: for, against or abstain.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain".</p>	<p><u>Article 65</u> Article 59 A shareholder attending a general meeting shall express one of the following opinions on any proposed resolutions to be voted on: for, against or abstain, <u>except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mechanism for Mutual Market Access between Mainland China and Hong Kong, may express opinions according to the intentions of actual holders.</u></p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain".</p>

Before amendment	After amendment
<p>Article 60 Before a proposal is put to vote at a general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is interested in the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a general meeting, the vote count and examination of the poll shall be conducted together by the vote-counter and the scrutineer, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 66 Article 60 Before a proposal is put to vote at a general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is interested in the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a general meeting, the vote count and examination of the poll shall be conducted together by <u>lawyers, representatives of shareholders and representatives of supervisors</u> the vote-counter and the scrutineer, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p> <p><u>Shareholders of the Company or their proxies who vote online or by other means shall have the right to check their voting results through the relevant voting system.</u></p>
	<p><u>Article 67 The physical general meeting shall not end earlier than meeting held online or by any other means, and the presider of the meeting shall announce the voting results on each proposal at the physical meeting and whether the proposal is adopted based on the voting results.</u></p> <p><u>All parties involved in the voting physical, online or by any other means at the general meeting, including the Company, vote counters, scrutineers, substantial shareholders and network service providers, shall be obliged to keep the voting confidential before the voting results are formally announced.</u></p>

Before amendment	After amendment
	<p><u>Article 68</u> Resolutions of a general meeting shall be announced timely, and the announcement shall contain the number of shareholders and proxies present, the total number of shares carrying voting rights and the percentage of the total voting shares of the Company, means of voting, the voting result for each proposal and the details of each resolution passed. The Company shall calculate the number of the holders of domestic shares and foreign shares attending the meeting and their respective voting results separately and make an announcement in this regard.</p>
	<p><u>Article 69</u> In the event that a proposal is not approved, or the general meeting makes any modification to any resolution adopted at the previous meeting, a special note shall be made in the announcement on resolutions of the general meeting.</p>
<p>Article 61 All parties involved in the voting physically at the general meeting, including the Company, vote counters, scrutineers and substantial shareholders, shall be obliged to keep the voting confidential before the voting results are formally announced.</p>	<p>Article 61 All parties involved in the voting physically at the general meeting, including the Company, vote counters, scrutineers and substantial shareholders, shall be obliged to keep the voting confidential before the voting results are formally announced.</p>
	<p><u>Article 71</u> If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting. The minutes of meetings together with the sign-in register of attending shareholders and the proxy forms shall be kept at the Company's domicile.</p>

Before amendment	After amendment
<p>Article 66 When the Company issues different categories of shares, the shareholders holding these different categories of shares are referred to as class shareholders.</p> <p>Class shareholders shall be entitled to the rights and undertake obligations in line with the laws, administrative regulations and the Articles of Association.</p>	<p>Article 75 Article 66 When the Company issues different categories of shares, the shareholders holding these different categories of shares are referred to as class shareholders.</p> <p>Class shareholders shall be entitled to the rights and undertake obligations in line with the laws, administrative regulations and the Articles of Association.</p> <p><u>Except for the holders of other classes of shares, the holders of domestic shares and holders of overseas-listed foreign investment shares shall be treated as holders of different classes of shares.</u></p>
<p>Article 71 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p> <p>Where there are special provisions in the Listing Rules, such provisions shall prevail.</p>	<p>Article 80 Article 71 When the Company is to hold a class shareholders’ meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders’ meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders’ meeting.</p> <p>Where there are special provisions in the <u>listing rules of the places where the Company’s shares are listed</u>, such provisions shall prevail.</p>

Before amendment	After amendment
<p>Article 73 These Rules shall come into force on the date that the Company's overseas listed foreign investment shares are listed and traded on The Stock Exchange of Hong Kong Limited.</p>	<p>Article 82 Article 73 <u>Subject to approval at the general meeting</u>, these Rules shall <u>be implemented from the date of the initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company</u> on the date that the Company's overseas listed foreign investment shares are listed and traded on The Stock Exchange of Hong Kong Limited.</p>

**RULES OF PROCEDURE FOR THE BOARD OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

TABLE OF PROPOSED AMENDMENTS ALONG WITH EXISTING ARTICLES

Before amendment	After amendment
<p>Article 1 For the purposes of improving the corporate governance structure of Hebei Construction Group Corporation Limited (the “Company”), regulating the manner of the proceedings and decision-making procedures of the board of directors of the Company, facilitating the directors and the board of directors in effectively discharging their duties and enhancing the standards of the board of directors in its regulated operation and scientific decision-making, these rules (the “Rules”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Articles of Association of Hebei Construction Group Corporation Limited (the “Articles of Association”) and relevant requirements of the laws or the stock exchange of the places where the securities of the Company are listed and taking into account the actual circumstances of the Company.</p>	<p>Article 1 For the purposes of improving the corporate governance structure of Hebei Construction Group Corporation Limited (the “Company”), regulating the manner of the proceedings and decision-making procedures of the board of directors of the Company, facilitating the directors and the board of directors in effectively discharging their duties and enhancing the standards of the board of directors in its regulated operation and scientific decision-making, these rules (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), <u>the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange</u> and the Articles of Association of Hebei Construction Group Corporation Limited (the “Articles of Association”) and <u>relevant other</u> requirements of the laws or the stock exchange of the place where the securities of the Company are listed and taking into account the actual circumstances of the Company.</p>
<p>Article 3 The board of directors of the Company shall consist of 10 directors, including one honorary chairman, one chairman, one vice chairman and 4 independent directors.</p>	<p>Article 3 The board of directors of the Company shall consist of 10 directors, including one honorary chairman, one chairman, one vice chairman and 4 independent <u>non-executive</u> directors.</p>

Before amendment	After amendment
<p>Article 4 Directors shall be elected at general meetings with a term of office of three years. Upon the expiry of the term of office, a director shall be eligible to offer himself for re-election and re-appointment. The chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.</p>	<p>Article 4 Directors shall be elected or replaced at general meetings and could be dismissed by general meetings before the expiry of his or her term of office. The term of office for directors shall be with a term of office of three years. Upon the expiration of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.</p> <p><u>The term of office of a director shall commence on the date of taking office and end on the expiration of the term of office of the relevant board of directors. If no replacement director is elected in a timely manner upon the expiration of the term of office of a director, such director shall continue to perform his or her duties as a director in accordance with the provisions of laws, administrative regulations, department rules and the Articles of Association until the newly-elected director takes office.</u></p> <p><u>The general manager and other senior management members may serve concurrently as director, provided that the total number of directors who serve concurrently as the general manager or other senior management members and directors held by staff representatives shall not exceed half of the total number of directors of the Company.</u></p> <p>The <u>honorary chairman, chairman and vice chairman</u> chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.</p>

Before amendment	After amendment
<p>Article 5 The board of directors shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and final accounts;</p> <p>(V) to formulate the Company's profit distribution plan and the plan for making up losses;</p> <p>(VI) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of shares, debentures or other securities and the listing project of the Company;</p>	<p>Article 5 The board of directors shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report its work to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans;</p> <p>(IV) to formulate the Company's annual financial budgets and final accounts;</p> <p>(V) to formulate the Company's profit distribution plan and the plan for making up losses;</p> <p>(VI) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of shares, debentures or other securities and the listing project of the Company;</p>

Before amendment	After amendment
(VII) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;	(VII) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;
(VIII) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, wealth management entrustment and connected transactions, within the authority granted by the general meetings;	(VIII) <u>to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, pledge, the provision of external guarantees, wealth management entrustment, related/connected transactions, banking facilities, loans (including but not limited to working capital loans, commercial bank acceptance, letter of guarantee, and letter of credit), except those required to be considered by the general meeting in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association</u> to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, wealth management entrustment and connected transactions, within the authority granted by the general meeting;
(IX) to determine on the establishment of the Company's internal management bodies as well as the setup or cancellation of branches or representative offices of the Company;	(IX) <u>to formulate the equity incentive plans of the Company;</u>

Before amendment	After amendment
(X) to engage or dismiss the Company's president and secretary to the board of directors; to engage or dismiss such senior management members as vice president, head of Financial Management Department, as proposed by the president, and to decide on matters relating to their remuneration, rewards and punishments;	(IX) to determine on the establishment of the Company's internal management bodies as well as the setup or cancellation of branches or representative offices of the Company;
(XI) to formulate the basic management systems of the Company;	(XI) to engage or dismiss the Company's president and secretary to the board of directors; to engage or dismiss such senior management members as vice president, head of Financial Management Department, as proposed by the president, and to decide on matters relating to their remuneration, rewards and punishments;
(XII) to formulate proposals for amendments to the Articles of Association;	(XII) to formulate the basic management systems of the Company;
(XIII) to manage the information disclosure of the Company;	(XIII) to formulate proposals for amendments to the Articles of Association;
(XIV) to propose to the general meetings the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;	(XIII) to manage the information disclosure of the Company;
(XV) to listen to the work reports of the Company's general manager and inspect his or her work;	(XIV) to propose to the general meetings the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;

Before amendment	After amendment
<p>(XVI) to decide the establishment of special committees and their compositions;</p> <p>(XVII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (VI), (VII) and (XII) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p>	<p>(XVI) to listen to the work reports of the Company's general manager president and inspect his or her work and to approval <u>such work reports of the president;</u></p> <p>(XVII) to decide the establishment of special committees and their compositions;</p> <p>(XVIII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed, at general meetings and these Articles <u>the Articles of Association.</u></p> <p>Resolutions relating to the above, with the exception of items (VI), (VII) and (XIII) above <u>and other matters as prescribed by laws, administrative regulations, department rules, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association</u> which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors. <u>In addition to the approval by more than half of all directors, any matters of external guarantees within the approved authority of the board of directors shall be approved by more than two-thirds of the directors present at the board meeting.</u></p>

Before amendment	After amendment
<p>Article 6 The board of directors shall perform the corporate governance functions, including but not limited to:</p> <p>(I) to implement, review and improve the corporate governance system and condition of the Company;</p> <p>(II) to review and supervise the training and continuing professional development of directors and senior management members;</p> <p>(III) to review and supervise the compliance of the policies with laws and relevant regulations of the securities regulatory authority where the shares of the Company are listed and to make the relevant disclosure;</p> <p>(IV) to formulate, review and supervise the code of conduct and relevant practice manual of employees and directors.</p> <p>The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.</p>	<p>Article 6 The board of directors shall perform the corporate governance functions, including but not limited to:</p> <p>(I) to implement, review and improve the corporate governance system and condition of the Company;</p> <p>(II) to review and supervise the training and continuing professional development of directors and senior management members;</p> <p>(III) to review and supervise the compliance of the policies with laws and relevant regulations of the securities regulatory authority where the shares of the Company are listed and to make the relevant disclosure;</p> <p>(IV) to formulate, review and supervise the code of conduct and relevant compliance practice manual of employees and directors.</p> <p>The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.</p>

Before amendment	After amendment
<p>Article 8 The board of directors shall clarify authorities with respect to investments in third parties, acquisition and sale of assets, assets mortgages, the provision of guarantee for third parties, wealth management entrustment and connected transaction, and establish strict examination and decision-making procedures. Major investment projects shall be assessed by relevant experts and professionals and submitted at the general meetings for consideration and approval.</p>	<p>Article 8 <u>In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with the value of fixed assets disposed of within four (4) months before the proposed disposal, exceeds thirty-three percent (33%) of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the board of directors shall not dispose of or approve the disposal of such fixed assets without prior approval at the general meetings.</u></p> <p><u>The disposal of fixed assets referred to in this article includes the transfer of certain rights and interests of assets, but not including provision of guarantees with fixed assets.</u></p> <p><u>The validity of transaction regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this article.</u></p> <p>The board of directors shall clarify authorities with respect to investments in third parties, acquisition and sale of assets, charge of assets, the provision of guarantee for third parties, wealth management entrustment and connected transaction, and establish strict examination and decision-making procedures. Major investment projects shall be assessed by relevant experts and professionals and submitted at the general meeting for consideration and approval.</p>

Before amendment	After amendment
<p>Article 9 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) to preside over general meetings, to convene and preside over meetings of the board of directors;</p> <p>(II) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(III) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(IV) to sign the share certificates, corporate bonds and other marketable securities of the Company;</p> <p>(V) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of emergency caused by force majeure such as wars and natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>	<p>Article 9 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) to preside over general meetings, to convene and preside over meetings of the board of directors;</p> <p>(II) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(III) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(IV) to sign the share certificates, corporate bonds and other marketable securities of the Company;</p> <p>(V) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of emergency caused by force majeure such as wars and natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>

Before amendment	After amendment
<p>(VI) to receive the work reports of the general manager, other senior management members of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(VII) the board of directors authorizes the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets and investment in third parties with a transaction amount being less than 10% of the latest audited net assets of the Company; 2. any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company; 3. any banking facility and loan (including but not limited to working capital loans, commercial bank acceptance, letter of guarantee, and letter of credit) (other than PPP construction projects) with an amount being less than 10% of the latest audited net assets of the Company; 	<p>(VI) to receive the work reports of the general manager president, other senior management members of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(VII) the board of directors authorizes the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets and investment in third parties with a single transaction amount being less than 10% of the latest audited net assets of the Company; 2. any entrusted wealth management with a single transaction amount being less than 3% of the latest audited net assets of the Company; 3. any banking facility and loan (including but not limited to working capital loans, commercial bank acceptance, letter of guarantee, and letter of credit) (other than PPP construction projects) with an single amount being less than 10% of the latest audited net assets of the Company;

Before amendment	After amendment
4. any project tender, public-private partnership (PPP) projects, build-transfer (BT) projects with a single amount being less than 30% of the latest audited total assets of the Company;	4. any project tender, public-private partnership (PPP) projects, build-transfer (BT) projects with a single amount being less than 30 <u>10</u> % of the latest audited total assets of the Company;
5. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;	5. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;
6. any purchase, sale and disposal of material assets within a year with an amount being less than 10% of the latest audited net assets of the Company;	6. any purchase, sale and disposal of material assets within a year with an amount being less than 10% of the latest audited net assets of the Company;
7. other contracts, transactions or arrangements with an amount being less than 10% of the latest audited net assets of the Company;	7. other contracts, transactions or arrangements with an amount being less than 10% of the latest audited net assets of the Company;

Before amendment	After amendment
<p>8. to resolve on the establishment or cancellation of branches or representative offices of the Company.</p> <p>(VIII) to exercise other functions and powers conferred by the laws, regulations, the articles of association or the board of directors.</p>	<p>8. to resolve on the establishment or cancellation of branches or representative offices of the Company.</p> <p>(VIII) to exercise other functions and powers conferred by the laws, regulations, the articles of association or the board of directors.</p>
<p>Article 11 If the chairman of the board of directors is unable to perform his or her duties or fails to perform his or her duties, his or her duties shall be performed by the vice chairman of the board of directors; if the vice chairman of the board of directors is unable or fails to perform these duties, a director elected by at least one half of the directors shall perform such duties.</p>	<p>Article 11 <u>The vice chairman shall assist the chairman of the board of directors in work.</u> If the chairman of the board of directors is unable to perform his or her duties or fails to perform his or her duties, his or her duties shall be performed by the vice chairman of the board of directors; if the vice chairman of the board of directors is unable or fails to perform these duties, a director elected by at least one half of the directors shall perform such duties.</p>
<p>Article 13 Meetings of the board of directors are divided into regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year.</p>	<p>Article 13 Meetings of the board of directors are divided into regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year. <u>Meetings shall be convened by the chairman of the board of directors.</u></p>

Before amendment	After amendment
<p>Article 14 Before giving the notice on convening a regular meeting of the board of directors, the office of the board of directors shall fully solicit the opinions of all directors and the general manager to form the initial proposal and then submit it to the secretary to the board of directors for review. The secretary to the board of directors shall then submit to the chairman for finalization.</p> <p>The chairman, if necessary, shall solicit the opinions of the general manager or other senior management members before finalizing the proposal.</p>	<p>Article 14 Before giving the notice on convening a regular meeting of the board of directors, the office of the board of directors shall fully solicit the opinions of all directors and the <u>president</u> general manager to form the initial proposal and then submit it to the secretary to the board of directors for review. The secretary to the board of directors shall then submit to the chairman for finalization.</p> <p>The chairman, if necessary, shall solicit the opinions of the general manager <u>president</u> or other senior management members before finalizing the proposal.</p>
<p>Article 15 The chairman shall convene an extraordinary meeting of the board of directors within 10 working days in any of the following situations when it is:</p> <p>(1) proposed by the shareholders representing more than one-tenth of the voting rights;</p> <p>(2) proposed by the Board of Supervisors of the Company;</p> <p>(3) considered necessary by the chairman;</p> <p>(4) proposed by more than one-third of the directors;</p>	<p>Article 15 The <u>board of directors chairman</u> shall convene an extraordinary meeting of the board of directors within 10 working days in any of the following situations when it is:</p> <p>(1) proposed by the shareholders representing more than one-tenth of the voting rights;</p> <p>(2) proposed by the Board of Supervisors of the Company;</p> <p>(3) considered necessary by the chairman;</p> <p>(4) proposed by more than one-third of the directors;</p>

Before amendment	After amendment
<p>(5) proposed by more than half of the independent non-executive directors;</p> <p>(6) proposed by the president;</p> <p>(7) required by the securities regulatory authorities;</p> <p>(8) other circumstances required by the Articles of Association.</p>	<p>(5) proposed by more than half of the independent non-executive directors;</p> <p>(6) proposed by the president;</p> <p>(7) required by the securities regulatory authorities;</p> <p>(8) other circumstances required by the Articles of Association.</p>
<p>Article 18 When convening regular and extraordinary meetings of the board of directors, the notices of such meetings shall be served to all directors, supervisors, the general manager and the secretary to the board of directors by the office of the board of directors through facsimile or email in written form within 14 days and five days prior to the dates of convening of such meetings respectively.</p> <p>Where an extraordinary meeting of the board of directors is required to be convened in case of emergency, such notice may be waived from the time and content requirement under the Rules, provided that an explanation shall be made at the meeting by the convener. For the avoidance of doubt, the notice of the extraordinary meeting of the board of directors under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) under Article 19 of the Rules and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>	<p>Article 18 When convening regular and extraordinary meetings of the board of directors, the notices of such meetings shall be served to all directors, supervisors, the general manager president and the secretary to the board of directors by the office of the board of directors by means of hand, through facsimile or email in written form within 14 days and five days prior to the dates of convening of such meetings respectively.</p> <p>Where an extraordinary meeting of the board of directors is required to be convened as soon as possible in case of emergency, a meeting notice may be given at any time by telephone or other oral method such notice may be waived from the time and content requirement under these Articles, provided that an explanation shall be made at the meeting by the convener and the same shall be entered into the meeting minutes For the avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) under Article 19 of the Rules and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>

Before amendment	After amendment
<p>Article 19 A written notice of a meeting of the board of directors shall include the following particulars:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the topics to be discussed thereat;</p> <p>(IV) the date of issuance of the notice;</p> <p>(V) the mode of meeting;</p> <p>(VI) the convener and chairman of the regular meeting, proposer of the extraordinary meeting and its written proposal;</p>	<p>Article 19 A written notice of a meeting of the board of directors shall include the following particulars:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the topics to be discussed thereat;</p> <p>(IV) the date of issuance of the notice;</p> <p>(V) the mode of meeting;</p> <p>(VI) the convener and chairman of the regular meeting, proposer of the extraordinary meeting and its written proposal;</p>

Before amendment	After amendment
<p>(VII) the meeting materials required directors to cast their votes;</p> <p>(VIII) the requirement for the directors to attend the meeting in person or by proxy;</p> <p>(IX) the contact person and contact information.</p>	<p>(VII) the meeting materials required for directors to cast their votes;</p> <p>(VIII) the requirement for the directors to attend the meeting in person or by proxy;</p> <p>(IX) the contact person and contact information.</p> <p><u>A notice given orally shall, at minimum, include the particulars set forth in items (I) and (V) above and an explanation to the effect that circumstances are urgent and an extraordinary meeting of the board of directors needs to be held as soon as possible.</u></p>
<p>Article 21 Meetings of the board of directors may be held only if more than one half of the directors are present. Where the minimum requirement of the attendee fails to be met due to refusal or failure to attend the meeting on part of some relevant directors, the chairman and the secretary to the board of directors shall report it to the regulatory authorities without delay.</p> <p>Supervisors may attend meetings of the board of directors in a non-voting capacity. The general manager and the secretary to the board of directors, if they do not concurrently serve as directors, shall attend meetings of the board of directors in a non-voting capacity. When he or she deems it necessary, the chairman of the meeting may notify other relevant persons to attend a meeting of the board of directors.</p>	<p>Article 21 Meetings of the board of directors may be held only if more than one half of the directors are present. Where the minimum requirement of the attendee fails to be met due to refusal or failure to attend the meeting on part of some relevant directors, the chairman and the secretary to the board of directors shall report it to the regulatory authorities without delay.</p> <p>Supervisors may attend meetings of the board of directors in a non-voting capacity. The general manager president and the secretary to the board of directors, if they do not concurrently serve as directors, shall attend meetings of the board of directors in a non-voting capacity. When he or she deems it necessary, the meeting convener host chairman of the meeting may notify other relevant persons to attend a meeting of the board of directors.</p>

Before amendment	After amendment
<p>Article 22 Directors shall attend a meeting of the board of directors in person. If they are not able to attend the meeting due to certain reasons, they may authorize other directors in written form to attend the meeting on their behalf. Instrument of appointment shall indicate the scope of authorization. Directors participating in the extraordinary meeting of the board of directors by way of telecommunication such as telephone conference and video conference shall be deemed as attending such meeting in person. The instrument of appointment shall include:</p> <ul style="list-style-type: none"> (i) the name of the appointer and the proxy; (ii) brief comments of the appointer on each proposal; (iii) the appointer’s scope of authorization and voting intention on the proposal; (iv) the term of the validity of the appointment; and (v) the signature or seal of the appointer and the date of signature. 	<p>Article 22 Directors shall attend a meeting of the board of directors in person. <u>Directors participating in the extraordinary board meeting by electronic means of communication such as telephone conference and video conference shall be deemed as attending such meeting in person.</u> If they are not able to attend the meeting due to certain reasons, they <u>shall review the meeting materials and form a clear opinion and</u> may authorize other directors in written form to attend the meeting on their behalf. The power of attorney shall indicate the scope of authorization. Directors participating in the extraordinary board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person. The instrument of appointment shall include:</p> <ul style="list-style-type: none"> (i) the name of the appointer and the proxy; (ii) brief comments of the appointer on each proposal; (iii) the appointer’s scope of authorization and voting intention on the proposal; (iv) the term of validity of the appointment; and (v) the signature or seal of the appointer and the date of signature.

Before amendment	After amendment
<p>If a director wishes to appoint another director to sign on his or her behalf the written confirmation of any regular report, he or she shall specify such authorization in the power of attorney. The proxy director shall present the power of attorney to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p> <p>The director attending the meeting on behalf of another director shall exercise his or her power within the scope of authorization. If a director does not attend the board meeting in person and does not authorize a proxy to attend the meeting, he or she shall be deemed to have waived the voting rights in the meeting.</p>	<p>If a director wishes to appoint another director to sign on his or her behalf the written confirmation of any regular report, he/she shall specify such authorization in the power of attorney. The proxy director shall present the power of attorney to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p> <p>The director attending the meeting on behalf of another director shall exercise his or her power within the scope of authorization. If a director does not attend the board meeting in person and does not authorize a proxy to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.</p>
<p>Article 23 A director may appoint a proxy and a proxy may attend the board meetings as authorized subject to the following principles:</p> <p>(1) Where connected transactions are to be discussed, the connected director shall not authorize or act as a proxy of a non-connected director to attend the meeting on his or her behalf and a non-related director shall not accept such authorization;</p>	<p>Article 23 A director may appoint a proxy and a proxy may attend the board meetings as authorized subject to the following principles:</p> <p>(1) Where connected related party transactions are to be discussed, the non-related connected director shall not authorize or act as a proxy of a non-related related director to attend the meeting on his or her behalf and a non-related director shall not accept such authorization;</p>

Before amendment	After amendment
<p>(2) An independent non-executive director shall not authorize a director who is not an independent non-executive director to attend the meeting, and a director who is not an independent non-executive director shall not accept the authorization by an independent non-executive director:</p>	<p>(2) An independent non-executive director shall not authorize a director who is not an independent non-executive director to attend the meeting, and a director who is not an independent non-executive director shall not accept the authorization by an independent non-executive director:</p>
<p>(3) A director shall not fully authorize another director to attend the meeting without first giving his or her personal opinions and voting intentions on the proposal, and the relevant director shall not accept full appointment and unclearly defined authorization.</p>	<p>(3) A director shall not fully authorize another director to attend the meeting without first giving his or her personal opinions and voting intentions on the proposal, and the relevant director shall not accept full appointment and unclearly defined authorization.</p>
<p>(4) Each director shall only accept authorization from another one director; and directors shall not authorize directors who have already accepted authorization from other directors to attend the meeting.</p>	<p>(4) <u>A director shall not accept authorization from more than two (2) directors; and directors shall not authorize directors who have already accepted authorization from two (2) other directors to attend the meeting</u> each director shall only accept entrustment from another one director; and directors shall not entrust directors who have already accepted entrustment from other directors to attend the meeting.</p>

Before amendment	After amendment
<p>Article 24 Regular meeting of the board of directors shall be held through on-site meeting. Extraordinary meeting of the board of directors should be held through on-site meeting, or by way of telephone communication such as teleconference and video conference or by way of written resolutions, at which resolutions may be passed, subject to the full and adequate expression of opinions by directors and concurrent instant communication. However, a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and dismissal of the secretary to the board of directors shall not be held by means of correspondence.</p>	<p>Article 24 <u>Subject to ensuring the full expression by the directors of their opinions, a meeting of the board of directors may be convened by means of telephone conference, video conference and other electronic means of communication or in written forms (including via facsimile and e-mail, which, together with the electronic means of communication, “Voting by Correspondence”), at which resolutions may be passed and shall be signed by the directors in attendance</u> Regular board meetings shall be held through on-site meeting. Extraordinary board meetings should be held through on-site meeting, or by way of telecommunication such as teleconference and video conference or by way of written resolutions, at which resolutions may be passed, subject to the full and adequate expression of opinions by directors and concurrent instant communication. However, a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and dismissal of the secretary to the board of directors shall not be held by means of correspondence written resolutions.</p>

Before amendment	After amendment
<p>For a meeting held through video and telephone, the number of the directors present is calculated according to the number of the directors present in the video, the directors expressing opinions in the telephone conference, and the number of valid votes received for the meeting held by means of correspondence.</p>	<p>For a meeting held via <u>Voting by Correspondence</u> through video and telephone, the number of the directors present is calculated according to the number of the directors present in the video, the directors expressing opinions in the telephone conference, and the number of valid votes <u>sent via as facsimile and email and received within a specified period</u> received for the meeting held by means of correspondence, <u>or the written confirmations of attendance submitted by the directors after the meeting.</u></p>
<p>Article 27 Directors shall carefully read the meeting materials and give their opinions independently and prudently based on full understanding of the circumstances.</p> <p>Directors may seek the information necessary for decision-making from relevant bodies and persons including the office of the board of directors, the meeting convener, the general manager and other senior management members, special committees of the board of directors, accounting firm and law firms, and may propose to the chairman of the meeting to requesting the above-mentioned persons and representatives from the bodies present at the meeting to make relevant explanations while the meeting is in progress.</p>	<p>Article 27 Directors shall carefully read the meeting materials and give their opinions independently and prudently based on full understanding of the circumstances.</p> <p>Directors may seek the information necessary for decision-making from relevant bodies and persons including the office of the board of directors, the meeting convener, the <u>president general manager</u> and other senior management members, special committees of the board of directors, accounting firms and law firms, and may propose to the chairman of the meeting to requesting the above-mentioned persons and representatives from the bodies present at the meeting to make relevant explanations while the meeting is in progress.</p>

Before amendment	After amendment
<p>Article 30 Votes at board meetings shall be conducted by disclosed ballot and each director shall have one vote. Resolutions adopted at the meeting of the board of directors shall be approved by more than half of the directors. Where there are an equal number of votes for and against a particular resolution, the chairman of the board of directors shall be entitled to have a casting vote.</p>	<p>Article 30 The resolutions at the meeting of the board of directors shall be voted by disclosed ballot. Each director shall have one vote. Resolutions adopted at the meeting of the board of directors shall be approved by more than half of the directors. Where there are an equal number of votes for and against a particular resolution, the chairman of the board of directors shall be entitled to have a casting vote.</p> <p><u>If a meeting of the board of directors is held by means of telephone conference or video conference, and the directors cannot sign the resolutions immediately, they shall sign within a specified period in the written form after the meeting. Subsequent signatures in the written form must be consistent with the verbal voting at previous meeting of the board of directors. Where there is any inconsistency between the written signature and the verbal voting, the former shall prevail. If a director fails to sign in the written form within a specified period, he/ she shall be deemed to abstain.</u></p> <p><u>For a meeting of the board of directors held by means of written proposal, the directors shall expressly state on the proposal their reasons for or against the proposal. Once the number of supervisors voting in favor of the proposal has reached the quorum necessary for resolving on the proposal as specified in the Articles of Association, such proposal shall be passed as a resolution of the board of directors.</u></p>

Before amendment	After amendment
<p>Article 32 In any of the following circumstances, the directors shall abstain from voting on the relevant proposals:</p> <p>(1) Where a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors;</p> <p>(2) Where the directors themselves consider that they shall abstain from voting;</p> <p>(3) Where the laws, the listing rules of the stock exchange where the securities of the Company are listed and the Articles of Association provide that the directors shall abstain from voting.</p>	<p>Article 32 In any of the following circumstances, the directors shall abstain from voting on the relevant proposals:</p> <p>(1) <u>Where the listing rules of the places where the shares of the Company are listed provide that the directors shall abstain from voting</u> Where a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors;</p> <p>(2) Where the directors themselves consider that they shall abstain from voting;</p> <p>(3) <u>Where a director shall abstain from voting because he or she is related with an enterprise involved in the proposals to be made at a meeting as prescribed in the Articles of Association of the Company</u> Where the laws, the listing rules of the stock exchange where the securities of the Company are listed and the Articles of Association provide that the directors shall abstain from voting.</p>

Before amendment	After amendment
<p>In such cases, a meeting of the board of directors may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a connected relationship. If the meeting of the board of directors is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meetings for consideration.</p> <p>The definition and scope of related director are subject to relevant requirements of the securities regulatory authority and stock exchange of the place where the shares of the Company are listed.</p>	<p><u>Where any director is required to abstain from voting, a meeting of the board of directors may be held only if more than one half of the non-related directors are present, and the resolutions formed shall require adoption by more than one half of the non-related directors. If the meeting of the board of directors is attended by less than three non-related directors, the relevant proposal shall not be voted on but shall be submitted to the general meeting for consideration</u> In such cases, a meeting of the board of directors may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a connected relationship. If the meeting of the board of directors is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.</p> <p>The definition and scope of related director are subject to relevant requirements of the securities regulatory authority and stock exchange of the place where the shares of the Company are listed.</p>

Before amendment	After amendment
<p>Article 34 Where issues relating to profit distribution plans need to be resolved at the meeting of the board of directors, the profit distribution proposal to be submitted to the board may first be submitted to the certified public accountants, who shall be required to produce a draft audit report (all financial data except those involving profit distribution has been determined). After resolving on profit distribution plans of the Company, the board of directors shall submit it to the general meeting for consideration and shall require the certified public accountants to produce a formal audit report, according to which the board of directors shall resolve on other relevant issues in the regular report.</p>	<p>Article 34 Where issues relating to profit distribution plans need to be resolved at the meeting of the board of directors, the profit distribution proposal to be submitted to the board may first be submitted to the certified public accountants, who shall be required to produce a draft audit report (all financial data except those involving profit distribution has been determined). After resolving on profit distribution plans of the Company, the board of directors shall submit it to the general meeting for consideration and shall require the certified public accountants to produce a formal audit report, according to which the board of directors shall resolve on other relevant issues in the regular report.</p> <p><u>Where the listing rules of the places where the shares of the Company are listed have special disclosure requirements for the meeting of the board of directors resolving on profit distribution of the Company or other meeting of the board of directors, such requirements shall prevail.</u></p>
<p>Article 35 After the directors present at the meeting cast their votes, the relevant personnel from the secretary office of the board of directors shall collect directors’ voting ballots in time, and submit them to the secretary to the board of directors to conduct counting under the supervision of a supervisor or an independent non-executive director.</p>	<p>Article 35 After the directors present at the meeting cast their votes, the relevant personnel from the secretary office of the board of directors shall collect directors ’ voting ballots in time, and submit them to the secretary to the board of directors to conduct counting under the supervision of a supervisor or an independent non-executive director <u>or other directors.</u></p>

Before amendment	After amendment
<p>When a meeting is held on site, the chairman of the meeting shall announce the results of counting on site. In other cases, the voting results shall be notified to each director within the following working day after the end of the stipulated voting deadline.</p> <p>If a director cast his or her votes after the chairman of the meeting announces the voting results or the stipulated voting deadline is over, his or her votes will not be counted.</p>	<p>When a meeting is held on site, the chairman of the meeting shall announce the results of counting on site. In other cases, the voting results shall be notified to each director within the following working day after the end of the stipulated voting deadline.</p> <p>If a director cast his or her votes after the chairman of the meeting announces the voting results or the stipulated voting deadline is over, his or her votes will not be counted.</p>
	<p><u>Article 42 The secretary to the board of directors shall be responsible for issues concerning the announcement of the resolutions made by the board of directors pursuant to the listing rules of the places where the shares of the Company are listed. Before the disclosure of the announcement of the resolutions, the attending directors, other attendants, the recorder and service staff shall fulfil the confidentiality obligation on the contents of the resolutions.</u></p>

Before amendment	After amendment
<p>Article 42 The directors shall be liable for the resolutions of the board of directors. Where a resolution of the board of directors is in violation of laws, the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he had expressed his opposition to such resolution when it was put to the vote and that such opposition was recorded in the minutes of the meeting, such director may be relieved from such liability.</p>	<p>Article 43 42 The directors shall be liable for the resolutions of the board of directors. Where a resolution of the board of directors is in violation of laws, the Articles of Association <u>or the resolutions of the general meeting</u>, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he had expressed his opposition to such resolution when it was put to the vote and that such opposition was recorded in the minutes of the meeting, such director may be relieved from such liability.</p>
<p>Article 44 The following matters shall be considered and approved by the general meeting for implementation with the consent of a meeting of the board of directors:</p> <ol style="list-style-type: none"> (1) to formulate the annual financial budgets and final accounts of the Company; (2) to formulate the profit distribution plans and plans of making up losses of the Company; (3) to formulate plans for the increase or reduction of registered capital, and issuance of bonds or other securities as well as the listing plans of the Company; 	<p>Article 44 The following matters shall be considered and approved by the general meeting for implementation with the consent of a meeting of the board of directors:</p> <ol style="list-style-type: none"> (1) to formulate the annual financial budgets and final accounts of the Company; (2) to formulate the profit distribution plans and plans of making up losses of the Company; (3) to formulate plans for the increase or reduction of registered capital, and issuance of bonds or other securities as well as the listing plans of the Company;

Before amendment	After amendment
(4) to formulate plans for major acquisitions of the Company, buyback of the Company's own shares or merger, division, dissolution and changes in corporate forms of the Company;	(4) to formulate plans for major acquisitions of the Company, buyback of the Company's own shares or merger, division, dissolution and changes in corporate forms of the Company;
(5) to formulate amendments to the Articles of Association;	(5) to formulate amendments to the Articles of Association;
(6) to propose to the general meeting the engagement or replacement of accounting firm(s) as the Company's auditor(s).	(6) to propose to the general meeting the engagement or replacement of accounting firm(s) as the Company's auditor(s).
Article 46 The Rules shall come into force on the date that the Company's overseas listed foreign investment shares are listed traded on The Stock Exchange of Hong Kong Limited.	Article 46 <u>Subject to the consideration and approval of the general meeting, the Rules shall come into force and be implemented on the date of the initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company</u> shall come into force on the date that the Company's overseas listed foreign investment shares are listed and begin trading on The Stock Exchange of Hong Kong Limited.

RULES OF PROCEDURE FOR THE BOARD OF SUPERVISORS OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

TABLE OF PROPOSED AMENDMENTS ALONG WITH EXISTING ARTICLES

Before amendment	After amendment
<p>Article 1 For the purposes of regulating the operation of the board of supervisors (the “Board of Supervisors”) of Hebei Construction Group Corporation Limited (the “Company”) and ensuring that the Board of Supervisors perform the duties and responsibilities conferred upon by all the shareholders, these Rules have been formulated in accordance with <i>the Company Law of the People’s Republic of China</i> (the “Company Law”), <i>the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, <i>the Mandatory Provisions for the Articles of Association of Companies Listed Overseas</i>, <i>the Guidelines for the Articles of Association of Listed Companies</i>, <i>the Articles of Association of Hebei Construction Group Corporation Limited</i> (the “Articles of Association”) and the laws or relevant requirements of the stock exchanges of the places where the shares are listed after taking into account the Company’s actual situation. The Board of Supervisors shall be responsible for supervising the finances of the Company and the legitimacy of the performance of their duties and responsibilities by the directors and the senior management members so as to safeguard the legitimate interests of the Company and its shareholders.</p>	<p>Article 1 For the purposes of regulating the operation of the board of supervisors (the “Board of Supervisors”) of Hebei Construction Group Corporation Limited (the “Company”) and ensuring that the Board of Supervisors perform the duties and responsibilities conferred upon by all the shareholders, these rules have been formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), <u>the Securities Law of the People’s Republic of China, the Code of Corporate Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Guidelines for the Articles of Association of Listed Companies, the Articles of Association of Hebei Construction Group Corporation Limited (the “Articles of Association”) and relevant the laws or <u>other</u> requirements of the stock exchanges of the places where the <u>Company’s</u> shares are listed as well as taking into account the Company’s actual situation. The Board of Supervisors shall be responsible for supervising the finances of the Company and the legitimacy of the performance of their duties and responsibilities by the directors, and the senior management members so as to safeguard the legitimate interests of the Company and its shareholders.</p>

Before amendment	After amendment
<p>Article 2 The Board of Supervisors is responsible for the general meeting. It shall supervise the Company’s finances, the acts of directors and senior management members (including the president, vice president(s), the chief financial officer, secretary to the board of directors and other personnel stipulated in the Articles of Association) in violation of the laws, administrative regulations, the articles of association or the resolutions of the general meeting when performing their duties so as to safeguard the legitimate interests of the Company and its shareholders.</p>	<p>Article 2 The Board of Supervisors is responsible for the general meeting. It shall supervise the Company’s finances, the acts of directors and senior management members (including the president, vice president(s), the chief financial officer, secretary to the board of directors and other personnel stipulated in the <u>Articles of Association</u>) in violation of the laws, administrative regulations, the Articles of Association or the resolutions of the general meeting when performing their duties so as to safeguard the legitimate interests of the Company and its shareholders.</p>
<p>Article 4 The Company shall have a Board of Supervisors, which shall consist of five supervisors. The Board of Supervisors shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Board of Supervisors.</p>	<p>Article 4 The Company shall have a Board of Supervisors, which shall consist of five supervisors. The Board of Supervisors shall have one chairman <u>and may have one vice chairman</u>, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Board of Supervisors.</p>
<p>Article 5 The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company’s employees. The supervisors who represent the employees shall not be less than one-third of the supervisors. The term of office of the supervisors shall be three years, which may be extended upon re-election.</p> <p>Any director, the general manager and other senior management members of the Company shall not concurrently serve as supervisors.</p>	<p>Article 5 The supervisors who are not representatives of employees shall be elected or removed by the general meeting, and the supervisors who represent the employees shall be democratically elected or removed by the Company’s employees. The supervisors who represent the employees shall not be less than one-third of the supervisors. The term of office of the supervisors shall be three years, which may be extended upon re-election.</p> <p>Any director, the <u>president</u> general manager and other senior management members of the Company shall not concurrently serve as supervisors.</p>

Before amendment	After amendment
<p>Article 7 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to review the regular reports of the Company prepared by the board of directors and to submit written review opinions thereon;</p> <p>(II) to examine the Company’s finances, and, when necessary, it may appoint a separate accounting firm in the Company’s name to independently review the Company’s finances;</p> <p>(III) to supervise the directors, the president and other senior management members in the performance of their duties and to propose the removal of directors or senior management members who violate laws or breach the Articles of Association or resolutions of the general meeting;</p> <p>(IV) if an act of a director or of the president or another senior management member is detrimental to the Company’s interests, to require him/her to correct such act;</p> <p>(V) to propose the holding of extraordinary general meetings and, in the event that the board of directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the laws;</p> <p>(VI) to submit motions to the general meeting;</p> <p>(VII) to initiate litigation against directors or senior management members in accordance with relevant laws; and</p>	<p>Article 7 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to review the regular reports of the Company prepared by the board of directors and to submit written review opinions thereon;</p> <p>(II) to examine the Company’s finances, and, when necessary, it may appoint a separate accounting firm in the Company’s name to independently review the Company’s finances;</p> <p>(III) to supervise the directors, the president and other senior management members in the performance of their duties and to propose the removal of directors or senior management members who violate laws or breach the Articles of Association or resolutions of the general meeting;</p> <p>(IV) if an act of a director or of the president or another senior management member is detrimental to the Company’s interests, to require him/her to correct such act;</p> <p>(V) to propose the holding of extraordinary general meetings and, in the event that the board of directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the laws;</p> <p>(VI) to submit motions to the general meeting;</p> <p>(VII) to initiate litigation against directors or senior management members in accordance with relevant laws; and</p>

Before amendment	After amendment
<p>(VIII) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist in its work in the event that it discovers any irregularities in the Company’s operations.</p> <p>The reasonable expenses incurred in engaging a professional, such as a lawyer, certified public accountant, professional auditor, etc., by the Board of Supervisors in exercising its functions and powers shall be borne by the Company.</p>	<p>(VIII) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist in its work in the event that it discovers any irregularities in the Company’s operations.</p> <p>The reasonable expenses incurred in engaging a professional, such as a lawyer, certified public accountant, professional auditor, etc., by the Board of Supervisors in exercising its functions and powers shall be borne by the Company.</p>
<p>Article 8 The chairman of the Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to convene and preside over meetings of the Board of Supervisors;</p> <p>(II) to organize the performance of the duties and responsibilities of the Board of Supervisors;</p> <p>(III) to review and execute the report of the Board of Supervisors and other significant documents;</p> <p>(IV) to, on behalf of the Board of Supervisors, report its work at a general meeting;</p> <p>(V) to perform other duties required by laws, regulations and the articles of association.</p> <p>If the chairman of the Board of Supervisors for some reasons is unable or fails to perform his or her duties, one (1) supervisor elected by more than half of the supervisors shall perform such duties.</p>	<p>Article 8 The chairman of the Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to convene and preside over meetings of the Board of Supervisors;</p> <p>(II) to organize the performance of the duties and responsibilities of the Board of Supervisors;</p> <p>(III) to review and execute the report of the Board of Supervisors and other significant documents;</p> <p>(IV) to, on behalf of the Board of Supervisors, report its work at a general meeting;</p> <p>(V) to perform other duties required by laws, regulations and the articles of association.</p> <p>If the chairman of the Board of Supervisors for some reasons is unable or fails to perform his or her duties, <u>the vice chairman of the Board of Supervisors shall perform such duties; and if the vice chairman of the Board of Supervisors for some reasons is unable or fails to perform such duties,</u> one (1) supervisor elected by more than half of the supervisors shall perform such duties.</p>

Before amendment	After amendment
<p>Article 11 Meetings of the Board of Supervisors shall be convened at least every six (6) months. In any of the following circumstances, the Board of Supervisors shall convene an extraordinary meeting within ten days:</p> <p>(I) the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when proposed by more than one-third of the supervisors;</p> <p>(III) when the Company has suffered or is suffering from substantial loss of assets and the interests of its shareholders are thus impaired;</p> <p>(IV) when laws, regulations and the Articles of Association are breached by the directors and the senior management members of the Company and the interests of the Company are thus impaired substantially;</p> <p>(V) when required by the securities regulatory authorities;</p> <p>(VI) other circumstances as specified by laws and the Articles of Association.</p>	<p>Article 11 <u>Meetings of the Board of Supervisors shall be classified into regular meetings and extraordinary meetings. The regular meeting</u> of the Board of Supervisors shall be convened at least every six (6) months. In any of the following circumstances, the Board of Supervisors shall convene an extraordinary meeting within ten days:</p> <p>(I) <u>when proposed by any supervisor</u> the chairman of the Board of Supervisors considers it necessary;</p> <p>(II) when <u>the general meeting or meeting of the board of directors has passed a resolution, which breaches the laws, regulations, rules, any provisions and requirements of the regulatory authorities, the Articles of Association, resolutions of the general meeting of the Company or other relevant regulations</u> proposed by more than one-third of the supervisors;</p> <p>(III) when <u>the misconducts of the directors and senior management members are likely to cause material damages to the Company or cause detrimental influence in the markets</u> the Company has suffered or is suffering from substantial loss of assets and the interests of its shareholders are thus impaired;</p> <p>(IV) when <u>the shareholders institute a legal action against the Company, its directors, supervisors or senior management members</u> laws, regulations and the Articles of Association are breached by the directors and the senior management members of the Company and the interests of the Company are thus impaired substantially;</p>

Before amendment	After amendment
	<p>(V) <u>when the Company, its directors, supervisors or senior management members are subject to the penalty of the securities regulatory authorities or publicly censured by the stock exchanges where the shares of the Company are listed;</u></p> <p>(VI) when required by the securities regulatory authorities;</p> <p>(VII) other circumstances as specified by laws and the Articles of Association.</p>
<p>Article 12 Mode of meeting</p> <p>Meetings of the Board of Supervisors shall on principle be held on site.</p>	<p>Article 12 Mode of meeting</p> <p>Meetings of the Board of Supervisors shall on principle be held on site. <u>In case of emergency, subject to ensuring the full expression by the supervisors of their opinions, a meeting of the Board of Supervisors may be convened by means of tele-conference, video conference and other electronic means of communication or in written form (including via facsimile and e-mail, together with the electronic means of communication, “Voting by Correspondence”), and shall be signed by the supervisors present at the meeting.</u></p>

Before amendment	After amendment
<p>Subject to ensuring the full expression by the supervisors of their opinions, voting by submitting written motions can be adopted in replace of convening an on-site meeting of the Board of Supervisors, but such submitted written motions shall be complete and comprehensive, and be delivered to each supervisor by means of hand, mail or facsimile. If the Board of Supervisors has sent the formulated resolutions of the Board of Supervisors to all supervisors and supervisors signing off have reached the quorum for passing the resolution according to the Articles of Association, then the resolution shall be valid and there is no need to convene a meeting of the Board of Supervisors.</p> <p>In case of emergency, meetings of the Board of Supervisors can be held by way of correspondence, but the convener shall explain the specific emergency to the supervisors attending the meeting. When voting by correspondence, the supervisors shall fax their written opinions and voting intentions for the matters considered to the office of the Board of Supervisors after signing. The supervisors shall not only write down their voting intentions without their written opinions or reasons.</p>	<p><u>For a meeting held via Voting by Correspondence, the number of the supervisors present is calculated according to the number of the supervisors present in the video or expressing opinions in the tele-conference, the number of valid votes received de facto in such forms as facsimiles or emails within a specified period or the written confirmations of attendance submitted by the supervisors after the meeting</u></p> <p>Subject to ensuring the full expression by the supervisors of their opinions, voting by submitting written motions can be adopted in replace of convening an on-site meeting of the Board of Supervisors, but such submitted written motions shall be complete and comprehensive, and be delivered to each supervisor by means of hand, mail or facsimile. If the Board of Supervisors has sent the formulated resolutions of the Board of Supervisors to all supervisors and supervisors signing off have reached the quorum for passing the resolution according to the Articles of Association, then the resolution shall be valid and there is no need to convene a meeting of the Board of Supervisors.</p> <p>In case of emergency, meetings of the Board of Supervisors can be held by way of correspondence, but the convener shall explain the specific emergency to the supervisors attending the meeting. When voting by correspondence, the supervisors shall fax their written opinions and voting intentions for the matters considered to the office of the Board of Supervisors after signing. The supervisors shall not only write down their voting intentions without their written opinions or reasons.</p>

Before amendment	After amendment
<p>Article 17 Motions at the meetings of the Board of Supervisors</p> <p>The Board of Supervisors proposes motions mainly according to the matters for consideration of the board of directors and the matters proposed by the Board of Supervisors. The office of the Board of Supervisors is responsible for collecting matters for the consideration of the board of directors and to be proposed by the Board of Supervisors and submitting such matters to the chairman of the Board of Supervisors in a timely manner, who shall determine whether to submit such matters to the Board of Supervisors for consideration.</p>	<p>Article 17 Motions at the <u>regular</u> meetings of the Board of Supervisors</p> <p><u>Before dispatching the notice of a regular meeting of the Board of Supervisors, the office of the Board of Supervisors shall collect proposals from all the supervisors, and seek opinions from the employees of the Company for at least two days. During the period of collecting proposals and seeking opinions, the office of the Board of Supervisors shall reiterate the main concerns of the Board of Supervisors on supervising the regulated operation of the Company and the performance of duties of the directors and senior management rather than the decision making on the operation and management of the Company</u> The Board of Supervisors proposes motions mainly according to the matters for consideration of the board of directors and the matters to be proposed by the Board of Supervisors. The office of the Board of Supervisors is responsible for collecting matters for the consideration of the board of directors and to be proposed by the Board of Supervisors and submitting the same to the chairman of the Board of Supervisors in a timely manner, who shall determine whether to submit to the Board of Supervisors for consideration.</p>

Before amendment	After amendment
	<p><u>Article 18 Procedures for the proposal of extraordinary meetings</u></p> <p><u>Where the supervisor proposes to convene an extraordinary meeting, a written proposal signed by the proposing supervisor shall be submitted through the office of the Board of Supervisors or directly to the chairman of the Board of Supervisors. The written proposal shall include:</u></p> <p><u>(I) the name of the proposing supervisor;</u></p> <p><u>(II) the reasons for the proposal or objective facts/causes on which the proposal is based;</u></p> <p><u>(III) the time or deadline, venue and form of the proposed meeting;</u></p> <p><u>(VI) the proposals in clear and specific terms;</u></p> <p><u>(V) the contact information of the proposing supervisor and the date of proposal, etc.</u></p> <p><u>The office of the Board of Supervisors shall issue the notice to convene the extraordinary meeting within three days after the office of the Board of Supervisors or the chairman of the Board of Supervisors receives the written proposal of the supervisor.</u></p> <p><u>Where the office of the Board of Supervisors delays or withholds such notice, the proposing supervisor shall timely report to the regulatory authorities.</u></p>

Before amendment	After amendment
<p>Article 26 Voting at the meeting</p> <p>Votes at meetings of the Board of Supervisors shall be conducted by disclosed ballot and each supervisor shall have one vote.</p> <p>Once each motion has been fully discussed, the chairman of the meeting shall propose that the supervisors present at the meeting vote thereon.</p> <p>Votes at on-site meetings of the Board of Supervisors (including meetings held by video conference) may be conducted by a show of hands or disclosed ballot. If a supervisor attends an on-site meeting by way of telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he/she says and communicate with him/her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Board of Supervisors, votes may be conducted and resolutions may be adopted by means of communication, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of communication, and if a supervisor fails to express his or her opinion by the specified deadline, he/she shall be deemed to abstain.</p> <p>The voting options open to supervisors are consent, opposition or abstention. The supervisors present at a meeting shall select one from the foregoing three options. If a supervisor fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he/she refuses to make a selection, he/she shall be deemed to abstain.</p>	<p>Article 26 Article 27 Voting at the meeting</p> <p>Votes at meetings of the Board of Supervisors shall be conducted by disclosed ballot and each supervisor shall have one vote.</p> <p>Once each motion has been fully discussed, the chairman of the meeting shall propose that the supervisors present at the meeting vote thereon.</p> <p><u>For a meeting of the Board of Supervisors held by means of tele-conference or video conference, if the supervisors cannot sign on the resolutions of such meeting immediately, they shall sign off within a specified period in writing after the meeting. Subsequent signatures in writing must be consistent with the verbal voting at the meeting. Where there is any inconsistency between the written signature and the verbal voting, the former shall prevail. If a supervisor fails to sign in writing by the specified deadline, he/she shall be deemed to abstain.</u></p> <p>Votes at on-site meetings of the Board of Supervisors (including meetings held by video conference) may be conducted by a show of hands or disclosed ballot. If a supervisor attends an on-site meeting by way of telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he/she says and communicate with him/her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Board of Supervisors, votes may be conducted and resolutions may be adopted by means of communication, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of communication, and if a supervisor fails to express his or her opinion by the specified deadline, he/she shall be deemed to abstain.</p>

Before amendment	After amendment
	<p><u>For a meeting of the Board of Supervisors held by written proposal, the supervisors shall expressly state on the proposal their opinions of pros or cons on such proposal. Once the number of supervisors signing in favor of the proposal reaches the quorum necessary for resolving on the proposal stipulated in the Articles of Association, such proposal shall be passed as a resolution of the Board of Supervisors.</u></p> <p>The voting options open to supervisors are consent, opposition or abstention. The supervisors present at a meeting shall select one from the foregoing three options. If a supervisor fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him/her to select again. If/she refuses to make a selection, he/she shall be deemed to abstain <u>and if he/she leaves the meeting without returning or casting his/her vote, he/she shall be deemed to abstain.</u></p>
<p>Article 37 These Rules shall come into force on the date that the Company's overseas listed foreign investment shares are listed and traded on The Stock Exchange of Hong Kong Limited.</p>	<p><u>Article 38</u>Article 37 <u>Subject to the consideration and approval at the general meeting, these Rules shall come into force and be implemented on the date of the initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company</u>on the date that the Company's overseas listed foreign investment shares are listed and traded on The Stock Exchange of Hong Kong Limited.</p>

APPENDIX VI REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING

REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING OF HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

With the approval of Zheng Jian Xu Ke [2017] No. 2056 of the China Securities Regulatory Commission (中國證券監督管理委員會證監許可[2017]2056號文), Hebei Construction Group Corporation Limited conducted the initial public offering of H shares outside China and listed the same on The Stock Exchange of Hong Kong Limited upon completion of offering. In accordance with the Regulations on the Report of the Use of Proceeds Raised from the Previous Offering (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)), the use of proceeds raised from the previous offering as of 30 June 2019 is reported as follows:

I. PROCEEDS RAISED FROM THE PREVIOUS OFFERING

(i) Amount and time of receipt of the proceeds raised from the previous offering

The Company completed the initial public offering of 433,334,000 H shares on 15 December 2017 and over-allotment in the initial public offering of 28,049,500 H shares on 12 January 2018. The gross subscription amount totalled HK\$2,057,770,410.00, net proceeds after deducting the undertaking commissions payable to brokers and other offering expenses was HK\$1,994,090,469.07 and the net proceeds after further deducting other expenses was HK\$1,972,246,866.88.

The par value of H shares in the initial public offering was RMB1.00 per share, with an offer price of HK\$4.46 per share and total subscription amount reached HK\$1,932,669,640.00. After deducting the undertaking commissions and other offering expenses incurred, the actual amount received was HK\$1,871,501,347.23, and after further deducting other expenses, net proceeds thereof reached HK\$1,849,657,745.04.

The par value of H shares in the over-allotment in the initial public offering was RMB1.00 per share, with an offer price of HK\$4.46 per share and total subscription amount reached HK\$125,100,700.00. After deducting the undertaking commissions and other offering expenses incurred, the actual amount received was HK\$122,589,121.84.

As certified by the Capital Verification Report (Zhongxingcai Guanghua Shen Yan Zi [2019] No. 309003) issued by Zhongxingcai Guanghua Certified Public Accountant LLP, the above-mentioned proceeds of HK\$1,871,501,347.23 and HK\$122,589,121.84 was remitted to the Company's special account (account No. 01287512690398) opened with Bank of China, Hong Kong branch on 15 December 2017 and 12 January 2018, respectively.

(ii) Deposit of the proceeds raised from the previous offering in the special account of the Company

In accordance with relevant requirements of the Reply of the State Administration of Foreign Exchange ([2017] No. 48) and the internal control system of the Company regarding the deposit, use and management of proceeds, the Company applied to open a special account with Bank of China (Hong Kong) Limited for the proceeds, deposited the same in Wing Lung Bank (Hong Kong) Limited, Industrial Bank Co., Ltd. Hong Kong Branch, China Merchants Bank Hong Kong Branch and Bank of Communications Hong Kong Branch, and applied to open the corresponding foreign exchange special accounts and Renminbi accounts for pending payment in Bank of China High-Tech Development Zone Sub-branch, China CITIC Bank Baoding Branch, China Agricultural Bank Baoding Branch, Bank of Communications Baoding Branch, Huaxia Bank Baoding Branch, China Construction Bank Wusi West Road Sub-branch, China Minsheng Bank Shijiazhuang Branch.

APPENDIX VI REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING

As of 30 June 2019, balance of the proceeds raised from the previous offering in the Company's special account is set out below:

Bank of deposit	Account No.	Nature	Currency	Balance as at 30 June 2019 (RMB)
Bank of China (Hong Kong) Limited	01287512690398	Demand deposit	HK\$	9,745,468.44
Bank of China (Hong Kong) Limited	01287592986932	Demand deposit	US\$	298,656.66
Wing Lung Bank (Hong Kong) Limited	60112553936	Demand deposit	HK\$	149,319.77
Industrial Bank Co., Ltd. Hong Kong Branch	741029806350	Demand deposit	HK\$	776.22
Industrial Bank Co., Ltd. Hong Kong Branch	741029806350	Demand deposit	RMB	23,137.64
China Merchants Bank Hong Kong Branch	20160349	Demand deposit	HK\$	60.00
China Merchants Bank Hong Kong Branch	20160357	Demand deposit	RMB	727,654.20
Bank of Communications Hong Kong Branch	027841100159201	Demand deposit	HK\$	317,834.61
Bank of Communications Hong Kong Branch	027841100159201	Demand deposit	RMB	20,055,694.14
Bank of China High-Tech Development Zone Sub-branch	100457174819	Demand deposit	HK\$	2,237.80
Bank of China High-Tech Development Zone Sub-branch	101537176820	Demand deposit	RMB	128,476.36
Huaxia Bank Baoding Branch	1385000000880075	Demand deposit	HK\$	3,822.35
Huaxia Bank Baoding Branch	1385000000880111	Demand deposit	RMB	3,852,844.72
China CITIC Bank Baoding Branch	8111813013100478326	Demand deposit	HK\$	3,619.80
China CITIC Bank Baoding Branch	8111801012200478196	Demand deposit	RMB	0.00
China Construction Bank Baoding Jingxiu Sub-branch	1305016652080000549	Demand deposit	HK\$	122,143.71
China Construction Bank Baoding Jingxiu Sub-branch	1305016652080000550	Demand deposit	RMB	287,962,203.48
China Agricultural Bank Baoding Branch	50599813040000211	Demand deposit	HK\$	200,561.16
China Agricultural Bank Baoding Branch	50575101040026883	Demand deposit	RMB	1,965.47
Bank of Communications Baoding Branch	136790630132017001964	Demand deposit	HK\$	500.05
Bank of Communications Baoding Branch	136790000012017022694	Demand deposit	RMB	773,708.28
China Minsheng Bank Shijiazhuang Branch	608615083	Demand deposit	HK\$	6,606.26
China Minsheng Bank Shijiazhuang Branch	608615155	Demand deposit	RMB	2,213.27

II. CHANGE IN INVESTMENT PROJECTS ACTUALLY FINANCED BY PROCEEDS RAISED FROM THE PREVIOUS OFFERING

In line with market conditions and the Company's business and operational requirements, to enhance the utilization efficiency of the net proceeds from the global offering of the Company, the following matters were considered and approved at the Company's 35th meeting of the first session of the board of directors of the Company on 8 January 2019: (1) adjusting the amount originally proposed to be used for equity investment under existing and future PPP projects to finance the Company's existing and future equity investments; (2) allocating the partial net proceeds originally proposed to be used for equity investment under existing and future PPP projects (being approximately RMB157.7 million) for general corporate purposes of the Company, including but not limited to settling office rent and maintenance costs, employee costs, professional expenses and other expenses in the Company's daily operations. That is to say, the use of partial proceeds after deducting offering expenses will be changed from "PPP equity investment" to "equity investment" with its proportion reduced from the original 40% to 30% while proceeds used for general corporate purposes will be increased from 10% to 20%. The proposal will enable the Company to deploy its financial resources more effectively, is more aligned with the Company's existing operational needs, and will benefit the Company in flexibly adjusting the business development strategies and investment plans according to market conditions, so as to promote the Company's sustained and rapid development and strengthen the Company's overall market position. On 25 February 2019, the 2019 first extraordinary general meeting of the Company was held, at which the resolution on the change in use and proportion of proceeds raised from the initial public offering was approved. Except for such change, there is no other change in the use of the net proceeds from the global offering of the Company.

III. ACTUAL USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING**(i) Table of use of proceeds raised from the previous offering**

In accordance with the use of proceeds as disclosed in the global offering announcement of the Company regarding the initial public offering of H shares, approximately 40% of the proceeds (after deducting offering expenses) were proposed to be used for undertaking construction contracting projects in progress; approximately 40% were proposed to be used to finance the equity investments under the Company's existing and future PPP projects; approximately 10% were proposed to be used for repaying the principal and interest of loans when or before due and approximately 10% were proposed to be used for general corporate purposes.

As of 30 June 2019, for actual use of proceeds raised from the previous offering, please refer to "Table I Table of Use of Proceeds Raised from the Previous Offering" and "Table II Table of Economic Benefits Generated by the Investment Projects Financed by Proceeds Raised from the Previous Offering" in this Appendix VI.

**APPENDIX VI REPORT ON THE USE OF PROCEEDS RAISED
FROM THE PREVIOUS OFFERING**

(ii) Information on initial investment and replacement of funds regarding investment projects financed by proceeds raised from the previous offering

There is no initial investment or replacement of funds regarding investment projects financed by proceeds raised from the previous offering.

(iii) Information on temporary use of idle proceeds for other purposes

The Company did not temporarily use the idle proceeds to replenish its working capital.

(iv) Table of economic benefits generated by the investment projects financed by proceeds raised from the previous offering

For details on table of economic benefits generated by the investment projects financed by proceeds raised from the previous offering, please refer to “Table II Table of Economic Benefits Generated by the Investment Projects Financed by Proceeds Raised from the Previous Offering” in this Appendix VI.

(v) Economic benefits from the investment projects financed by proceeds raised from the previous offering that cannot be accounted for separately

For details, please refer to note 4 in “Table II Table of Economic Benefits Generated by the Investment Projects Financed by Proceeds Raised from the Previous Offering” in this Appendix VI.

(vi) Accumulated economic benefits from investment projects financed by proceeds raised from the previous offering less than 20% (inclusive) of the committed economic benefit

Not applicable.

(vii) Details of the use of asset involved in the share subscription with the proceeds raised from the previous offering

The Company did not subscribe for shares with the proceeds raised from the previous offering.

IV. COMPARISON OF THE ACTUAL USE OF THE PROCEEDS RAISED FROM THE PREVIOUS OFFERING WITH THOSE DISCLOSED IN THE COMPANY’S REGULAR REPORT

There is no inconsistency between the abovementioned actual use of the proceeds raised from the previous offering with those disclosed in the “Chairman’s statement” section in the annual reports of the Company for 2017 and 2018 in The Stock Exchange of Hong Kong Limited.

V. CONCLUSION

The board of directors is of the opinion that, the Company has utilized the proceeds raised from the previous offering in accordance with the plans as disclosed in its global offering announcement regarding the previous public offering of H shares. The Company has performed its disclosure obligations under the Regulations on the Report of the Use of Proceeds Raised from the Previous Offering (Zheng Jian Fa Xing Zi [2007] No. 500) (《關於前次募集資金使用情況報告的規定》(證監發行字[2007]500號)) announced by the China Securities Regulatory Commission regarding the investment target and progress of the proceeds raised from the previous offering in good faith.

All the directors of the Company undertake that the report is free from any false records, misleading statements or material omissions and severally and jointly accept legal responsibilities for its truthfulness, accuracy and completeness.

The board of directors of Hebei Construction Group Corporation Limited

19 July 2019

APPENDIX VI

REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING

Gross proceeds:	Total proceeds used accumulatively:		Investment projects	Total investment with raised proceeds			Accumulative investment as of 30 June 2019			Date of projects ready for intended use	
	1,577,797.49	2017:		Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount		Difference between actual investment and committed investment amount after fund-raising
Total proceeds with change in use:	157,779.75	2017:	Actual investment purposes/ investment projects	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Difference between actual investment and committed investment amount after fund-raising	
Proportion of total proceeds with change in use:	10%	2018:									1,306,949.30
No.	Committed investment purposes and name of investment projects		Actual investment purposes/ investment projects	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Difference between actual investment and committed investment amount after fund-raising	Date of projects ready for intended use
4	General Design and Construction Contracting Project for Black and Odorous Water Treatment and Ecological Landscape Restoration (Phase I) of Baganqu and Liuganqu		General Design and Construction Contracting Project for Black and Odorous Water Treatment and Ecological Landscape Restoration (Phase I) of Baganqu and Liuganqu	(note 2)	(note 2)	8,200.00	(note 2)	(note 2)	8,200.00	(note 2)	March 2019
5	Construction of the Reconstruction Project of Central Heating Facilities in Old Residential Districts of Baoding City		Construction of the Reconstruction Project of Central Heating Facilities in Old Residential Districts of Baoding City	(note 2)	(note 2)	26,581.86	(note 2)	(note 2)	26,581.86	(note 2)	November 2018
6	Bid Section GZQ-DQJGW-SG-008 of Beijing New Airport Working Area Project (Municipal Transportation)-Road Bridge and Pipe Network Project		Bid section GZQ-DQJGW-SG-008 of Beijing New Airport Working Area Project (Municipal Transportation)-Road Bridge and Pipe Network Project	(note 2)	(note 2)	2,000.00	(note 2)	(note 2)	2,000.00	(note 2)	June 2019
7	General Contracting Project for the First Bid Section of the Storage Area of Phase II of Monet's Lake, Country Garden		General Contracting Project for the First Bid Section of the Storage Area of Phase II of Monet's Lake, Country Garden	(note 2)	(note 2)	7,000.00	(note 2)	(note 2)	7,000.00	(note 2)	January 2019
8	The Second Bid Section of the Construction of Standard Factories in Cangzhou Bohai New Area Food Park Innovation Base Project		The Second Bid Section of the Construction of Standard Factories in Cangzhou Bohai New Area Food Park Innovation Base Project	(note 2)	(note 2)	5,000.00	(note 2)	(note 2)	5,000.00	(note 2)	December 2019
9	Renovation and Construction of Sewage Pipe Network in Western District of Cangzhou Lingang Economic and Technological Development Zone		Renovation and Construction of Sewage Pipe Network in Western District of Cangzhou Lingang Economic and Technological Development Zone	(note 2)	(note 2)	3,234.86	(note 2)	(note 2)	3,234.86	(note 2)	June 2019
10	The Fourth Bid Section of Dezhou Road Project (West 4th Road to East 8th Road)		The Fourth Bid Section of Dezhou Road Project (West 4th Road to East 8th Road)	(note 2)	(note 2)	1,300.00	(note 2)	(note 2)	1,300.00	(note 2)	December 2021
11	Dingzhou Municipal Sewage Treatment Plant Phase II		Dingzhou Municipal Sewage Treatment Plant Phase II	(note 2)	(note 2)	4,296.55	(note 2)	(note 2)	4,296.55	(note 2)	September 2018

APPENDIX VI

REPORT ON THE USE OF PROCEEDS RAISED
FROM THE PREVIOUS OFFERING

Gross proceeds:	Total proceeds used accumulatively:		1,577,797.49	Total proceeds used in respective years:		1,306,949.30		
	157,779.75	2017:		144,000.00	779,871.90			
Total proceeds with change in use:	10%	2018:	157,779.75	10%	2018:	385,077.40		
Proportion of total proceeds with change in use:	For the six months ended 30 June 2019:							
No.	Committed investment purposes and name of investment projects	Total investment with raised proceeds			Accumulative investment as of 30 June 2019			
		Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Difference between actual investment and committed investment amount after fund-raising
12	The R&D Building of Neusoft Beijing R&D Center and another three purposes	(note 2)	(note 2)	7,920.00	(note 2)	7,920.00	(note 2)	October 2018
13	Construction of Bid Section I of Phase I of Fangjia Ideal City Project	(note 2)	(note 2)	40,000.00	(note 2)	40,000.00	(note 2)	June 2019
14	Edible Fungi Standardized Planting Project in Fuping Country	(note 2)	(note 2)	91,234.38	(note 2)	91,234.38	(note 2)	December 2020
15	Construction of Phase II of the New Campus Construction Project of Fuping Vocational and Technical Education Center	(note 2)	(note 2)	20,583.40	(note 2)	20,583.40	(note 2)	August 2018
16	Electric Power Installation Project in Rail Vehicle Manufacturing and Aluminum Deep Processing Workshop	(note 2)	(note 2)	1,000.00	(note 2)	1,000.00	(note 2)	September 2019
17	Staff Activity Center for Rail Vehicle Manufacturing and Aluminum Deep Processing Construction Project	(note 2)	(note 2)	1,000.00	(note 2)	1,000.00	(note 2)	September 2019
18	Flight Area Track Project of Guiyang Longdongbao Airport Phase III Extension Project (Bid Section of FXQ-CD-006)	(note 2)	(note 2)	10,000.00	(note 2)	10,000.00	(note 2)	December 2019
19	Construction of 1# and 2# Street Commercial and Factory Buildings B, C, D and Business Commercial Office Buildings in Phase I of Handan International Port Project	(note 2)	(note 2)	25,380.00	(note 2)	25,380.00	(note 2)	March 2017
20	Hangu Farm Shantytown Renovation Project in 2014 (Phase II)	(note 2)	(note 2)	5,000.00	(note 2)	5,000.00	(note 2)	October 2018
21	Project Department of Hebei University Library	(note 2)	(note 2)	21,478.00	(note 2)	21,478.00	(note 2)	December 2019

APPENDIX VI

REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING

Gross proceeds:	Total proceeds used accumulatively:		1,577,797.49	Total proceeds used in respective years:		1,306,949.30
	157,779.75	2017:		144,000.00	779,871.90	
Total proceeds with change in use:	10%		157,779.75	2018:		383,077.40
Proportion of total proceeds with change in use:	For the six months ended 30 June 2019:		Accumulative investment as of 30 June 2019			
	Investment projects		Total investment with raised proceeds		Difference between actual investment and committed investment amount after fund-raising	
No.	Committed investment purposes and name of investment projects	Actual investment purposes/investment projects	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Date of projects ready for intended use
22	New Campus Construction and Supporting Affiliated of Hebei Jizhou Middle School (PPP) Projects	Hebei Jizhou Middle School New Campus Construction and Supporting Affiliated (PPP) Projects	(note 2)	(note 2)	14,300.00	January 2019
23	Construction of Phase I and Phase II of the Road Network Construction Project in Dongcheng District, Fuping County, of Hebei Construction Group Co., Ltd.	Construction of Phase I and Phase II of Road Network Construction Project in Dongcheng District, Fuping County, of Hebei Construction Group Co., Ltd.	(note 2)	(note 2)	23,999.55	July 2019
24	Project of Modern Agricultural Practice and Training Center of Hebei Agricultural University	Project of Modern Agricultural Practice and Training Center of Hebei Agricultural University	(note 2)	(note 2)	1,300.00	April 2019
25	Hebei Xuyang Coking South Coal Yard Closed Project	Hebei Xuyang Coking South Coal Yard Closed Project	(note 2)	(note 2)	1,006.29	November 2018
26	Test Section of the Human Xiangxi Civil Airport Project	Test Section of the Human Xiangxi Civil Airport Project	(note 2)	(note 2)	20,500.00	May 2018
27	Pavement Treatment Project of Beijing-Tibet Expressway K202+673-K224+711	Pavement Treatment Project of Beijing-Tibet Expressway K202+673-K224+711	(note 2)	(note 2)	7,227.45	August 2018
28	Ring Network Connection Project of No.1 Thermal Power Plant and No.2 Thermal Power Plant	Ring Network Connection Project of No.1 Thermal Power Plant and No.2 Thermal Power Plant	(note 2)	(note 2)	3,000.00	November 2017

APPENDIX VI

REPORT ON THE USE OF PROCEEDS RAISED FROM THE PREVIOUS OFFERING

Gross proceeds:	Total proceeds used accumulatively:		1,577,797.49	Total proceeds used in respective years:	157,779.75	2017:	10%	2018:	For the six months ended 30 June 2019:	Accumulative investment as of 30 June 2019				Date of projects ready for intended use	
	1,306,949.30	144,000.00								779,871.90	383,077.40	Committed investment amount before fund-raising	Committed investment amount after fund-raising		Actual investment amount
Total proceeds with change in use:	Total investment with raised proceeds		Investment projects		Committed investment amount before fund-raising		Actual investment amount		Committed investment amount after fund-raising		Actual investment amount		Difference between actual investment and committed investment amount after fund-raising		Date of projects ready for intended use
Proportion of total proceeds with change in use:	Investment projects		Committed investment amount before fund-raising		Actual investment amount		Committed investment amount after fund-raising		Actual investment amount		Difference between actual investment and committed investment amount after fund-raising		Date of projects ready for intended use		
No.	Committed investment purposes and name of investment projects	Actual investment purposes/investment projects	Committed investment amount before fund-raising	Committed investment amount after fund-raising	Actual investment amount	Actual investment amount	Committed investment amount after fund-raising	Committed investment amount after fund-raising	Actual investment amount	Difference between actual investment and committed investment amount after fund-raising	Date of projects ready for intended use				
29	The Second Round Bid for 2016 Renqiu Urban Road Reconstruction Project	The Second Round Bid for 2016 Renqiu Urban Road Reconstruction Project	(note 2)	(note 2)	13,613.52	13,613.52	(note 2)	(note 2)	13,613.52	(note 2)	October 2018				
30	Construction of Water Distribution Network for Renqiu Surface Water Plant Project	Construction of Water Distribution Network for Renqiu Surface Water Plant Project	(note 2)	(note 2)	5,800.00	5,800.00	(note 2)	(note 2)	5,800.00	(note 2)	November 2019				
31	Bus Terminal Transfer Hub Project of Shizuishan Urban and Rural Public Transport Hub Project	Bus Terminal Transfer Hub Project of Shizuishan Urban and Rural Public Transport Hub Project	(note 2)	(note 2)	2,157.00	2,157.00	(note 2)	(note 2)	2,157.00	(note 2)	October 2019				
32	Environmental Protection Facilities Project of Ore and Raw Materials Storage Yard on North Bank of 4th Harbor Basin in Jinggang Port District of Tangshan Port	Environmental Protection Facilities Project of Ore and Raw Materials Storage Yard on North Bank of 4th Harbor Basin in Jinggang Port District of Tangshan Port	(note 2)	(note 2)	1,756.59	1,756.59	(note 2)	(note 2)	1,756.59	(note 2)	April 2018				
33	Construction of Wuqiao Acrobatic Cultural Service Center Project	Construction of Wuqiao Acrobatic Cultural Service Center Project	(note 2)	(note 2)	28,444.75	28,444.75	(note 2)	(note 2)	28,444.75	(note 2)	July 2019				
34	Comprehensive Utilization of Waste Heat Project in Wujiacqu	Comprehensive Utilization of Waste Heat Project in Wujiacqu	(note 2)	(note 2)	89,986.60	89,986.60	(note 2)	(note 2)	89,986.60	(note 2)	October 2018				
35	Xiaomi Internet Electronic Industrial Park Project	Xiaomi Internet Electronic Industrial Park Project	(note 2)	(note 2)	30,000.00	30,000.00	(note 2)	(note 2)	30,000.00	(note 2)	October 2019				
36	Track Project of the Yantai Penglai International Airport Extension Project	Track Project of the Yantai Penglai International Airport Extension Project	(note 2)	(note 2)	6,251.18	6,251.18	(note 2)	(note 2)	6,251.18	(note 2)	May 2018				
37	Comprehensive Rehabilitation Project of the Southeast Community in Southeast Community of Chinese Academy of Sciences	Comprehensive Rehabilitation Project of the Southeast Community in Southeast Community of Chinese Academy of Sciences	(note 2)	(note 2)	7,995.54	7,995.54	(note 2)	(note 2)	7,995.54	(note 2)	July 2019				

TABLE II: TABLE OF ECONOMIC BENEFITS GENERATED BY THE INVESTMENT PROJECTS FINANCED BY PROCEEDS RAISED FROM THE PREVIOUS OFFERING

Unit: RMB '000

No.	Name of project	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)		Six months ended 30 June 2019	Economic benefits accumulated as of the closing date	Whether expected economic benefits are achieved
					2017	2018			
1	General Construction Contract of the "Dream Langfang" Cultural Industrial Park-Grand Theater Project		N/A	Uncommitted	144,982.03	205,535.88	300,643.48	651,161.39	N/A
2	01-1-#Elderly care housing and other eight purposes (Shunyi New Town 17th block 17-12-09, SY-1713-L02 R2 class II residential land, SY-1713-L01 A61 land for institutional elderly care housing affiliated with price-limited commercial housing)		N/A	Uncommitted	30,281.32	43,372.27	339.79	73,993.38	N/A
3	EPC General Contracting Project for 13.8MW village-level photovoltaic power station project with poverty alleviation purpose in 46 villages such as Baishishan Village in Laiyuan County in 2016		N/A	Uncommitted	923.67	81,155.54	2,199.03	84,278.25	N/A
4	General Design and Construction Contracting Project for Black and Odorous Water Treatment and Ecological Landscape Restoration (Phase I) of Baganqu and Liuganqu		N/A	Uncommitted	0.31	24,285.44	1,223.00	25,508.75	N/A
5	Construction of the Reconstruction Project of Central Facilities in Old Residential District of Baoding City		N/A	Uncommitted	321,940.19	21,137.71	1,430.57	344,508.47	N/A

No.	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)			Whether expected economic benefits are achieved
				2017	2018	Six months ended 30 June 2019	
6	Bid Section of GZQ-DQJGW-SG-008 of Beijing New Airport Working Area Project (Municipal Transportation)-Road Bridge and Pipe Network Project	N/A	Uncommitted	12,786.37	87,712.39	23,756.35	N/A
7	General Contracting Project for the First Bid Section of the Storage Area of Phase II of Monet's Lake, Country Garden	N/A	Uncommitted	56,968.41	18,057.89	21,601.63	N/A
8	The Second Bid Section of the Construction of Standard Factories in Cangzhou Bohai New Area Food Park Innovation Base Project	N/A	Uncommitted	63.02	15,115.55	4,519.68	N/A
9	Renovation and Construction of Sewage Pipe Network in Western District of Cangzhou Port-surrounding Economic and Technological Development Zone	N/A	Uncommitted	-	24,305.41	221.18	N/A
10	The Fourth Bid Section of Dezhou Road Project (West 4th Road to East 8th Road)	N/A	Uncommitted	61,921.83	18,340.77	3,600.68	N/A
11	Dingzhou Municipal Sewage Treatment Plant Phase II	N/A	Uncommitted	12,091.07	70,295.65	15,562.89	N/A
12	The R&D Building and another three purposes of Neusoft Beijing R&D Center	N/A	Uncommitted	335.61	-	273.88	N/A
13	Construction of Bid I Section of Phase I of Fangtai Ideal City Project	N/A	Uncommitted	104,751.66	55,549.05	1,167.55	N/A

No.	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)			Economic benefits accumulated as of the closing date	Whether expected economic benefits are achieved
				2017	2018	Six months ended 30 June 2019		
14	Fuping County Edible Fungi Standardized Planting Project	N/A	Uncommitted	845,662.83	42,108.13	7,686.61	895,457.56	N/A
15	Construction of Phase II of the New Campus Construction Project of Fuping Vocational and Technical Education Center	N/A	Uncommitted	211,176.37	153,739.57	14,970.62	379,886.56	N/A
16	Electric Power Installation Project in Rail Vehicle Manufacturing and Aluminum Deep Processing Workshop	N/A	Uncommitted	-	16,504.85	-	16,504.85	N/A
17	Staff Activity Center for Rail Vehicle Manufacturing and Aluminum Deep Processing Construction Project	N/A	Uncommitted	12,857.42	8,093.97	124.66	21,076.05	N/A
18	Flight Area Track Project of Guiyang Longdongbao Airport Phase III Extension Project (Bid Section of FXQ-CD-006)	N/A	Uncommitted	71,832.84	620,645.08	38,867.01	731,344.92	N/A
19	Construction of 1# and 2# Street Commercial, Factory Buildings B, C, D and Business Commercial Office Buildings in Phase I of Handan International Port Project	N/A	Uncommitted	11,229.26	14,860.18	(11,160.43)	14,929.01	N/A
20	Hangu Farm Shantytown Renovation Project in 2014 (Phase II)	N/A	Uncommitted	107,953.69	1,468.18	813.09	110,234.96	N/A
21	Project Department of Hebei University Library	N/A	Uncommitted	2,691.58	-	2,716.96	5,408.54	N/A
22	New Campus Construction and Supporting Affiliated of Hebei Jizhou Middle School (PPP) Projects	N/A	Uncommitted	78,769.50	17,959.05	-	96,728.55	N/A

No.	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)			Six months ended 30 June 2019	Economic benefits accumulated as of the closing date	Whether expected economic benefits are achieved
				2017	2018	2019			
23	Construction of Phase I and Phase II of the Road Network Construction Project in Dongcheng District, Fuping County, of Hebei Construction Group Co., Ltd.	N/A	Uncommitted	305,948.73	194,429.26	9,349.60	509,727.60	N/A	
24	Project of Modern Agricultural Practice and Training Center of Hebei Agricultural University	N/A	Uncommitted	39,174.92	32,061.78	3,358.76	74,595.46	N/A	
25	Hebei Xuyang Coking South Coal Yard Closed Project	N/A	Uncommitted	59,179.81	35,165.40	1,785.73	96,130.94	N/A	
26	Test Section of the Hunan Xiangxi Civil Airport Project	N/A	Uncommitted	-	121,812.17	12,985.09	134,797.26	N/A	
27	Pavement Treatment Project of Beijing-Tibet Expressway K202+673-K224+711	N/A	Uncommitted	-	41,256.18	382.79	41,638.96	N/A	
28	Ring Network Connection Project of No.1 Thermal Power Plant and No.2 Thermal Power Plant	N/A	Uncommitted	12,512.91	23,859.17	331.78	36,703.86	N/A	
29	The Second-Round Bid for 2016 Renqiu Urban Road Reconstruction Project	N/A	Uncommitted	71,076.68	38,598.36	7,383.22	117,058.26	N/A	
30	Construction of Water Distribution Network for Renqiu Surface Water Plant Project	N/A	Uncommitted	14,537.91	(5,053.45)	-	9,484.46	N/A	
31	Bus Terminal Transfer Hub Project of Shizuishan Urban and Rural Public Transport Hub Project	N/A	Uncommitted	3,470.95	65,135.16	368.57	68,974.68	N/A	
32	Environmental Protection Facilities Project of Ore and Raw Materials Storage Yard on North Bank of 4th Harbor Basin in Jingtang Port District of Tangshan Port	N/A	Uncommitted	21,020.30	42.56	6,260.19	27,323.05	N/A	

No.	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)			Six months ended 30 June 2019	Economic benefits accumulated as of the closing date	Whether expected economic benefits are achieved
				2017	2018	2019			
33	Construction of Wuqiao Acrobatic Cultural Service Center Project	N/A	Uncommitted	-	588,341.79	14,936.06	603,277.85	N/A	
34	Comprehensive Utilization of Waste Heat Project in Wujiaqu	N/A	Uncommitted	117,481.96	336,362.82	122,809.07	576,653.86	N/A	
35	Xiaomi Internet Electronic Industrial Park Project	N/A	Uncommitted	167,083.20	175,830.67	26,658.51	369,572.37	N/A	
36	Track Project of the Yantai Penglai International Airport Extension Project	N/A	Uncommitted	3,432.41	41,696.27	6,011.11	51,139.78	N/A	
37	Comprehensive Rehabilitation Project of the Southeast Community in Southeast Community of Chinese Academy of Sciences	N/A	Uncommitted	121,358.14	45,435.96	9,701.08	176,495.19	N/A	
38	Letter Section of the Dingxing Connecting Line of Zhuozhou (Beijing-Hebei Boundary) Shijiazhuang Highway	N/A	Uncommitted	56,860.07	658.55	393.24	57,911.87	N/A	
39	Construction of Phase I of the New Campus Construction Project of Fuping County Vocational and Technical Education Center	N/A	Uncommitted	15,885.34	73,193.42	(2,707.49)	86,371.28	N/A	
40	Reconstruction Project of Qinhuangdao Section of G102 National Highway (note 5)	N/A	Uncommitted	-	-	-	-	N/A	
41	Project of "One Vertical and Two Horizontal" Road and Supporting Pipe Network Construction in Xiaogu Core Area, the New Industrial Base of Bashi Independent Mining Area, Qianwei County, Sichuan Province (note 5)	N/A	Uncommitted	-	-	-	-	N/A	
42	China Risun Group Limited	N/A	Uncommitted	-	-	-	-	N/A	

No.	Name of project	Actual investment projects	Accumulative capacity utilization rate of investment projects as of the closing date	Committed economic benefit	Actual economic benefit in the last three years (note 1)		Six months ended 30 June 2019	Economic benefits accumulated as of the closing date	Whether expected economic benefits are achieved
					2017	2018			
43	Repaying loan principal and interest		N/A	N/A	N/A	N/A	N/A	N/A	Note 4
44	General corporate purposes		N/A	N/A	N/A	N/A	N/A	N/A	Note 4
	Total			3,098,242.32	3,349,068.62	650,565.55	7,097,876.48		

Note 1: Projects Nos. 1 to 39 are construction contracting projects, for which actual economic benefit in the last three years represent construction revenue.

Note 2: The project had been completed and settled before 31 December 2018 and the adjustment in the final settlement amount by the entrusted party resulted in the adjustment in the revenue for 2018.

Note 3: The project had been ready for intended use before 30 June 2019 and the adjustment in the settlement amount by the entrusted party resulted in an adjustment in the revenue as of 30 June 2019.

Note 4: Economic benefits from repaying loan principal and interests and replenishing working capital cannot be accounted separately. The proceeds used for repaying loan principal and interests and replenishing working capital are beneficial for optimizing the Company's finance structure enhancing its risk tolerance, supporting the Company's sustainable business development and consolidating its market position.

Note 5: Since the cycle of PPP equity investment projects is relatively long and they are at the initial construction stage at present, the relevant project companies do not provide actual construction cost, no construction service income should be recognized and therefore no revenue is recorded.

**A SHARE PRICE STABILIZATION PLAN OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

(I) VALIDITY PERIOD OF THE PLAN

To maintain the price stabilization of the Renminbi-denominated ordinary shares (A shares) of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”) upon listing, the Company has formulated the A Share Price Stabilization Plan of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Plan**”), which shall, subject to consideration and approval at the general meeting, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, take effect from the date of listing of the A shares in the initial public offering by the Company, for a term of three years.

(II) CONDITION FOR TRIGGERING THE PRICE STABILIZATION PLAN

In the event that, within three years after the listing of the A shares of the Company, the closing prices of the Company’s A shares are below the latest audited (which means audited in accordance with the PRC Accounting Standards for Business Enterprises, same hereinafter) net assets value per share publicly disclosed by the Company, being the shareholders’ equity in the audited consolidated financial statements divided by the number of outstanding ordinary shares of the Company (hereinafter referred to as “**Net Assets Value per Share**”) (Net Assets Value per Share shall be adjusted accordingly if the value of the net assets or the total number of shares changes due to distribution of cash dividends, bonus issues, capitalization of capital reserve or placing after the audit base date of the latest period) for 20 consecutive trading days, and the Company and relevant entities simultaneously meet the requirements of laws, administrative and departmental regulations, normative documents and rules of regulatory authorities on repurchase of shares, increase in shareholding and other changes in share capital, the relevant share price stabilization plan shall be implemented.

(III) SPECIFIC MEASURES FOR STABILIZING SHARE PRICE

Relevant measures for stabilizing share price include:

- 1) share repurchase by the Company;
- 2) increase in shareholding of the Company by controlling shareholders of the Company;
- 3) increase in shareholding of the Company by the directors of the Company (excluding independent directors and directors who do not receive remunerations from the Company) and the senior management.

1. A share repurchase by the issuer

- (1) The Company shall, in accordance with relevant laws, convene a meeting of board of directors within 20 days from the date when the above-mentioned initiating conditions of the measures for stabilizing share price are triggered to resolve on the repurchase of the shares.
- (2) After the resolution of board of directors is made, the Company shall convene a general meeting and class meetings in accordance with the Articles of Association as soon as possible to consider and approve the proposal on share repurchase. The proposal relating to the repurchase shall be approved by shareholders with more than two-thirds of the voting rights present at the meeting.

- (3) The Company shall formulate specific plan(s) for the share repurchase, the content of which shall include, but not limited to, the number of shares to be repurchased, range of the repurchase price, funding sources for the share repurchase, and the impact of the share repurchase on the share price and operation of the Company.

The Company shall repurchase its shares by centralized bidding, tender offer, and/or other lawful means on the stock exchange.

- (4) When implementing the share repurchase plan(s), the Company shall spend no less than RMB10 million or 2% of the audited net profit attributable to the shareholders of the parent company (which equals to the net profit minus the profit or loss of minority shareholders as shown in the consolidated financial statements, hereinafter referred to as the “**Net Profit Attributable to the Shareholders of the Parent Company**”) of the previous financial year (whichever is lower) for each single repurchase, and upon occurrence of any of the following circumstances, the Company may suspend the share repurchase plan(s):
- 1) The Company has spent more than RMB50 million or 10% of the audited Net Profit Attributable to the Shareholders of the Parent Company of the previous financial year (whichever is lower) in aggregate on share repurchase within the same financial year;
 - 2) As a result of the share repurchase, the closing prices of the Company’s A shares have been higher than the Company’s latest audited Net Assets Value per Share for 10 consecutive trading days;
 - 3) Continuing share repurchase will result in the Company’s failure to satisfy the statutory requirements for listing;
 - 4) The Company has repurchased more than 2% of the total number of A shares prior to the share repurchase.
- (5) Upon suspension of the share stabilization plan by the Company, within 12 months from the date on which the initiating conditions were triggered as above-mentioned, should the closing prices of the Company’s A shares are lower than the latest audited Net Assets Value per Share of the Company for 20 consecutive trading days, the Company shall continue to implement the above-mentioned share repurchase plan.
- (6) The share repurchase by the Company, relevant information disclosure, and disposal of the repurchased shares shall be in compliance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”) and other relevant laws, administrative regulations and the Articles of Association.

2. Increase of shareholdings in the Company's A shares by controlling shareholders

- (1) Upon the triggering of the above-mentioned initiating conditions for the price stabilization measures, if the Company is unable to repurchase shares due to its failure to obtain approval from the general meeting or class meetings or other lawful reasons, the Company's controlling shareholders shall increase their shareholdings in the Company's A shares within 90 days since triggering of the initiating conditions.
- (2) If the closing prices of the Company's A shares fail to exceed the latest audited Net Assets Value per Share of the Company for 10 consecutive trading days despite the implementation of the share repurchase plan(s), the controlling shareholders of the Company shall begin to increase their holding in the Company's A shares within 90 days upon completion of the implementation of the share repurchase plan(s). The increase of the shareholdings by the controlling shareholders of the Company and relevant information disclosure shall be in compliance with the requirements of the Company Law, the Securities Law and other relevant laws and administrative regulations.
- (3) The controlling shareholders of the Company shall, within 10 trading days from triggering of their obligations to increase shareholding, inform the Company in writing of their specific plan(s) for the increase of the shareholding of the Company's A shares, including but not limited to the number of shares to be acquired by them, price range and time of completion. The Company shall publish announcement(s) on details of such plan(s).
- (4) The controlling shareholders of the Company shall not sell the shares acquired pursuant to the aforementioned shareholding increase plan(s) within 6 months from the completion of implementation of the plan(s).
- (5) When the controlling shareholders of the Company increase their shareholding of A shares in the Company, the controlling shareholders of the Company shall spend no less than RMB5 million for each single acquisition, and upon occurrence of any of the following circumstances, such controlling shareholders may suspend acquiring the Company's shares:
 - 1) As a result of the increase of shareholding in A shares, the closing prices of the Company's A shares have been higher than the Company's latest audited Net Assets Value per Share for 10 consecutive trading days;
 - 2) Continuing increase of shareholdings will result in the Company's failure to satisfy the statutory requirements for listing;
 - 3) Continuing increase of shareholdings will trigger their obligations to make a mandatory tender offer which is beyond their plan;

- 4) The accumulated funds used by the controlling shareholders of the Company for shareholding increase in the same financial year have exceeded RMB20 million.
 - (6) Upon suspension of the shareholding increase plan, within 12 months from the date on which the Company's controlling shareholders' shareholding increase obligations were triggered as aforementioned, should the closing prices of the Company's A shares are lower than the latest audited Net Assets Value per Share of the Company for 20 consecutive trading days, the Company's controlling shareholders shall continue to implement the above-mentioned shareholding increase plan.
- 3. Increase of shareholdings in the A shares by the directors and senior management of the Company**
- (1) If the closing prices of the Company's A shares fail to exceed the latest audited Net Assets Value per Share of the Company for 10 consecutive trading days despite the implementation of the share repurchase plan(s) and shareholding increase by the controlling shareholders of the Company, the directors (excluding independent directors and directors who do not receive remunerations from the Company, the same hereinafter) and senior management of the Company shall increase their holding in the Company's A shares within 90 days upon completion of the implementation of the shareholding increase by controlling shareholders, whereby the purchase price shall not be higher than the latest audited Net Assets Value per Share of the Company. The increase of the shareholdings by the directors and senior management of the Company and relevant information disclosure shall be in compliance with the Company Law, the Securities Law and other relevant laws and administrative regulations.
 - (2) The directors and senior management of the Company shall, within 10 trading days from triggering of their obligations to increase shareholding, inform the Company in writing of their specific plan(s) for the increase of the holding of the Company's A shares, including but not limited to the number of shares to be acquired by them, price range and time of completion. The Company shall publish announcement(s) on details of such plan(s).
 - (3) The directors and senior management of the Company shall not sell the shares acquired pursuant to the aforementioned shareholding increase plan(s) within 6 months from the completion of implementation of the plan(s).

- (4) When increasing their holding of A shares in the Company, the amount of funds the directors and senior management of the Company used to increase their shareholding in the Company for one time shall be no less than 15% of their income (after all taxes have been deducted) received from the Company in the previous year, and upon occurrence of any of the following circumstances, the Company's shares shall be suspended from increase:
- 1) As a result of the increase of the holding of A shares of the Company, the closing price of the Company's A shares has been higher than the Company's latest audited Net Assets Value per Share for 10 consecutive trading days;
 - 2) Continuing increase of shareholdings will result in the Company's failure to satisfy the statutory requirements for listing;
 - 3) Continuing increase of shareholdings will trigger the obligations to make a mandatory tender offer which is beyond their plan;
 - 4) The funds the Company's directors and senior management have used to increase shareholding have reached 30% of his/her income (after all taxes have been deducted) received from the Company in the previous year.
 - 5) Upon suspension of executing the shareholding increase plan, within 12 months from the date on which the above obligations of shareholding increase were triggered as aforementioned, should the closing prices of the Company's shares be lower than the latest audited Net Assets Value per Share of the Company for 20 consecutive trading days, the directors and senior management shall continue to implement the above-mentioned shareholding increase plan.

(IV) RESTRAINT MEASURES FOR FAILURE TO PERFORM UNDERTAKINGS FOR STABILIZING COMPANY'S SHARE PRICE

1. Should the Company fail to perform its share repurchase obligations in accordance with this plan, the Company shall freeze such amount of monetary fund equivalent to 10% of audited net profit attributable to the shareholders of the Company in the previous year within 5 trading days upon expiration of relevant period for performance of such repurchase obligations, so as to fulfill its commitments on share price stabilization. Should investors incur any losses as a result of the Company's failure to fulfill its share price stabilization obligations, the Company shall make compensation to the investors for such losses in accordance with the methods and amounts as determined by the regulatory departments or judicial authorities.

2. Should any controlling shareholder of the Company fail to perform its shareholding increase obligations in accordance with this plan, the Company shall freeze such amount of cash dividend payable to such shareholder equivalent to the amount of fund that should have been used by such shareholder in order to perform its shareholding increase obligations until such obligations are performed.

3. Should any director or senior management of the Company fail to perform its shareholding increase obligations in accordance with this plan, the Company shall freeze 30% of his/her monthly salary and cash dividends (if any) from the month when he/she failed to perform such obligations, the accumulative amount of which shall be equivalent to the amount he/she should have paid to perform his/her shareholding increase obligations, until such obligations are performed.

**THE DIVIDEND DISTRIBUTION PLAN WITHIN
THE THREE YEARS AFTER THE A SHARE LISTING OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

In order to further enhance the transparency of cash dividends of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”) upon the listing of A shares, strengthen the Company’s awareness of repaying shareholders, improve and enhance the Company’s dividend decision-making and supervision mechanism, maintain the continuity and stability of profit distribution policies, protect the legitimate rights and interests of investors, and facilitate investors to form stable return expectations, according to the Opinions on Further Promoting the Reform of New Shares Issuance System (CSRC Announcement [2013] No.42), the Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies (Zheng Jian Fa [2012] No.37), the Guideline No. 3 on the Supervision and Administration of Listed Companies – Distribution of Cash Dividends of Listed Companies by China Securities Regulatory Commission, and the provisions of other relevant laws, regulations and normative documents, and taking into account the actual situation of the Company, such as the Company’s profitability, business development plan, shareholder returns, cash flows, etc., the Company has formulated the following dividend return plan for the three years after the listing of A shares (hereinafter referred to as the “**Plan**”):

I. FACTORS TO BE CONSIDERED BY THE COMPANY IN FORMULATING THE PLAN

The Company focuses on long-term and sustainable development, pays full attention to reasonable returns to investors, and comprehensively considers factors such as industry development trend, growth strategy, sustainable operation capability and profitability and shareholder returns for the establishment of a sustainable, stable and scientific return plan and mechanism for investors, so as to ensure the continuity and stability of profit distribution policies. The Plan is hereby formulated.

II. THREE-YEAR DIVIDEND RETURN PLAN FOR SHAREHOLDERS AFTER THE LISTING OF A SHARES

(I) Principles of profit distribution

The Company’s profit distribution policy shall adhere to the following principles:

1. the Company shall give due consideration to repaying investors, and distribute dividends to shareholders each year according to the required proportion of the distributable profit attributable to shareholders of the Company realized in that year;
2. the profit distribution policy of the Company shall maintain continuity and stability, taking into account the long-term interests of the Company, the overall interests of all shareholders and the Company’s sustainable development;
3. the Company shall give priority to cash dividends as the method of profit distribution.

(II) Form of profit distribution

The Company may distribute dividends in the form of (or in a combination of) cash and shares. Where the Company is in a position to distribute profits in the form of cash dividends, profit distribution should be made in cash dividends.

(III) Intervals of profit distribution

The Company, in principle, shall adopt an annual profit distribution policy. The board of directors of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.

(IV) Conditions and proportion for distribution of cash dividends**1. Conditions for distribution**

Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:

- (1) negative net operating cash flow in the current year;
- (2) any major external investment or capital expenditure plan (excluding fundraising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent financial year;
- (3) other circumstances which the board of directors believes to be not suitable for distributing cash dividends.

2. Provisions for proportion of cash dividends

In the year of the initial public offering and the listing of the Renminbi-denominated ordinary shares (A shares) and the three subsequent years, subject to the prevailing laws and regulations as well as regulatory requirements, the profits distributed by the Company in the form of cash each year shall be no less than 20% of the distributable profits realized in that year or the accumulated profits distributed in the form of cash for three years shall be no less than 30% of the annual average distributable profit realized in the last three years.

The board of directors of the Company shall take various factors into comprehensive consideration, including its industry features, development stages, own business model and profitability as well as whether it has any major capital expenditure arrangement, and propose the following differentiated cash dividend policies in accordance with the procedures under the Articles of Association:

- (1) Where the Company is in a developed stage with no major capital expenditure arrangement, the dividend distributed in the form of cash shall not be less than 80% of the profit distribution when distributing its profits;
- (2) Where the Company is in a developed stage with major capital expenditure arrangement, the dividend distributed in the form of cash shall not be less than 40% of the profit distribution when distributing its profits;
- (3) Where the Company is in a developing stage with major capital expenditure arrangement, the dividend distributed in the form of cash shall not be less than 20% of the profit distribution when distributing its profits.

The board of directors of the Company is of the opinion that, in the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding paragraph.

- (V) Specific conditions for the Company to distribute share dividends: On the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may present a plan for share dividend distribution when the Company is in a sound operating position, and the board of directors believes that the Company's share price does not match its share capital size, and the distribution of share dividends is beneficial for the overall interests of all the shareholders of the Company.

(VI) Sequence of profit distribution

Within the scope of distributable profits of the Company, the Company shall pay full attention to the needs of investors and distribute the profits after income tax in the following sequence according to relevant laws, regulations and the Articles of Association of the Company:

- (1) in distributing the current year's profit, 10% of the profit shall be allocated into the Company's statutory reserve fund;
- (2) when the statutory reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory reserve in accordance with the preceding paragraph;
- (3) after the Company has allocated statutory reserve from its profit after taxation, it may also appropriate discretionary reserve from the profit after taxation upon pass of resolution of general meeting;

- (4) the remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion to their shareholdings.

(VII) Deliberation procedure for profit distribution

1. The profit distribution plan of the Company shall be prepared by the management according to the Company's actual profitability, cash flow, future business plan and other factors, and shall be submitted to the board of directors of the Company for deliberation. The board of directors shall have an adequate discussion on the reasonability of the profit distribution plan, and independent non-executive directors shall provide definite opinions. The profit distribution plan shall be submitted to the general meeting for deliberation after deliberated by the board of directors.
2. When the Company formulates the specific plan for cash dividends, the board of directors shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company's decision-making procedure and other matters, and independent non-executive directors shall provide definite opinions. Independent non-executive directors may solicit the opinions of minority shareholders, present cash dividend proposals and submit them directly to the board of directors for deliberation.
3. Before the profit distribution plan is considered at the general meeting of the Company, the Company will actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through multiple channels and fully listen to the opinions and requests of minority shareholders. In addition to arrangements for listening to opinions of shareholders at the general meeting, the Company will also actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through shareholder hotline, investor relations interactive platform and by other means to timely respond to the concerns of minority shareholders, and provides online voting method to shareholders during the general meeting.
4. When the Company does not distribute cash dividends due to the aforesaid special circumstances, the board of directors shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company's retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation after independent non-executive directors provide opinions, and shall be disclosed in the media designated by the Company.

(VIII) Modification of the profit distribution policy

The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the specific profit distribution plan deliberated and approved at the general meeting. The Company may adjust the profit distribution policy if the production and operation of the Company are significantly affected by the changes in the Company's external operating environment or it is indeed necessary to adjust the profit distribution policy determined in the Articles of Association due to great changes in operation status of the Company.

The board of directors shall conduct special discussion on the adjustment to the profit distribution policy made by the Company to study reasons for the adjustment in details and form a written study report. Proposals on adjustment to the profit distribution plan shall be deliberated by the board of directors of the Company, on which independent non-executive directors shall provide definite opinions, and shall be submitted to the general meeting for deliberation and be approved by more than two-thirds of voting rights held by the shareholders attending the general meeting.

(IX) Disclosure of the profit distribution policy

The Company shall disclose in detail the formulation and implementation of the cash dividend policy in the annual report, and make special explanations on the following matters:

1. Whether the policy is in compliance with the requirements of the Articles of Association of the Company or the resolutions passed at the general meeting;
2. Whether the basis and ratio of the distribution of dividends are specific and clear;
3. Whether the relevant decision-making procedure and mechanism are complete;
4. Whether the independent directors have duly performed their duties and functions;
5. Whether there are enough opportunities for minority shareholders to fully express their views and concerns, and whether their legal interests are sufficiently protected, etc.

If the cash dividend policy is to be adjusted or changed, the Company shall disclose details as whether the conditions and procedures for the adjustments or changes are in compliance with the regulations and are transparent.

Where the Company does not make profit distribution or makes the profit distribution in a proportion lower than the cash dividend proportion as stipulated in the Articles of Association in a year, the board of directors shall explain the reasons in regular reports and the independent directors shall express independent opinions on the reason for non-distribution and the use of the undistributed profits set aside by the Company. The relevant profit distribution proposal shall be submitted to the general meeting for approval after having considered by the board of directors of the Company, and the reasons for and the specific use of the retained funds shall be detailed in the proposal proposed at the general meeting. If there is misappropriation of funds of the Company by a shareholder in violation of regulations, the Company shall deduct that shareholder's cash dividend during profit distribution to reimburse the misappropriated funds.

(X) Time for implementing the profit distribution plan

The Company's specific profit distribution plan shall be proposed by the board of directors of the Company and upon approval at the general meeting of the Company, the board of directors of the Company shall complete the distribution of dividends (or shares) within 2 months after the holding of the general meeting. In case of any delay in distribution, the board of directors of the Company shall timely disclose the reasons for such delay.

III. CYCLE FOR PREPARING SHAREHOLDERS' RETURN PLAN

The Company shall re-review the shareholders' Dividend Return Plan at least once every three years, make appropriate and necessary modifications to the dividend distribution policy that shall take immediate effect, determine the shareholders' return plan for that period, and the board of directors of the Company shall formulate the annual or medium-term dividend plan based on the specific operating data and take into full account of the current profit scale, cash flow status, stage of development and current funds demand of the Company.

IV. SOLICITATION OF SHAREHOLDERS' OPINIONS ON PROFIT DISTRIBUTION

The office of the board of directors of the Company shall be responsible for the management of investor relations, answering the daily inquiries of investors, fully soliciting the opinions and demands of shareholders, especially minority shareholders, on the shareholders' dividend return plan and profit distribution of the Company, and promptly addressing the concerns of minority shareholders.

V. OTHERS

1. Subject to consideration and approval at the general meeting of the Company, the Plan shall take effect from the date of the initial public offering and listing of A shares of the Company.
2. Matters not contained herein shall be subject to the requirements of relevant laws, regulations, normative documents and the Articles of association of the Company.
3. The right to interpret the Plan shall vest in the board of directors of the Company.

**REMEDIAL MEASURES FOR THE DILUTION OF IMMEDIATE RETURNS BY
THE INITIAL PUBLIC OFFERING OF A SHARES
AND LISTING AND THE RELEVANT UNDERTAKINGS OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

The Company has, in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures on Initial Public Offering and Listing, the Opinions of the General Office of the State Council on Further Strengthening the Protection of Lawful Rights and Interests of Small and Medium-sized Investors in the Capital Market (Guo Ban Fa [2013] No. 110), the Guiding Opinions on Matters Relating to Dilution of Immediate Returns in Initial Public Offering, Refinancing and Major Assets Restructuring (CSRC Announcement [2015] No. 31) of the CSRC and other relevant laws, administrative regulations, department rules and regulatory documents, made an analysis on the effect of the initial public offering and listing of A shares on dilution of immediate returns and has put forward specific remedial measures. Relevant entities have given undertakings as to the practical implementation of the Company's remedial measures. Details are as follows:

I. EFFECT OF THE OFFERING AND LISTING ON DILUTION OF IMMEDIATE RETURNS

Upon the A Share Offering and Listing, the Company's share capital and net assets will be increased while its gearing ratio will be reduced, which will benefit the Company in terms of stability and risk tolerance.

Given the increase in the Company's share capital and owner's equity, in case that net profit does not record corresponding increase, the growth rate of net profit may lag behind that of net assets, thus leading to certain decline in shareholders' immediate returns such as earnings per share and net asset yield.

II. SPECIFIC MEASURES TO REFILL IMMEDIATE RETURNS

The Articles of Association of Hebei Construction Group Corporation Limited (hereinafter referred to as the "**Articles of Association**") clarifies the matters including the profit distribution policies of Hebei Construction Group Corporation Limited (hereinafter referred to as the "**Company**") and clarifies the order, format and decision-making process of the Company on its profit distribution, conditions for cash dividends and minimum dividend proportion based on the No. 3 Guideline for the Supervision of Listed Companies – Cash Dividend Distribution of Listed Companies as well as strengthens the protection mechanism for the rights and interests of minority investors so that the investors have steady return expectations. Following the completion of the offering, the Company will proactively promote profit distribution to shareholders and effectively protect and increase returns to shareholders if the conditions for profit distribution are met according to the provisions of laws and regulations and the Articles of Association.

In addition, the Company has stipulated specific remedial measures to refill returns based on its own operation characteristics so as to strengthen its capabilities for continuous returns. Details of the specific measures are as follows:

(I) The operation status and development trend of the Company's existing business sections, major risks the Company faces and corresponding improvement measures

The Company's primary business is construction contracting business, and is capable of construction general contracting, engineering general contracting and project management businesses of building construction, roads, railways, municipal and public utilities, ports and waterways, water conservancy and hydropower and various types of projects. The Company's construction contracting business mainly includes three sectors, details of which are as follows:

1. Building construction business

The Company provides engineering contracting services for residential, public works and industrial and commercial construction projects. The Company undertakes most of these projects as the general contractor. As the general contractor, the Company is responsible for all main aspects of construction projects, including building construction, foundation works, curtain wall construction, building decoration and fireproofing projects. At the same time, the Company is also responsible for appointing subcontractors to provide construction services and labor force for construction projects, coordinating the work of all parties, providing major equipment and instruments, purchasing raw materials, and ensuring that construction projects are progressing on schedule.

2. Infrastructure construction business

The Company also provides construction engineering contracting services for municipal transportation and transportation infrastructure projects, including water supply and treatment, gas and heating, urban pipelines, roads, bridges and airport runway facilities. The Company also undertakes most of these projects as the general contractor. In terms of infrastructure construction business, the Company's major customers are local governments.

3. *Specialized and other construction business*

At the same time, the Company also undertakes construction contracting projects on mechanical and electrical installation, steel structure construction and other specialized fields. The Company's mechanical and electrical installation projects mainly include the supply, installation and maintenance of equipment for power plants, heating and natural gas pipelines, air conditioning, mechanical ventilation and exhaust system. Steel structure construction usually refers to the construction of a structural frame for a construction project consisting of steel columns, girders and beams.

The Company's existing businesses are primarily exposed to risks including market competition risks, risks of price fluctuation of raw materials, risks of weather, air pollution and natural disasters, investment risks of PPP projects, risks of subcontractors, and environmental protection risks.

The Company has established a relatively complete risk management system. Through the efficient operation of the risk management system, the Company thoroughly analyzes the potential impacts of various changes on the Company's operation and adopts corresponding measures in a timely manner. In response to the market competition risks, the Company will strive to give full play to its own competitive advantages, ensure the timely delivery, innovation and technical capacity of the project, while enriching the product and service portfolio and maintaining its own core competitiveness. In response to the risks of price fluctuation in raw materials, the Company will continue to strive to maintain its relations with major suppliers, and at the same time continue to pass the impact of raw material prices downstream to maintain the stability of its own performance. In response to the risks of weather, air pollution and natural disasters, the Company will formulate strict contingency plans to strive to ensure the progress of the project as scheduled. In response to the investment risks of PPP projects, the Company's investment management department will continue to strictly select PPP projects, control project risks and improve expected returns. In response to the risks of subcontractors, the Company will strictly control the quality and standards of subcontracting businesses, maintain the cooperative relationship with high-quality labor subcontractors, and continue to improve the ability to undertake projects while ensuring the quality of projects. In response to environmental protection risks, the Company will continue to increase investment in environmental protection and introduce necessary equipment, technology and other environmental protection measures to meet the environmental protection requirements of relevant regulatory authorities.

(II) Specific measures to increase the Company's routine operation efficiency, reduce operating costs of the Company and improve the operational performance of the Company

In future business operation, the Company will take the following measures to reduce the dilution of immediate returns of the public offering:

1. *To enhance the management of proceeds and improve use efficiency of proceeds*

The Company will formulate the Measures for the Management of Proceeds in accordance with provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures for the Issuance of Securities by Listed Companies, the Regulatory Guidelines for Listed Companies No. 2 – Regulatory Requirement in Respect of the Management and Use of Proceeds of Listed Companies, and other laws and regulations, regulatory documents and the Articles of Association, to regulate the use of proceeds and improve the use efficiency of proceeds.

2. *To strengthen main business and enhance the Company's continuous profitability*

The Company will make full use of the technical reserves, project experience, management team, sales network and other resources of the existing business to raise production capacity and expand the service scope of its main business by investing in investment projects, with a view to comprehensively enhancing the capabilities and technologies of the research and development and production service, and pushing the aforesaid business strategic development plan forward. Meanwhile, the Company will strengthen the recruiting and training of talents, provide a remuneration system with market competitiveness, and establish a professional research and development, marketing and management talent team. The Company will also continue to strengthen internal management, thus comprehensively improving its comprehensive competitiveness and profitability.

3. *To improve corporate governance and provide the institutional guarantee for corporate development*

In accordance with the requirements of laws, regulations and normative documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Code of Corporate Governance for Listed Companies, the Company will continuously improve the corporate governance structure, ensure that shareholders can fully exercise their rights, the board of directors can exercise its powers, make scientific, rapid and prudent decisions in accordance with the provisions of laws, regulations and the Articles of Association, independent directors can conscientiously perform their duties and safeguard the overall interests of the Company, especially the legitimate rights and interests of minority shareholders, and the supervisory committee can independently and effectively exercise the supervision and inspection rights over directors, senior management personnel and the Company's financial affairs, thus providing institutional guarantees for the development of the Company.

4. *To improve the profit distribution system and optimize investment return mechanism*

In order to improve and optimize the scientific, continuous, stable and transparent decision-making and supervision mechanism of dividend distribution of the Company and actively repay investors, the board of directors of the Company will further specify the profit distribution policy and cash dividend distribution policy in the Articles of Association and formulate the Company's shareholders return plan for the next three years in accordance with the relevant requirements of the Notice on Further Implementing Matters Relevant to the Cash Dividend Distribution by Listed Companies and the No. 3 Guideline for the Supervision of Listed Companies – Cash Dividend Distribution of Listed Companies issued by the China Securities Regulatory Commission, taking into account the Company's profitability, business development plan, returns to shareholders, social capital costs and external financing environment or other factors. The Company will comprehensively consider the reasonable investment returns of investors and the long-term and sustainable development of the Company to implement the profit distribution policy in a standardized manner, optimize the investment return mechanism, and continue to create long-term value for shareholders.

Each of the controlling shareholders, actual controller, directors, senior management members of the Company, hereby undertake that:

- (I) I/We will not convey benefits to other entities or individuals without compensation or on unfair terms, nor will I/we compromise the interests of the Company in any other manner.
- (II) I will act to restrain duty-related spending.
- (III) I/We will not appropriate assets of the Company for investments and spending not related to the performance of my/our duties.
- (IV) I/We undertake to procure, on a best-effort basis, the remuneration system formulated by the board of directors or the remuneration and appraisal committee of the Company to be correlated to the execution of remedial measures of the Company within the scope of my/our own duties and authorities and to vote in favor of the relevant resolutions to be considered at the meeting of board of directors and the general meeting of the Company (if voting rights are available).
- (V) If the Company proposes to implement share incentives, I/we undertake to procure, on a best-effort basis, to link the exercise conditions for share incentives to be announced by the Company with the execution of remedial measures within the scope of my own duties and authorities and to vote in favor of the relevant resolutions to be considered at the meeting of the board of directors and the general meeting of the Company (if voting rights are available).

- (VI) After the date on which such undertaking is given, in the event that the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) or the stock exchange issues specific requirements regarding the remedial measures and the undertakings thereof and the aforesaid undertakings no longer satisfy the requirements of the CSRC or the stock exchange, I/we undertake to make supplemental undertakings in accordance with the requirements imposed by the CSRC or the stock exchange.
- (VII) I/We hereby undertake to perform the related remedial measures formulated by the Company and the undertakings given in this regard by me/us. If I/we violate these undertakings and cause losses to the Company or the investors, I/we shall be liable to indemnify the Company or the investors for their losses in accordance with the law.

As one of the relevant liability subjects of the remedial measures, if I/we violate the aforesaid undertakings or refuse to perform the aforesaid undertakings, I/we agree that the CSRC, the stock exchange and other securities regulators can impose relevant penalties on me/us or take relevant regulatory measures against me/us in accordance with the provisions and rules formulated or promulgated by them.

**WORKING RULES OF THE INDEPENDENT DIRECTORS OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

CHAPTER I GENERAL PROVISIONS

Article 1 The Working Rules of the Independent Directors of Hebei Construction Group Corporation Limited (hereinafter referred to as these “**Rules**”) are formulated in accordance with laws, administrative regulations, departmental rules and regulatory documents such as the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules of the Hong Kong Stock Exchange**”) (the aforementioned listing rules are collectively referred to as the “**Listing Rules of the Places where the Company’s Shares are Listed**”) as well as the Articles of Association of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”) (hereinafter referred to as the “**Articles of Association**”) and the Rules of Procedures of Meetings of the Board of Directors of the Company (hereinafter referred to as the “**Rules of Procedure for the Board**”), after taking into consideration of the actual conditions of the Company, with an aim to regulate the activities of independent directors of the Company, ensure the independent directors to exercise their powers legally, faithfully perform their duties, work diligently and efficiently and give full play to independent director’s role.

Article 2 Independent directors of the Company refer to directors who hold no other positions at the Company other than as directors and have no relationship with the Company, its substantial shareholders and their related persons that may affect their independent and objective judgment.

Independent directors’ qualifications shall be subject to the requirements of the Listing Rules of the Places where the Company’s Shares are Listed and shall be approved by the relevant regulatory authority.

Article 3 Independent directors shall comply with the requirements of relevant laws and regulations, the Articles of Association and these Rules, perform his/her official duties faithfully, exercise the rights conferred by the Company cautiously, honestly and diligently, protect the Company’s interests, offer positive contributions to the formulation of the strategy and policies of the Company by providing independent, constructive and substantiated opinions, in particular to pay attention to the protection of the legal rights of the minority shareholders from being harmed. Independent directors shall carry out their duties independently without being influenced by the Company’s controlling shareholders, actual controllers or any entity or individual having interests in the Company or its substantial shareholders or actual controllers.

Article 4 In principle, independent directors can serve as independent directors in up to 5 A-share listed companies with the Company included, and ensure that they have enough time and energy to effectively perform their duties of independent directors.

Article 5 Independent directors and persons to be appointed as independent directors shall participate in training organized by the securities regulatory authority under the State Council and its authorized organization as required by the securities regulatory authority under the State Council.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Article 6 More than one-third (and at least 3) of the members of the board of directors (hereinafter referred to as the “**Board**”) shall be independent directors, and the independent directors should form the majority of the audit committee, remuneration and appraisal committee and nomination committee under the Board.

Article 7 If any independent director fails to comply with the requirement of independence or other requirements for performing the independent director’s duties, resulting in the number of independent directors of the Company less than the number required by the Listing Rules of the Places where the Company’s Shares are Listed, the Company shall make up the number of independent directors as required.

CHAPTER II QUALIFICATIONS

Article 8 An independent director shall attain a high professional level with good reputation and shall meet the following conditions:

- (1) being qualified to serve as a director of a listed company pursuant to the laws, regulations, regulatory documents and requirements of the securities regulatory authorities of the places where the Company’s shares are listed;
- (2) having a degree of bachelor’s level or above, or a senior title or higher title of a relevant profession;
- (3) being capable of carrying out his/her duties independently without being influenced by the Company’s substantial shareholders, actual controllers or other entity or individual having interests in the Company;
- (4) having the basic knowledge in respect of the operation of a listed company and being familiar with the relevant laws, regulations, regulatory documents and rules;
- (5) having more than 5 years of working experience in the areas of legal practice, economics, finance, accounting or other experiences related to the Company’s industry or conducive for discharging the duties of an independent director;
- (6) being familiar with the laws and regulations governing the operation and management of the Company;
- (7) being able to read, understand and analyze the financial statements of the Company;
- (8) ensuring to have enough time and energy to effectively perform the duties and undertaking to duly perform his/her duty in good faith with diligence.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

In addition to the above conditions, among the independent directors, at least 1 independent director shall be accounting professional (specifically, he/she shall have a senior title or the qualifications of certified public accountant and have relatively rich accounting expertise and experience, and to be qualified for internal control, preparing or auditing financial statements similar to the one of the Company, or making an analysis of audited financial statements of listed companies by serving as a practicing accountant, auditor, chief financial officer or chief accounting officer of listed companies, or performing similar duties).

In addition to the above conditions, among the independent directors, at least 1 independent director shall ordinarily reside in Hong Kong.

Article 9 The independent directors shall have their own independence. In order to ensure their independence, the following persons may not serve as independent directors:

- (1) persons who hold positions in the Company or its subsidiaries, their immediate relatives and major social relations (immediate relatives refer to their spouse, parents, children etc.; major social relations refer to siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse, etc.);
- (2) persons who hold more than 1% of the issued shares of the Company directly or indirectly, or are the natural person shareholders of one of the top ten shareholders of the Company, and such shareholders' immediate relatives;
- (3) persons who hold positions in a shareholder which holds more than 5% of the issued shares of the Company directly or indirectly, or of the shareholder which is one of the top five shareholders of the Company, and their immediate relatives;
- (4) persons falling within the circumstances as set out in paragraphs (1), (2) and (3) in past one year;
- (5) persons providing financial, legal and consulting services to the Company or its subsidiaries;
- (6) other persons who are not permitted to serve as independent directors of the Company as stipulated by the Articles of Association;
- (7) other persons who are not permitted to serve as independent directors of a company as required by the securities regulatory authority under the State Council and the stock exchanges of the places where the Company's shares are listed.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Article 10 In addition to the requirements in Article 9 of these Rules, in assessing independence, the Company shall avoid selecting the following persons:

- (1) the person who legally or beneficially holds more than 1% of the total issued share capital of the Company;
- (2) such person who once obtained any interest in securities from the Company or its core connected person in the form of gifts or other means of financial assistance (save as allowed under the Listing Rules of the Hong Kong Stock Exchange);
- (3) such person is the director, partner or principal of the professional consultants who are providing services to the following companies/persons or did so within one year before being appointed, or is an employee of the professional consultants who are or have been involved in providing such services during the same period, to:
 1. the Company, its holding company or any of their respective subsidiaries or core connected persons;
 2. the person who once held any position or title at the controlling shareholder(s) of the Company within one year prior to being proposed to be appointed as an independent director, or if the Company has no controlling shareholder(s), such person was once the chief executive officer or director of the Company (other than an independent director) or any of his/her close associates;
- (4) such person has substantial interests in any principal business activities of the Company, its holding company or any of their respective subsidiaries, or is involved in major commercial transactions between the Company, its holding company or any of their respective subsidiaries, or between any core connected person(s) of the Company;
- (5) such person serves as a director in order to protect a certain entity whose interests are different from the interests of shareholders as a whole;
- (6) at that time or within 2 years prior to being proposed to be appointed as an independent director, such person was connected with the director(s), chief executive officer or substantial shareholder(s) of the Company;
- (7) such person is (or once was within 2 years prior to being proposed to be a director) an executive or a director (save for an independent director) of the Company, its holding company or any of their respective subsidiaries or any core connected person(s) of the Company; and
- (8) such person is financially dependent on the Company, its controlling shareholder(s) or any of their respective subsidiaries or the core connected person(s) of the Company.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Article 11 Upon commencement of an independent director's term of office, if any change could affect his/her independence, such independent director shall inform the Company and the stock exchanges of the places where the Company's shares are listed as soon as possible, and confirm his/her independence to the Company each year. The Company shall disclose that it has received the independent director's confirmation in the annual report, and state whether it still regards such independent director as an independent person.

Article 12 The Company must inform any condition violating Article 6 of these Rules to the stock exchanges of the places where the Company's shares are listed promptly and publish an announcement, announcing relevant details and explaining reasons, and appoint corresponding independent directors within 3 months after violating Article 6 of these Rules, according to these Rules in order to satisfy the requirements hereof.

CHAPTER III NOMINATION, ELECTION AND REMOVAL

Article 13 The Board of the Company, the Supervisory Committee of the Company, or shareholders individually or jointly holding not less than 1% of the issued shares of the Company are entitled to nominate candidates for independent directors to be elected at the shareholders' general meetings. The term of office of an independent director shall be identical to that of the other directors of the Company. Upon expiration of the term of office, an independent director may serve consecutive terms if re-elected.

If the Board wishes to propose a resolution at a shareholders' general meeting to elect a person to be an independent director, the reasons for the election of such person and the reasons for considering such person as an independent person shall be stated in the shareholders' circular and explanatory statement enclosed in the notice of the shareholders' general meeting.

Article 14 The person nominating a candidate for independent director shall obtain the consent of the person being nominated before the nomination. The person nominating such candidate shall fully understand the occupation, education, professional title, detailed working experience and all part-time jobs of the person being nominated, and shall provide the Company with written materials in relation to the above matters. The person nominating a candidate for independent director shall express opinions on his/her qualifications of acting as an independent director and his/her independence. The person being nominated shall make a public declaration stating that there is no relationship between him/her and the Company which may hinder his/her independent and objective judgment. Before convening the shareholders' general meeting for election of independent directors, the Board shall publish an announcement incorporating the above in accordance with the relevant provisions.

Article 15 Before convening the shareholders' general meeting for election of independent directors, the Company shall submit the materials relating to all the persons being nominated (including but not limited to the representations of the nominators and the candidates and the biographical details of independent directors) to the securities regulatory authority under the State Council and its local office of the Company's domicile and the stock exchanges on which the Company's shares are listed at the same time. If the Board has any disagreement on the relevant circumstances in which the person is nominated, written opinions of the Board shall be submitted at the same time.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Upon reviewing the qualifications and independence of independent directors by the securities regulatory authority under the State Council, nominees of independent directors objected by the securities regulatory authority under the State Council may then become candidates for the directors of the Company but cannot be proposed as candidates for independent directors of the Company.

Article 16 At the shareholders' general meetings for the election of independent directors, the Board of the Company shall give explanations as to whether the candidates for independent directors have been objected by the securities regulatory authority under the State Council.

Article 17 The term of office of an independent director shall be the same as that of the other directors of the Company. Upon expiration of the term of office, an independent director may serve consecutive terms if re-elected, which may not exceed 6 years.

Article 18 An independent director shall, upon the election at the shareholders' general meeting, submit the Declaration and Undertaking with regard to Directors Form H to the Hong Kong Stock Exchange as soon as practicable in accordance with the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange and submit written confirmation on the following matters:

- (1) whether he/she is independent within the meaning of these Rules and relevant provisions of the Listing Rules of the Hong Kong Stock Exchange;
- (2) whether he/she has past or present financial or other interest in the business of the Company or its subsidiaries or any connected relationships with any core connected person(s) of the Company.
- (3) whether there are other factors that may affect his/her independence at the time of the submission of the Declaration and Undertaking with regard to Directors Form H.

Article 19 An independent director may resign before the expiry of his/her term of office. An independent director who resigns shall submit a written resignation to the Board to explain the situation related to his/her resignation or any other matters which in his/her opinions shall be brought to the notice of the shareholders and creditors of the Company.

If the resignation of the independent director results in the occurrence of situations which do not comply with Article 6 of these Rules, the resignation of such independent director shall become effective only after a new director is elected to take up his/her office.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Article 20 The Board shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:

- (1) material breach of duty;
- (2) failure to attend the Board meetings in person for three consecutive times;
- (3) other circumstances provided by laws, regulations and regulatory documents where an independent director is no longer suitable for holding such a position.

Except for circumstances described above and the circumstances as provided for in relevant laws, regulations and regulatory documents that a person is unqualified to act as a director, an independent director shall not be removed without reason from his/her office before the expiration of his/her term of office. Where an independent director is removed from office prior to the expiration of his/her term of office, the Company shall make special disclosure in relation thereto. The removed independent director may make a public statement if he/she believes that he/she has been improperly removed from his/her office.

Article 21 Under the following circumstances, an independent director shall be deemed as a material breach of his/her duties:

- (1) disclose the trade secrets of the Company, and undermine the legal interests of the Company;
- (2) accept improper benefits in the course of performing duties, or use the position of independent director for personal gain;
- (3) other material breaches of duty identified by the relevant regulatory authority.

If an independent director is disqualified by the relevant regulatory authority due to material breach of duty, he/she shall be removed from office from the date he/she was disqualified.

Article 22 Upon the expiry of the term of office, the submission of a resignation or the removal of an independent director, his/her obligations of confidentiality in respect of trade secrets of the Company shall survive the end of his/her term of office until the said secrets have become publicly available information.

CHAPTER IV POWERS, DUTIES AND OBLIGATIONS

Article 23 As members of the Board, independent directors enjoy equal status with other directors.

Article 24 The Company shall provide the working conditions necessary for independent directors to perform their duties and the secretary to the Board of a listed company shall actively provide assistance to the independent directors in performing duties, such as introduction of situation and provision of materials.

While the independent directors are exercising their powers, the relevant personnel of the Company shall actively cooperate, and shall not refuse, hinder or conceal or intervene the exercising of powers independently by independent directors. For independent opinions, proposals and written statements issued by independent directors which are required to be published, the Company shall promptly publish announcements at the stock exchanges where the Company's shares are listed.

Article 25 The Company shall ensure that independent directors shall have the same right to information as other directors. Where a matter is subject to the decision of the Board, the Company shall inform the independent directors in advance according to the statutory time limit and provide sufficient information at the same time. The independent directors may require supplemental information if he/she considers that the information provided is insufficient. Where two or more of the independent directors conclude that the information provided is insufficient or the reasoning is unclear, they may jointly request the Board in writing to postpone the Board meeting or postpone considering such resolution, which shall be accepted by the Board.

The information provided by the Company to the independent directors shall be kept for at least 5 years by the Company and the independent directors themselves.

Article 26 Independent directors shall carry out their duties independently without being influenced by the Company's substantial shareholders, actual controllers or associates having interests in the Company or its substantial shareholders or actual controllers.

Article 27 Independent directors, upon discovering that the Board, the directors, the senior management, and the departments and personnel of the Company are in violation of the provisions of laws, regulations, rules or the Articles of Association during the course of performing their duties, shall promptly demand for rectification.

Article 28 Independent directors should attend shareholders' general meetings to have a fair understanding of the opinion of the shareholders.

Article 29 Independent directors shall regularly and timely attend meetings of the Board and special committees of which they are members, actively participate in the affairs of the meetings, carefully review documents relating to the meetings, proactively investigate and obtain conditions and information required for making decisions. They shall adopt a normal, reasonable and prudent manner and act diligently when expressing their precise opinions on matters under consideration to contribute to the Company with their expertise, skills and background.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be resolved by holding an on-site Board meeting. The independent directors who themselves and their associates, do not have material interests in the transaction should attend such Board meetings.

Article 30 An independent director may carefully appoint, in writing, another independent director to attend on his/her behalf if he/she is unable to attend a Board meeting in person. Such principal shall independently assume legal liability. Unless there is any special reason, an independent director shall attend at least two-thirds of all Board meetings in person each year.

Article 31 Each independent director shall ensure that he/she can give sufficient time and attention to the affairs of the Company, otherwise he/she shall not accept the appointment.

Article 32 Independent directors should seriously review all commercial and financial reports as well as all reports on the Company made by the public media, timely keep abreast of and continuously concern the Company's operation management status and any material event of the Company that has occurred or is likely to occur and its impact, report to the Board any problem in the operating activities of the Company in a timely manner, and not evading any liability on the basis that he/she did not participate in the operation management directly or was not aware of those issues and situations.

Article 33 The independent directors shall have the following special powers in addition to the rights entitled as the Company's directors:

- (1) material related party transactions (determined according to the standards promulgated by competent regulatory authorities from time to time) shall be acknowledged by independent directors before they are submitted to the Board for discussion; and before making a judgment, independent directors may appoint an intermediary institution to issue an independent financial adviser's report to be used as the basis of their judgment;
- (2) to put forward the proposal to the Board relating to the appointment or removal of the accounting firm;
- (3) to propose to the Board to convene an extraordinary general meeting;
- (4) to propose to convene Board meetings;
- (5) to independently engage external auditor or consulting firm to carry out audit and consulting in respect of specific matters of the Company, and the expenses incurred shall be borne by the Company;
- (6) to collect voting rights from the shareholders before the shareholders' general meeting is convened;
- (7) to exercise any other powers specified in the relevant laws, regulations, regulatory documents, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.

APPENDIX X WORKING RULES OF THE INDEPENDENT DIRECTORS

Article 34 Consent from no less than 1/2 of all the independent directors shall be obtained if an independent director desires to exercise the special powers as mentioned in Article 33 of these Rules. If the proposals made by an independent director pursuant to Article 33 of these Rules are not adopted or the above powers cannot be exercised normally, the Company should disclose such circumstances.

Article 35 Independent directors shall express objective and impartial independent opinions on matters discussed at the shareholders' general meeting or Board meeting, in particular on the following matters to the Board or the shareholders' general meeting:

- (1) nomination, appointment and removal of directors;
- (2) appointment or dismissal of the president and other senior management;
- (3) the remuneration of the directors, the president and other senior management of the Company;
- (4) material related party transactions (determined according to the standards promulgated by competent regulatory authorities from time to time);
- (5) matters that independent directors consider may be detrimental to the interests of minority shareholders;
- (6) matters that independent directors consider may result in heavy losses to the Company;
- (7) other matters as required by laws, regulations, regulatory documents, the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association.

Independent directors shall clearly express opinions on the above mentioned matters in one of the following manner:

- (1) consents;
- (2) qualified opinions and the reasons thereof;
- (3) disagreement and the reasons thereof;
- (4) unable to express opinion and the obstacles thereof.

The opinions expressed by independent directors to the Board shall be recorded in the minutes of the Board meetings.

Article 36 For matters mentioned in Article 35 of these Rules that require to be disclosed, opinion of independent directors shall be announced by the Company. Where consensus cannot be reached among the independent directors, the opinion of each independent director shall be separately disclosed by the Board.

CHAPTER V WORKING SYSTEM

Article 37 Where the independent director independently engages an external auditor or consulting firm, the independent director shall submit to the Board in writing matters such as the intermediary institution to be engaged and works to be performed, and the reasonable expenses incurred shall be borne by the Company.

Article 38 The Company shall pay emoluments and allowances to the independent directors and the payment standards of such payments shall be formulated by the Board, approved at the shareholders' general meeting and disclosed in the annual report of the Company. In addition to the above emoluments and allowances, no extra or undisclosed benefits shall be accepted by the independent directors from the Company, its controlling shareholders, actual controllers or other institutions and persons related to the Company.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 39 Matters not covered herein or contradicting relevant laws, regulations, rules, regulatory documents, the Articles of Association, the Rules of Procedures of the Board of Directors and the Listing Rules of the Places where the Company's Shares are Listed shall be executed in accordance with the requirements of laws, regulations, rules, regulatory documents, the Articles of Association, the Rules of Procedures of the Board of Directors and the Listing Rules of the Places where the Company's Shares are Listed.

Article 40 In these Rules, the terms "related" and "related party", subject to the context and the securities regulatory requirements of the Listing Rules of the Places where the Company's Shares are Listed, shall have the same meaning as the "related" and "related party" as referred to in the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and "connected" and "connected person" as referred to in the Listing Rules of the Hong Kong Stock Exchange respectively. The terms "core connected person", "substantial shareholder", "associate" and "close associate" in these Rules are within the meanings of the Listing Rules of the Hong Kong Stock Exchange.

Article 41 These Rules shall be formulated and interpreted by the Board of the Company.

Article 42 These Rules shall be considered and approved at the shareholders' general meeting of the Company, and take effect and be implemented from the date of the initial public offering and listing of Renminbi ordinary shares (A shares) of the Company.

**RULES OF THE MANAGEMENT OF EXTERNAL GUARANTEES OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED**

CHAPTER I GENERAL PROVISIONS

Article 1 The Rules of the Management of External Guarantees of Hebei Construction Group Corporation Limited (hereinafter referred to as these “**Rules**”) are established according to the requirements of the Company Law of the People’s Republic of China, the Notice on Regulating the External Guaranties Provided by Listed Companies, the Notice on Regulating Some Issues Concerning the Funds between Listed Companies and Connected Parties and Listed Companies’ Provision of External Guaranties, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules of the Hong Kong Stock Exchange**”) (the aforementioned listing rules are collectively referred to as the “**Listing Rules of the Places where the Company’s Shares are Listed**”) and other applicable laws, administrative regulations, departmental rules and other regulatory documents and the Articles of Association of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Articles of Association**”), taking into account of the actual situation of the Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”), in order to facilitate the Company’s integrity, self-discipline and standardized operation, maintain the Company’s external image of integrity, fairness and transparency, enhance the Company’s administration of external guarantees, avoid and reduce risks of operation and finance, and safeguard the interests of investors.

Article 2 These Rules are applicable to the Company, its wholly owned subsidiaries and holding subsidiaries (hereinafter collectively referred to as the “**subsidiaries**”).

Article 3 External guarantees under these Rules represent the acts that the Company as a third party provides guarantee for the debt owned by a debtor to a creditor and the Company shall pay the debt or undertake liabilities in accordance with contract when the debtor fails to pay the debt. The forms of such guarantees include security, mortgage, pledge and other forms of guarantees recognized by laws, regulations and regulatory documents.

Article 4 “**Total amount of external guarantees provided by the Company and its subsidiaries**” under these Rules represents the sum of the total amount of external guarantees provided by the Company (including the guarantees provided to subsidiaries by the Company) and the total amount of external guarantees provided by its subsidiaries (including the guarantees provided to a subsidiary by another subsidiary). “**Total assets**” and “**net assets**” under these Rules shall be consistent with the figures set out in the Company’s consolidated financial statements.

Article 5 The branches of the Company shall not provide external guarantees without approval and authorization of the Company, and functional departments of the Company shall not provide external guarantees.

Article 6 The independent directors of the Company shall give a special explanation on the Company’s accumulated and current external guarantees in the annual report and issue independent opinions thereon.

Article 7 The internal control of the external guarantees of the Company shall comply with the principles of legitimacy, prudence, mutual benefit and safety, and strictly control the risk of guarantees. The directors and senior management of the Company shall carefully treat and strictly control the risk of debt that may be incurred by external guarantees, and be liable in accordance with the law for compensating the losses incurred due to guarantees made in violation of rules.

Article 8 Specific business of external guarantees shall be proposed by the relevant subsidiaries or functional departments, reviewed according to these Rules as organized by the fund management department, and submitted to the board of directors (the “Board”) or the shareholders’ general meeting for consideration.

CHAPTER II APPROVAL OF EXTERNAL GUARANTEE APPLICATIONS

Article 9 External guarantee applications shall be accepted by the fund management department of the Company on a unified basis. An applicant for external guarantee shall submit an application letter of external guarantee and relevant information to the fund management department. An application letter of external guarantee shall at least contain:

- (1) the basic information of the applicant for external guarantee;
- (2) the description of guaranteed principal debt;
- (3) the scheme of the applicant for external guarantee to repay or settle the principal debt, the description of capital source for repayment and risk control measures;
- (4) the basic information of the counter-guarantee provider, counter-guarantee plan and the principal terms of counter-guarantee contract (or letter of guarantee) (if any);
- (5) other material data.

APPENDIX XI RULES OF THE MANAGEMENT OF EXTERNAL GUARANTEES

Article 10 An applicant for external guarantee shall provide the information relating to the guarantee when submitting an application letter of external guarantee, and such information shall at least include:

- (1) copies of the business licenses of the applicant for external guarantee and the counter-guarantee provider (if any);
- (2) copies of the latest audit reports of the applicant for external guarantee and the counter-guarantee provider;
- (3) the principal debt contract to be entered into or entered into by the applicant for external guarantee;
- (4) the text of the guarantee contract (or letter of guarantee) and counter-guarantee contract (or letter of guarantee) to be entered into by the applicant for external guarantee;
- (5) the applicant for external guarantee's or the counter-guarantee provider's ownership certificates of relevant properties.

Article 11 The Company shall provide external guarantees in accordance with the Articles of Association, these Rules and the Listing Rules of the Places where the Company's Shares are Listed.

Article 12 External guarantees that shall be considered and approved at a shareholders' general meeting must be submitted to the shareholders' general meeting for consideration and approval after being considered and passed by the Board.

Article 13 The following external guarantees provided by the Company shall be submitted to the shareholders' general meeting for approval after being considered and approved by the Board:

- (1) any guarantee provided after the total amount of external guarantees provided by the Company or its holding subsidiaries reach(es) or exceed(s) 50% of the latest audited net assets;
- (2) any guarantee provided after the total amount of external guarantees provided by the Company reach(es) or exceed(s) 30% of the latest audited total assets;
- (3) any guarantee provided to anyone whose gearing ratio exceeds 70%;
- (4) any single guarantee with a guarantee amount exceeding 10% of the latest audited net assets;
- (5) any guarantee provided to shareholder(s), actual controller(s) and their related parties;

- (6) any guarantee exceeding 30% of the latest audited total assets based on the principle of the cumulative calculation of the guarantee amount for 12 consecutive months;
- (7) any guarantee exceeding 50% of the latest audited net assets based on the principle of the cumulative calculation of the guarantee amount for 12 consecutive months, with the absolute amount exceeding RMB50 million;
- (8) any other guarantees required by the securities regulatory authority of the places where the Company's shares are listed, the Listing Rules of the Places where the Company's Shares are Listed or the Articles of Association to be considered and approved by the shareholders' general meeting.

When the general meeting is considering the proposal (5) above, the said shareholder or the shareholders controlled by the actual controller and its related parties (and related persons designated under the Listing Rules of the Places where the Company's Shares are Listed) shall abstain from voting on the proposal and shall not be counted in the quorum, and the proposal shall be subject to adoption by more than half of the voting rights of the other shareholders present at the general meeting.

When the guarantees are considered by the shareholders' general meeting, shareholders who are interested in such guarantees shall abstain from voting.

Article 14 The external guarantees which are subject to consideration by the Board must be considered, agreed and resolved by more than two-thirds of the directors present at the Board meeting and passed by majority of all directors of the Company.

Article 15 In the event that a director has related relationship in respect of the guarantee to be considered at the Board meeting, such Director shall not exercise his/her voting rights on such resolution and shall not be counted in the quorum, nor shall he/she vote on behalf of other directors. The Board meeting may be convened with a majority of directors without related relationship. Any resolutions made by the Board meeting shall be approved by a majority of directors without related relationship. When there are less than three directors without related relationship present at the Board meeting, such matter shall be submitted to the shareholders' general meeting for consideration.

Article 16 All acts of the Company and its subsidiaries relating to external guarantees shall be centrally managed by the Company, and the Company and its subsidiaries shall not provide any external guarantees without the approval of the Board or the shareholders' general meeting.

Article 17 For external guarantees considered and approved by the Board or the shareholders' general meeting of the Company, on-going information disclosure obligations shall be performed in a timely manner and as required in this regard in accordance with relevant laws and regulations.

CHAPTER III SIGNING OF EXTERNAL GUARANTEE CONTRACT(S)

Article 18 The chairman of the Company or any other duly authorized person shall sign guarantee contract on behalf of the Company according to the resolution of the Board or shareholders' general meeting. Without the resolution and authorization of the shareholders' general meeting or the Board of the Company, no person shall enter into any contract or other forms of legal instruments of external guarantees on behalf of the Company without authorization.

Any guarantee contract and counter-guarantee contract shall comply with the requirements of laws and regulations, such as the Guarantee Law of the People's Republic of China, the Property Law of the People's Republic of China and the Contract Law of the People's Republic of China.

Article 19 The guarantee contracts shall at least include the following:

- (1) creditors, debtors;
- (2) the category and amount of the debt to be guaranteed;
- (3) the term for the debtor to settle debts;
- (4) the form, amount, scope and term of guarantee;
- (5) rights, obligations and default liability of each party;
- (6) applicable laws and ways to settle disputes;
- (7) other matters deemed as necessary to be agreed upon by both parties.

If the contents, form or terms of guarantee contracts or letters of guarantee are clearly required by relevant laws and regulations or regulatory documents, such requirements shall be complied with.

Article 20 When the Company provides external guarantees, it shall take necessary measures, such as providing a lawful and effective counter-guarantee to the Company by the guarantee or a third party (the "counter-guarantee provider"), to prevent risks. Guarantees provided to subsidiaries may be exempt from the requirement for counter-guarantee. The Company shall determine the form of counter-guarantee based on the degree of risk and the financial status and the ability to perform obligations of the guarantee. The counter-guarantee provider shall have the ability to actually pay the debt, and the amount of the counter-guarantee provided must be greater than or equal to the amount of guarantee provided by the Company. No guarantee shall be provided if the property against which the counter-guarantee is to be provided as determined by the counter-guarantee provider is prohibited by laws and regulations from circulation or otherwise non-transferable.

Article 21 If a counter-guarantee is required after the Company determines to provide an external guarantee, the Company shall sign a counter-guarantee contract with the counter-guarantor at the same time when the guarantee contract is signed. The counter-guarantee contract shall at least include the followings:

- (1) the category and amount of the principal debt to be guaranteed;
- (2) the term for the principal debt or to settle debts;
- (3) the amount of the guarantee;
- (4) the liabilities and obligations of the counter-guarantor;
- (5) the default liability of the counter-guarantor;
- (6) the relationship between the counter-guarantee and the guarantee;
- (7) other matters deemed as necessary to be agreed upon by the parties.

CHAPTER IV DAILY MANAGEMENT OF EXTERNAL GUARANTEES

Article 22 The Company may provide guarantees to any entity that meets the following conditions:

- (1) it is qualified as a legal person and can independently bear civil liabilities;
- (2) it shall conduct independent auditing and operation, be liable for its own profit and loss, as well as has a sound internal management system;
- (3) it is able to operate on a going concern basis and in sound business conditions;
- (4) it has the ability to repay debts;
- (5) the loans project is in line with national, provincial and municipal industrial policies and leading industries and development planning;
- (6) other conditions of guarantee as required by laws, regulations and the Articles of Association.

Article 23 In principle, the Company shall not provide guarantee for investments with high risk, including but not limited to any form of entrusted wealth management, investment in stocks, futures and options, etc.

Article 24 The Company shall not provide guarantees to any applicant for external guarantee if he/she/it has one of the following circumstances:

- (1) The subject qualification of applicant for external guarantee is illegal;
- (2) There are false or misleading statements or material omissions in the information provided by the applicant for external guarantee;
- (3) The principal debt, in respect of which an application is made to the Company for a guarantee, is in violation of laws and regulations;
- (4) The Company had provided a guarantee to the applicant for external guarantee, but noncompliant circumstances were occurred, such as the guaranteed debts were overdue or there was default in payment of principal and interests;
- (5) The business, financial and other conditions of the applicant for external guarantee have deteriorated or will deteriorate, and the applicant may not be able to pay off the debt as scheduled;
- (6) The applicant for external guarantee has fraudulent conducts when applying for a guarantee, or malicious collusion circumstances exist among the applicant for external guarantee, counter-guarantee provider and creditor;

- (7) The counter-guarantee provided by the counter-guarantee provider is insufficient or the property used as counter-guarantee is either defected, prohibited or restricted for circulation or non-transferable in accordance with laws and regulations;
- (8) The applicant for external guarantee is involved in material litigation, arbitration or administrative penalties that are pending or foreseeable, which will affect its ability to repay debts;
- (9) Other circumstances which the Board of the Company considers should not provide guarantees.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 25 Matters not covered herein shall be executed in accordance with laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules of the Places where the Company's Shares are Listed and the Articles of Association.

Article 26 In these Rules, the term "more than" shall include the given figure while "exceed" or "exceeding" shall not include the given figure. In these Rules, the terms "related" and "related party" have the same meaning as "connected" and "connected person" as defined in the Listing Rules of the Hong Kong Stock Exchange, respectively.

Article 27 These Rules have been considered and approved by the shareholders' general meeting, and shall be effective and implemented from the date of the initial public offering and listing of Renminbi ordinary shares (A shares) of the Company.

ISSUANCE OF RELEVANT UNDERTAKINGS FOR THE A SHARE OFFERING AND
LISTING AND RESTRAINT MEASURES THEREOF OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

UNDERTAKINGS REGARDING THE SHARE PRICE STABILIZATION
IN THE THREE YEARS AFTER LISTING

In accordance with the relevant requirements of the China Securities Regulatory Commission and regarding the share price stabilization in the three years after the initial public offering and listing of shares, Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Hebei Construction**” or the “**Company**”) hereby undertakes that:

- I. In the event that, within three years after the listing date of the A shares, the closing prices of the Company’s A shares are below the latest audited (which means audited in accordance with the PRC Accounting Standards for Business Enterprises, same hereinafter) net assets value per share, being the shareholders’ equity in the audited consolidated financial statements divided by the number of outstanding ordinary shares of the Company (hereinafter referred to as the “**Net Assets Value per Share**”) (Net Assets Value per Share shall be adjusted accordingly if the net assets or the total number of shares of the Company changes due to distribution of cash dividends, bonus issues, capitalization of capital reserve or additional issues of shares after the audit base date of the latest period) for 20 consecutive trading days, and the Company and relevant entities simultaneously meet the requirements of laws, administrative and departmental regulations, normative documents and rules of regulatory authorities on repurchase of shares, increase in shareholding and other changes in share capital, the Company and relevant entities shall implement the share price stabilization plan.

- II. Specific Measures for Stabilizing Share Price

The Company undertakes that relevant share price stabilization measures include: 1. share repurchase by the Company; 2. increase in shareholding of the Company by controlling shareholders of the Company; 3. increase in shareholding of the Company by the directors of the Company (excluding independent directors and directors who do not receive remunerations from the Company) and the senior management.

- III. Restraint Measures for Failure to Perform Undertakings for Stabilizing Company’s Share Price

1. Should the Company fail to perform its share repurchase obligations in accordance with the Undertakings Regarding Share Price Stabilization in the Three Years After Listing of Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Letter of Undertakings**”), the Company shall freeze such amount of monetary fund equivalent to 10% of audited net profit attributable to the shareholders of the Company in the previous year within 5 trading days upon expiration of relevant period for performance of such repurchase obligations, so as to fulfill its undertakings on share price stabilization. Should investors incur any losses as a result of the Company’s failure to fulfill its share price stabilization obligations, the Company shall make compensation to the investors for such losses in accordance with the methods and amounts as determined by the regulatory departments or judicial authorities.

**APPENDIX XII ISSUANCE OF RELEVANT UNDERTAKINGS FOR THE A SHARE OFFERING
AND LISTING AND RESTRAINT MEASURES THEREOF**

2. Should any controlling shareholder of the Company fails to perform its shareholding increase obligations in accordance with the Letter of Undertakings, the Company shall freeze such amount of cash dividend payable to such shareholder equivalent to the amount of the fund that should have been used by such shareholder in order to perform its shareholding increase obligations until such obligations are performed.
3. Should any director or senior management of the Company fail to perform its shareholding increase obligations in accordance with the Letter of Undertakings, the Company shall freeze 30% of his/her monthly salary and cash dividends (if any) since the month when he/she failed to perform such obligations. The accumulative amount of which shall be equivalent to the amount he/she should have paid to perform his/her shareholding increase obligations, until such obligations are performed.

The Company confirms that this Letter of Undertakings is made for the purpose of protecting the rights and interests of all the shareholders of the Company and each undertaking herein is independently executable. Any undertaking, if deemed invalid or terminated, shall not affect the validity of other undertakings.

**UNDERTAKING REGARDING NO FALSE RECORDS,
MISLEADING STATEMENTS OR MATERIAL OMISSIONS IN THE PROSPECTUS**

- I. Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”) undertakes that, the prospectus for the initial public offering and listing of A Shares of the Company does not contain any false records, misleading statements or material omissions, and the Company shall bear the legal liability for the truthfulness, accuracy, completeness and timeliness either jointly or severally of the prospectus.
- II. In the event that, there are false records, misleading statements or material omissions in the prospectus in connection with the initial public offering and listing of A shares of the Company, which has rendered material and substantial effect on the determination of whether the Company meets the conditions for offering under laws and regulations,
 - (I) the Company shall repurchase all the A shares offered under the public offering in accordance with law. The Company shall prepare and announce a plan for repurchase of A shares within five business days following the determination of violation of laws or regulations by the competent authorities such as the China Securities Regulatory Commission, the Shanghai Stock Exchange or any judicial body and shall complete the repurchase within six months from the date of the announcement, at a price which is not lower than the sum of the initial public offer price of shares of the Company and the bank deposit interest of the same period. In case of any ex-rights and ex-dividend events such as profit distribution or bonus issue after share listing of the Company, the repurchase price shall be adjusted accordingly.

**APPENDIX XII ISSUANCE OF RELEVANT UNDERTAKINGS FOR THE A SHARE OFFERING
AND LISTING AND RESTRAINT MEASURES THEREOF**

- (II) if any investor suffers from loss in any securities transaction as a result of any false records, misleading statements or material omissions in the prospectus for the initial public offering and listing of A shares, the Company shall compensate the investor for such losses and bear other legal liabilities in accordance with law.

UNDERTAKINGS REGARDING THE RESTRAINT MEASURES ON UNDERTAKINGS

Given that Hebei Construction Group Corporation Limited (hereinafter referred to as the “**Company**”) and relevant responsible entities (controlling shareholders, directors, supervisors, senior management members and shareholders who hold more than 5% of the shares prior to the public offering) have given various undertakings in the process of applying for initial public offering and listing of shares (hereinafter referred to as the “**Relevant Undertakings**”), to protect the legitimate rights and interests of investors, especially minority investors, in accordance with the requirements of the Opinions on Further Promoting the IPO System Reform issued by the China Securities Regulatory Commission, the Company and relevant responsible entities hereby undertake:

In the event that the Relevant Undertakings fail to be performed, clearly cannot be performed or cannot be performed on schedule, the Company and relevant responsible entities shall take the following restraint measures:

- I. timely and fully disclose the specific reasons for failure to perform the undertakings, being unable to perform the undertakings or being unable to perform the undertakings on schedule;
- II. make supplementary undertakings or alternative undertakings to protect the rights and interests of the Company and investors to the maximum extent;
- III. submit the above supplementary undertakings or alternative undertakings to the shareholders’ general meeting of the Company for consideration;
- IV. in the event that losses are caused to the investors as a result of breach of the undertakings by the Company and relevant responsible entities, the Company will compensate the investors according to applicable laws; and
- V. if the Company and relevant responsible entities have specified the restraint measures in the Relevant Undertakings, such restraint measures shall prevail.