

Wafangdian Bearing Company Limited

Announcement on Amending the Articles of Association and its Annexes

The Company and all members of the BOD guarantee the truthfulness, accuracy and completeness of the information disclosed and that there are no false records, misleading statements or material omissions.

Wafangdian Bearing Company Limited (hereinafter referred to as “the company”) held the second meeting of the ninth board of directors and the second meeting of the ninth board of supervisors on August 19, 2022, and reviewed and approved the Proposal on Amending the Articles of Association and its Annexes and On Revising the Rules of Procedure for the Board of Supervisors. In accordance with the Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Guidelines for the Articles of Association of Listed Companies (2022 Revision), Stock Listing Rules of Shenzhen Stock Exchange (2022 Revision), Self-Regulation Supervision Guidelines for Listing Companies of Shenzhen Stock Exchange No. 1 - Standardized Operations of Main Board Listed Companies and other laws, regulations and normative documents, combined with the company's actual situation, the company plans to amend the Articles of Association and some of its annexes. The details are as follows:

I. Contents before and after the amendment of the Articles of Association

Original Articles	Amended Articles
Article 2 The Company is a company limited by shares incorporated in accordance with the Company Law and other relevant regulations (hereinafter referred to as "the company"). ...Registered with the Dalian Administration for Industry and Commerce, Liaoning Province, China, and obtained the business license of an enterprise legal person with a unified social credit code of "912102002423997128".	Article 2 The Company is a company limited by shares incorporated in accordance with the Company Law and other relevant regulations (hereinafter referred to as "the company"). ...Registered with the Dalian Administration for Market Regulation, Liaoning Province, China, and obtained the business license of an enterprise legal person with a unified social credit code of "912102002423997128".
Article 7 The term of operation of the company is 30 years.	Article 7 The term of operation of the company is from March 20, 1997 to March 20, 2037.
Article 12 In accordance with the provisions of the Articles of the Communist Party of China, the company establishes the organization of the Communist Party of China, and the company's party committee plays a leading role.	Article 12 The company establishes the organization of the Communist Party of China, and carry out party activities in accordance with the provisions of the Articles of the Communist Party of China. The company provides the necessary conditions for the activities of the party organization, and the company's party committee plays a leading role.
Article 13 The company's business purpose is to provide users with value-added services; create value returns for shareholders; create a happy life for employees.	Article 13 The company's business purpose is to create value-added services for users, create market value for enterprises, create a happy life for employees, and create high-quality returns for shareholders.

Article 28 The company does not accept the Company's stock as the subject of the pledge.	Article 28 The company does not accept the Company's stock as the subject of the pledge.
Article 41 The shareholders meeting is the authority of the company, and exercises the following functions and powers in accordance with the law: (15) to review the stock incentive plans;	Article 41 The shareholders meeting is the authority of the company, and exercises the following functions and powers in accordance with the law: (15) to review the stock incentive plans and the employee stock ownership plans;
Article 42 The following external guarantees of the company must be reviewed and approved by the shareholders meeting: (1) guarantees provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets for the latest period; (2) guarantees provided after the total amount of external guarantees of the company reaches or exceeds 30% of the audited net assets for the latest period;	Article 42 The following external guarantees of the company must be reviewed and approved by the shareholders meeting: (1) guarantees provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the audited net assets for the latest period; (2) guarantees provided after the total amount of external guarantees of the company exceeds 30% of the audited net assets for the latest period; (3) guarantees when the amount guaranteed by the company within one year exceeds 30% of the company's total audited assets in the latest period;
Article 45 The place where the Company convenes the shareholders meeting is the domicile of the Company.	Article 45 The place where the Company convenes the shareholders meeting is the domicile of the Company or other places as specified in the notice of the meeting.
Article 49 If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the board resolutions. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders. ...	Article 49 If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the board resolutions. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. ...
Article 50 If the board of supervisors or shareholders decide to convene a shareholders meeting on their own, they must notify the board of directors in writing and file with the agency of the CSRC at the location of the company and the stock exchange. Before the announcement of the resolutions of the shareholders meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than 10%. The shareholders convening the meeting shall submit relevant certification materials to the agency of the CSRC at the location of the company and the stock exchange when issuing the notice of convening the shareholders meeting and the announcement of the resolutions of the shareholders meeting.	Article 50 If the board of supervisors or shareholders decide to convene a shareholders meeting on their own, they must notify the board of directors in writing and file with the stock exchange. Before the announcement of the resolutions of the shareholders meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than 10%. The board of supervisors or the shareholders convening the meeting shall submit relevant certification materials to the stock exchange when issuing the notice of convening the shareholders meeting and the announcement of the resolutions of the shareholders meeting.

<p>Article 51 The board of directors and the secretary of the board shall cooperate with the shareholders meeting convened by the board of supervisors or the shareholders themselves. The board of directors should provide the register of shareholders on the date of record.</p>	<p>Article 51 The board of directors and the secretary of the board shall cooperate with the shareholders meeting convened by the board of supervisors or the shareholders themselves. The board of directors shall provide the register of shareholders on the date of record.</p>
<p>Article 56 The notice of the shareholders meeting shall include the following contents: (1) the time, place and duration of the meeting; (2) matters and proposals to be submitted to the meeting for deliberation; (3) to explain in clear text: all shareholders have the right to attend the shareholders meeting, and may entrust proxies in writing to attend the meeting and vote, and the shareholder's proxy does not have to be a shareholder of the company; (4) the date of record of the shareholders entitled to attend the shareholders meeting; (5) name and phone number of permanent contact person for meeting affairs</p>	<p>Article 56 The notice of the shareholders meeting shall include the following contents: ... (6) voting time and voting procedures by Internet or other means The interval between the date of record and the meeting date shall be no less than 2 working days and no more than 7 working days. The date of record shall not be changed once it is confirmed.</p>
<p>Article 60 All shareholders or their proxies registered on the date of record shall have the right to attend the shareholders meeting, and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>Shareholders may attend the shareholders meeting in person or entrust proxies to attend and vote on their behalf.</p>	<p>Article 60 All common shareholders (including preferred shareholders whose voting rights have been resumed) or their proxies registered on the date of record shall have the right to attend the shareholders meeting, and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>Shareholders may attend the shareholders meeting in person or entrust proxies to attend and vote on their behalf.</p>
<p>Article 78 The following matters shall be approved by special resolutions of the shareholders meeting: (2) division, merger, dissolution and liquidation of the company; </p>	<p>Article 78 The following matters shall be approved by special resolutions of the shareholders meeting: (2) division, split, merger, dissolution and liquidation of the company; </p>
<p>Article 79</p> <p>The company's board of directors, independent directors and shareholders who meet the relevant requirements may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicitee. It is prohibited to solicit shareholders' voting rights in a paid or disguised form. The company shall not propose a minimum shareholding ratio for the solicitation of voting rights.</p>	<p>Article 79</p> <p>Where a shareholder buys the voting shares of the company in violation of the provisions of items 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and it is not included in the total number of shares with voting rights present at the shareholders meeting.</p> <p>The company's board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit the shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicitee. It is prohibited to solicit shareholders'</p>

	voting rights in a paid or disguised form. Except for statutory conditions, the company shall not propose a minimum shareholding ratio for the solicitation of voting rights.
Article 81 The company shall, on the premise of ensuring the legality and effectiveness of the general meeting, give priority to providing modern information technology means such as online voting platforms through various methods and channels, so as to provide convenience for shareholders to participate in the shareholders' meeting.	Delete, the articles of subsequent chapters and the serial numbers of the articles cited in the text will be extended accordingly.
Article 88 Before voting on a proposal at the shareholders' meeting, two shareholder representatives shall be elected to participate in the counting and scrutiny of votes. Where the matter to be reviewed is of interests to the shareholders, the relevant shareholders and their proxies shall not participate in the counting or scrutiny of votes.	Article 88 Before voting on a proposal at the shareholders' meeting, two shareholder representatives shall be elected to participate in the counting and scrutiny of votes. Where the matter to be reviewed is related to the shareholders, the relevant shareholders and their proxies shall not participate in the counting or scrutiny of votes.
Article 96 A director of the company who is a natural person cannot hold the position of director of the company under any of the following circumstances: ... (6) a person who was punished by being banned from entering the securities market by the China Securities Regulatory Commission, and the time limit has not expired;	Article 96 A director of the company who is a natural person cannot hold the position of director of the company under any of the following circumstances: ... (6) a person who was banned from entering the securities market by the China Securities Regulatory Commission, and the time limit has not expired;
Article 105 Independent directors shall comply with laws, administrative regulations and relevant provisions of departmental rules.	Article 104 Independent directors shall comply with laws, administrative regulations, and relevant provisions of the China Securities Regulatory Commission and the stock exchange.
Article 107 The board of directors shall be composed of 12 directors.	Article 106 The board of directors shall be composed of 12 directors, including 4 independent directors.
Article 108 The board of directors shall exercise the following functions and powers: ... (8) to decide on the company's external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and other matters within the scope of the authorization of the shareholders' meeting; (9) to decide on the establishment of the internal management organizations of company; (10) to engage or dismiss the general manager and secretary of the board of the company; to engage or dismiss senior executives such as the deputy general manager(s) and the finance manager of the company according to the nomination of the general manager, and decide on matters concerning their remuneration and rewards and punishments;	Article 108 The board of directors shall exercise the following functions and powers: ... (8) to decide on the acquisition of the company's shares due to the circumstances specified in items (3), (5) and (6) of Article 24 of the Articles of Association; (9) to decide on the company's external investment, acquisitions and sales of assets, mortgage of assets, related transactions, donations and other matters within the scope of the authorization of the shareholders' meeting; (10) to decide on the establishment of the internal management organization of the company; (11) to engage or dismiss the general manager, secretary of the board, and other senior executives of the company, and decide on matters concerning their remuneration and rewards and punishments; upon

...	the recommendation of the general manager, to decide to engage or dismiss the senior executives of the company such as the deputy general manager and the finance manager, and decide on matters concerning their remuneration and rewards and punishments; ...
Article 117 Shareholders representing more than one tenth of the voting rights, and directors or board of supervisors representing more than one third of the voting rights may propose to convene an interim meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal.	Article 116 The board of directors shall convene an interim meeting if any of the following situations occurs: (1) if the shareholders representing more than one tenth of the voting rights propose; (2) if more than one third of the directors jointly propose; (3) if the board of supervisors propose; (4) if more than half of the independent directors propose;
Article 112 The board of directors shall determine the authority for external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions, donations, etc., and establish strict review and decision-making procedures; relevant experts and professionals shall be organized to review the major investment projects and report to the shareholders' meeting for approval. The board of directors shall have decision-making powers on: (1) project investments, acquisitions and sales of assets, mortgage of assets, and entrusted wealth management of less than 10% of the company's net assets; (2) related transactions with total transaction amount of less than 30 million yuan and less than 5% of the latest audited net asset value of the listed company.	Article 112 The board of directors shall determine the authority for external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions, donations , etc., and establish strict review and decision-making procedures; The board of directors shall have decision-making powers on: (1) project investments, acquisitions and sales of assets, mortgage of assets, entrusted wealth management, and donations of less than 10% of the company's net assets; (2) related transactions with total transaction amount of no more than 30 million yuan and less than 5% of the latest audited net asset value of the listed company. For investments, financing, asset disposal, asset mortgage, donations and other guarantees (excluding external guarantee) and related transactions beyond the scope of the above-mentioned authority, the board of directors of the company shall organize relevant experts and professionals to review and report to the shareholders' meeting for approval. The shareholders' meeting shall, before deliberating the contents of the six provisions concerning the company's external guarantee of Article 42 of Chapter IV of the Articles of Association, be subject to prior evaluation and approval by the board of directors before submitting to the shareholders' meeting for review and approval, and strictly follow the approval procedures.
Article 122 The voting methods for the board resolutions are as follows: voting by a show of hands or voting by disclosed ballot. On the premise of ensuring that the directors can fully express their opinions, the interim meeting of the board of directors may be held and resolutions may be made by fax or written	Article 122 The voting methods for the board resolutions are as follows: voting by a show of hands or voting by disclosed ballot. On the premise of ensuring that the directors can fully express their opinions, the interim meeting of the board of directors may be held and resolutions

counter-sign, and signed by directors attending the meeting .	may be made by fax, video, telephone, e-mail, etc., and signed by directors attending the meeting.
Article 128 Persons who hold administrative positions other than directors and supervisors in the controlling shareholders of the company shall not serve as senior executives of the company.	Article 128 Persons who hold administrative positions other than directors and supervisors in the controlling shareholders of the company shall not serve as senior executives of the company. The senior executives of the company only receive salaries from the company and are not paid by the controlling shareholders on their behalf.
New articles	Article 136 The senior executives of the company shall faithfully perform their duties and safeguard the best interests of the company and all shareholders. Where the company's senior executives fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the company and public shareholders, they shall be liable for compensation in accordance with the law. The serial number of following terms will be extended
Article 141 Supervisors shall guarantee that the information disclosed by the company is true, accurate and complete.	Article 141 Supervisors shall guarantee that the information disclosed by the company is true, accurate and complete, and sign written confirmation opinions on periodic reports.
Article 146 The supervisory board shall exercise the following functions and powers: ...	Article 146 The supervisory board shall exercise the following functions and powers: ...
(7) to file lawsuits against directors and senior executives in accordance with the provisions of Article 152 of the Company Law.	(7) to file lawsuits against directors and senior executives in accordance with the provisions of Article 151 of the Company Law.
Article 158 The company shall submit the annual financial and accounting report to the CSRC and the stock exchange within 4 months from the end of each fiscal year, submit the semi-annual financial and accounting report to the local CSRC agency and the stock exchange within 2 months from the end of the first 6 months of each fiscal year; and submit the quarterly financial and accounting reports to the agency of the CSRC and the stock exchange within one month from the end of the first 3 months and the end of the first 9 months of each fiscal year. The above financial and accounting reports are prepared in accordance with relevant laws, administrative regulations and departmental rules.	Article 158 The company shall submit and disclose the annual report to the CSRC and the stock exchange within 4 months from the end of each fiscal year, and submit and disclose the interim report to the CSRC agency and the stock exchange within 2 months from the end of the first half of each fiscal year. The above annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations, the provisions of the CSRC and the stock exchange.
Article 167 The company shall employ an accounting firm that has obtained the qualification for engaging in securities-related business to conduct accounting statement auditing, net asset verification and other related consulting services. The employment term is one year and can be renewed.	Article 167 The company shall employ an accounting firm that complies with the regulations of the Securities Law to conduct accounting statement auditing, net asset verification and other related consulting services. The employment term is one year and can be renewed.

Article 203 The Articles of Association are written in Chinese. In case of any discrepancy between the Articles of Association and the articles of association in any other language or version, the Chinese version of the Articles of Association after the latest approval and registration with the Dalian Administration for Industry and Commerce shall prevail.	Article 203 The Articles of Association are written in Chinese. In case of any discrepancy between the Articles of Association and the articles of association in any other language or version, the Chinese version of the Articles of Association after the latest approval and registration with the Dalian Administration for Market Regulation shall prevail.
Article 204 "Above", "within" and "below" as mentioned in the Articles of Association shall all include the original number; while "short of", "beyond", "less than" and "more than" shall not include the original number.	Article 204 "Above", "within" and "below" as mentioned in the Articles of Association shall all include the original number; while "beyond", "less than" and "more than" shall not include the original number.

II Contents before and after the revision of the Rules of Procedure for the Shareholders Meeting

Original Articles	Revised Articles
Article 4 The annual general meeting of shareholders shall be convened once a year and within six months after the end of the previous fiscal year. Where the annual general meeting cannot be convened for any reason, a written explanation shall be submitted to Dalian Securities Regulatory Bureau , and the contents of the explanation shall be published immediately.	Article 4 The annual general meeting of shareholders shall be convened once a year and within six months after the end of the previous fiscal year. Where the annual general meeting cannot be convened for any reason, the company should report to the agency of the CSRC at the location of the company and the Shenzhen Stock Exchange , and the contents of the explanation shall be published immediately.
New articles	Article 5 The company shall convene an extraordinary general meeting of within 2 months from the date of occurrence of the fact under any of the following situations: (1) if the number of directors is less than the number as stipulated in the Company Law or less than 2/3 of the number specified in the Articles of Association; (2) if the amount of company's losses that have not been made up reaches one third 1/3 of the total share capital; (3) if shareholders individually or collectively holding more than 10% of the company's shares request; (4) if the board of directors deems it necessary; (5) if the supervisory board proposes that such as meeting be convened; (6) other circumstances stipulated in laws, administrative regulations, departmental rules or the Articles of Association.
Article 9 The board of directors of the company shall employ a lawyer with securities practice qualifications to attend the shareholders' meeting, issue legal opinions on the following issues and make an announcement:	Article 9 The board of directors of the company shall employ a lawyer to attend the shareholders' meeting, issue legal opinions on the following issues and make an announcement:
Article 10 The shareholders meeting shall be the authority organ of the company and exercise the following functions and powers in accordance with the law: (15) to review the stock incentive plans;	Article 10 The shareholders meeting shall be the authority organ of the company and exercise the following functions and powers in accordance with the law: (15) to review the stock incentive plans and the employee stock ownership plans;

<p>Article 11 The following external guarantees of the company must be reviewed and approved by the shareholders' meeting:</p> <p>(1) guarantees provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets for the latest period;</p> <p>(2) guarantees provided after the total amount of external guarantees of the company reaches or exceeds 30% of the audited net assets for the latest period;</p> <p>.....</p>	<p>Article 11 The following external guarantees of the company must be reviewed and approved by the shareholders' meeting:</p> <p>(1) guarantees provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the audited net assets for the latest period;</p> <p>(2) guarantees provided after the total amount of external guarantees of the company exceeds 30% of the audited net assets for the latest period;</p> <p>(3) guarantees when the amount guaranteed by the company within one year exceeds 30% of the company's total audited assets in the latest period;</p> <p>.....</p>
<p>Article 14 The notification and supplementary notification of the shareholders meeting shall fully and completely disclose the specific content of all proposals, as well as all materials or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed. Where the matters to be discussed require independent directors to express their opinions, the independent directors' opinions and reasons shall be disclosed at the same time when the notification and supplementary notification of the shareholders meeting is issued.</p> <p>Where the shareholders meeting adopts the Internet mode, the voting time and voting procedures of the Internet mode shall be clearly stated in the notification of the shareholders meeting. The start time of online voting at the shareholders meeting shall not be earlier than 3:00 pm the day before the on-site shareholders meeting, and shall be no later than 9:30 am on the day of the on-site shareholders meeting, and its end time shall not be earlier than 3:00 pm on the day of the on-site shareholders meeting.</p>	<p>Article 15 The notification and supplementary notification of the shareholders meeting shall fully and completely disclose the specific content of all proposals, as well as all materials or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed. Where the matters to be discussed require independent directors to express their opinions, the independent directors' opinions and reasons shall be disclosed at the same time when the notification and supplementary notification of the shareholders meeting is issued.</p>
<p>New articles</p>	<p>Article 16 Where the shareholders meeting intends to discuss matters concerning the election of directors and supervisors, the notification of the shareholders meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(1) personal information such as educational background, work experience, part-time jobs, etc.;</p> <p>(2) whether there is a related relationship with the Company or the Company's controlling shareholder and actual controller;</p> <p>(3) to disclose the number of shares held in the Company;</p> <p>(4) whether they have been punished by the China Securities Regulatory Commission and other relevant departments and punished by the stock exchange.</p> <p>Except for the election of directors and supervisors</p>

	by the cumulative voting system, each candidate for directors and supervisors shall be put forward as a single proposal.
	Article 17 The company shall, in the notice of the shareholders meeting, clearly state the voting time and voting procedures by Internet or other means. The start time of online voting at the shareholders' general meeting shall not be earlier than 3:00 pm the day before the on-site shareholders meeting, and shall be no later than 9:30 am on the day of the on-site shareholders meeting, and its end time shall not be earlier than 3:00 pm on the day of the on-site shareholders meeting.
Article 15 The interval between the date of record and the meeting date as stipulated in the meeting notice shall be no more than 7 working days. The date of record shall not be changed once it is confirmed. \Where the company has postponed the convening of the shareholders meeting, it should not change the date of record of the shareholders entitled to attend the shareholders meeting as stipulated in the original notice.	Article 18 The interval between the date of record and the meeting date as stipulated in the meeting notice shall be no less than 2 working days and no more than 7 working days. The date of record shall not be changed once it is confirmed.
Article 17 The shareholders meeting shall not be postponed or cancelled without cause after the board of directors has issued a notice to convene it. Where the company has to postpone or cancel the convening of the shareholders meeting due to special reasons, it shall issue a notice two trading days before the scheduled date of convening the shareholders meeting, stating the specific reasons for the postponement or cancellation. Where the shareholders' general meeting is postponed, the board of directors shall announce the date of convening the postponed meeting in the notice. After the notice of the shareholders meeting, the location of the on-site meeting of the shareholders meeting shall not be changed without justifiable reasons. Where the change is really necessary, the board of directors shall make an announcement and explain the reasons at least two trading days before the scheduled date of convening the shareholders meeting.	Article 20 After the notice of convening the shareholders meeting, the shareholders meeting shall not be postponed or cancelled without justifiable reasons, and the proposals stated in the notice of the shareholders meeting shall not be cancelled. In case of delay or cancellation, the convenor shall make an announcement and explain the reasons at least two trading days before the scheduled date of convening the shareholders meeting.
Article 21 Where the board of supervisors or shareholders decide to convene a shareholders meeting on their own, they shall notify the board of directors in writing and file with the agency of the CSRC at the location of the company and the stock exchange. Before the announcement of the resolutions of the shareholders meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than 10%. The shareholders convening the meeting shall submit relevant certification materials to the the agency of the CSRC at the location of the company and the stock exchange when issuing the	Article 24 Where the board of supervisors or shareholders decide to convene a shareholders meeting on their own, they shall notify the board of directors in writing and file with the stock exchange. Before the announcement of the resolutions of the shareholders meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than 10%. The board of supervisors or shareholders convening the meeting shall submit relevant certification materials to the stock exchange when issuing the notice of convening the shareholders meeting and the announcement of the resolutions of

notice of convening the shareholders meeting and the announcement of the resolutions of the shareholders meeting.	the shareholders meeting.
Article 22 The board of directors and the secretary of the board shall cooperate with the shareholders meeting convened by the board of supervisors or the shareholders themselves. The board of directors should provide the register of shareholders on the date of record. Where the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution with the relevant announcement on the notice of convening the shareholders meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than the convening of the shareholders meeting.	Article 25 The board of directors and the secretary of the board shall cooperate with the shareholders meeting convened by the board of supervisors or the shareholders themselves. The board of directors shall provide the register of shareholders on the date of record. Where the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution with the relevant announcement on the notice of convening the shareholders meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than the convening of the shareholders meeting.
Article 31 The list of candidates for directors and supervisors shall be submitted to the resolutions of the shareholders meeting in the form of proposals. The board of directors shall provide shareholders with the resumes and basic information of the candidates for directors and supervisors. The nomination methods and procedures for directors and supervisors shall comply with the provisions of Article 57 of the Articles of Association.	Article 34 The list of candidates for directors and supervisors shall be submitted to the resolutions of the shareholders meeting in the form of proposals. The board of directors shall provide shareholders with the resumes and basic information of the candidates for directors and supervisors. The nomination methods and procedures for directors and supervisors shall comply with the provisions of Article 82 of the Articles of Association.
Article 34 All shareholders or their proxies registered on the date of record shall have the right to attend the shareholders meeting, the company and the convener should not refuse for any reason.	Article 37 All common shareholders (including preferred shareholders whose voting rights have been resumed) or their proxies registered on the date of record shall have the right to attend the shareholders meeting, the company and the convener should not refuse for any reason.
Article 49 The following matters shall be approved by special resolutions of the shareholders meeting: (2) Division, merger, dissolution and liquidation of the company;	Article 52 The following matters shall be approved by special resolutions of the shareholders meeting: (2) Division, split , merger, dissolution and liquidation of the company;
Article 50 Shareholders (including their proxies) shall exercise their voting rights with the number of voting shares they represent, and each share shall be entitled to one vote. When the shareholders meeting deliberates on major matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner. The company holds its own shares without voting rights, and this part of the shares shall not be counted in the total number of voting shares present at the shareholders meeting. The company's board of directors, independent directors and shareholders who meet the relevant requirements may publicly solicit shareholders' voting rights. The solicitation of shareholders'	Article 53 Shareholders (including their proxies) shall exercise their voting rights with the number of voting shares they represent, and each share shall be entitled to one vote. When the shareholders meeting deliberates on major matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner. The company holds its own shares without voting rights, and this part of the shares shall not be counted in the total number of voting shares present at the shareholders meeting. Where a shareholder buys the voting shares of the company in violation of the provisions of items 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months

<p>voting rights shall fully disclose the specific voting intention and other information to the solicitee. It is prohibited to solicit shareholders' voting rights in a paid or disguised form. The company shall not propose a minimum shareholding ratio for the solicitation of voting rights.</p>	<p>after the purchase, and it is not included in the total number of shares with voting rights present at the shareholders meeting.</p> <p>The company's board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit the shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicitee. It is prohibited to solicit shareholders' voting rights in a paid or disguised form. Except for statutory conditions, the company shall not propose a minimum shareholding ratio for the solicitation of voting rights.</p>
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III Contents before and after the revision of the Rules of Procedure for the Board of Directors

Before Revision	After Revision
Chapter II Composition, Functions and Powers of the Board of Directors	Chapter II Composition, Formation, Functions and Powers of the Board of Directors
Article 3 The board of directors shall be composed of 12 directors, and shall have one chairman and possibly one vice chairman. The board of directors shall have one secretary.	Article 3 The board of directors shall be composed of 12 directors, shall have one chairman and possibly one vice chairman, and shall have 4 independent directors. The board of directors shall have one secretary.
New articles	<p>Article 4 Methods and procedures for the nomination of directors</p> <p>1. The directors of the first board of directors of the company shall be elected by the shareholders meeting of the company upon the list of candidates put forward by the promoter(s) of the company. On the change of term of office of the board of directors, the list of candidates for the next board of directors shall be put forward by the previous board of directors, or as mentioned in Article 83 (1) 2 below, and shall be submitted to the shareholders meeting for voting in forms of proposals;</p> <p>2. The board of directors of the company and shareholders who hold or jointly hold more than 3% of the total number of shares with voting rights issued by the company shall have the right to put forward proposals for director candidates.</p> <p>3. Before the board of directors put forward a list of candidates for directors, it should first be reviewed and approved by the nomination committee of the company's board of directors, and then reported to the board of directors for deliberation and approval.</p>
New articles	Article 5 The board of directors of the company shall establish an audit committee, and establish relevant special committees such as strategy committee, nomination committee, remuneration and appraisal committee as needed. The special committees are responsible to the board of directors and shall perform the functions authorized by the Articles of Association and by the board of

	<p>directors. The proposals shall be submitted to the board of directors for deliberation and decision. The members of the special committees are all composed of directors, among which the audit committee, nomination committee and remuneration and appraisal committee have independent directors in the majority who serve as conveners. The conveners of the audit committee are accounting professionals. The board of directors shall be responsible for formulating working rules for special committees and regulating their operation.</p>
<p>Article 4 The board of directors shall exercise the following functions and powers: (8) to decide on the company's external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and other matters within the scope of the authorization of the shareholders' meeting; (9) to decide on the establishment of the company's internal management structure; (10) to appoint or dismiss the general manager and secretary of the board of the company; appoint or dismiss senior executives such as the deputy general manager and the finance manager of the company according to the nomination of the general manager, and decide on their remuneration and rewards and punishments;</p>	<p>Article 6 The board of directors shall exercise the following functions and powers: (8)to decide on the acquisition of the company's shares due to the circumstances specified in items (3), (5) and (6) of Article 24 of the Articles of Association; (9) to decide on the company's external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions, donations and other matters within the scope of the authorization of the shareholders' meeting; (10) to decide on the establishment of the company's internal management structure; (11) to appoint or dismiss the general manager, secretary of the board, and other senior executives of the company, and decide on their remuneration and rewards and punishments; decide to appoint or dismiss the senior executives of the company such as the deputy general manager and the finance manager according to the nomination of the general manager, and decide on their remuneration and rewards and punishments;</p>
<p>Article 6 The board of directors shall determine the authority for external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions, etc., and establish strict review and decision-making procedures; relevant experts and professionals shall be organized to review the major investment projects and report to the shareholders' meeting for approval.</p>	<p>Article 8 The board of directors shall determine the authority for external investment, acquisitions and sales of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions, donations, etc., and establish strict review and decision-making procedures; relevant experts and professionals shall be organized to review the major investment projects and report to the shareholders' meeting for approval. Before deliberation, the contents of the six provisions concerning the company's external guarantee of Article 42 of Chapter IV of the Articles of Association shall be subject to prior evaluation and approval by the board of directors before submitting to the shareholders' meeting for review and approval, and strictly follow the approval procedures.</p>
Chapter III Independent Directors and Working System	Chapter III Qualifications, term of office, rights and obligations of directors
New articles	

	<p>Article 12 A director of the company who is a natural person cannot hold the position of director of the company under any of the following circumstances:</p> <ol style="list-style-type: none">(1) a person without capacity or with restricted capacity for civil acts;(2) a person who was sentenced to criminal punishment for the crime of corruption, bribery, embezzlement, misappropriation of property, or undermining the social economic order, where not more than five years have elapsed since the expiration of the enforcement period; or a person who was deprived of political rights for committing a crime, where not more than five 5 years have elapsed since the expiration of the enforcement period;(3) a director, or factory head, or manager who was personally responsible for the bankruptcy liquidation of the company or enterprise, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;(4) a legal representative of the company or enterprise that had the business license revoked or ordered to close due to violations of the law, where such representative bears personal responsibility and not more than three years have elapsed since the date of revocation of the business license;(5) a person with relatively large amount of personal debts that have fallen due but haven't been settled;(6) a person who was banned from entering the securities market by the China Securities Regulatory Commission, and the time limit has not expired;(7) other contents stipulated by laws, administrative regulations or departmental rules. <p>Where a director is elected or appointed in violation of the provisions of this article, the election, appointment or recruitment shall be invalid. Where a director falls under the circumstance specified in this article during his term of office, the company shall remove him from office.</p> <p>Article 13 Directors are elected or replaced by the shareholders meeting, and may be removed from office by the shareholders meeting before the expiration of their term of office. A director serves a three-year term and may serve consecutive terms if re-elected upon expiration of his term of office.</p> <p>The term of office of a director shall be calculated from the date of inauguration and shall end upon the expiration of the term of office of the current board of directors. Where a director is not re-elected in time after the expiration of the term of office, the original director shall still perform his duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association before the newly elected</p>
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	<p>director takes office.</p> <p>The general manager or other senior executives may concurrently serve as directors, but the total number of directors who concurrently serve as the general manager or other senior executives shall not exceed half of the total number of directors of the company. The company does not have employee representative directors.</p> <p>Article 14 Directors shall abide by laws, administrative regulations and the Articles of Association, and undertake the following duties of loyalty to the company:</p> <ol style="list-style-type: none">(1) not to abuse their powers to accept bribes or other illegal income, and not to embezzle the property of the company;(2) not to appropriate company funds;(2) not to save the company's assets or funds in an account opened in his or her own name or in the name of other individuals;(4) not to violate the provisions of the Articles of Association, and without the consent of the shareholders meeting or the board of directors, not to lend the company funds to others or provide guarantees for others with the company property;(5) not to enter into contracts or conduct transactions with the Company in violation of the provisions of the Articles of Association or without the consent of the shareholders meeting;(6) without the consent of the shareholders meeting, not to take advantage of the position to seek business opportunities that should belong to the company for themselves or others, not to operate the same kind of business as the Company for themselves or for others;(7) not to accept the commission of transactions with the company as their own;(8) not to disclose company secrets without authorization;(9) not to use their related relationships to harm the interests of the company;(10) other duties of loyalty stipulated by laws, administrative regulations, departmental rules and the Articles of Association. <p>Any income obtained by a director in violation of the provisions of this article shall be returned to the company; where any losses are caused to the company, he or she shall be liable for compensation.</p> <p>Article 15 Directors shall abide by laws, administrative regulations and the Articles of Association, and undertake the following duties of diligence to the company:</p> <ol style="list-style-type: none">(1) to prudently, conscientiously and diligently exercise the rights conferred by the company to ensure that the company's commercial activities comply with the requirements of national laws, administrative regulations and various economic policies, and that its commercial activities do not
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	<p>exceed the business scope as stipulated in the business license;</p> <p>(2) to fairly treat all shareholders;</p> <p>(3) to keep abreast of the company's business operation and management status;</p> <p>(4) to sign written confirmation opinions on the periodic reports of the company, and to ensure that the information disclosed by the company is true, accurate and complete;</p> <p>(5) to truthfully provide relevant information and materials to the board of supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their functions and powers;</p> <p>(6) other duties of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Article 16 A director who fails to attend the board meeting in person for two consecutive times nor entrusts other directors to attend the board meeting shall be deemed unable to perform duties, and the board of directors shall propose the shareholders meeting to remove him or her from office.</p> <p>Article 17 A director may resign before the expiration of the term of office. A director who resigns shall submit a written resignation report to the board of directors. The board of directors shall disclose the information within 2 days.</p> <p>Where the number of directors on the board of directors of the company is less than the statutory minimum number due to the resignation of a director, the original director shall still perform duties as a director in accordance with the laws, administrative regulations, departmental rules and provisions of the Articles of Association before the newly elected director takes office.</p> <p>Except as set forth in the preceding paragraph, the resignation of a director shall take effect when the resignation report is delivered to the board of directors.</p> <p>Article 18 Where a director's resignation takes effect or the term of office expires, all handover procedures shall be completed with the board of directors. The duty of loyalty he or she undertakes to the company and shareholders shall not be relieved automatically after the expiration of term of office, and shall remain valid within the reasonable period as stipulated in the Articles of Association.</p> <p>The reasonable time limit as stipulated in the preceding paragraph shall be six months from the date on which the resignation of the director takes effect or from the expiration of the term of office.</p> <p>Article 19 Without legal authorization of the provisions of the Articles of Association or the board of directors, no director may act on behalf of the company or the board of directors in his or her own name. Where a director acts in his or her own name and a third party may reasonably believe that</p>
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	<p>he or she is acting on behalf of the company or the board of directors, the director shall declare his or her position and identity in advance.</p> <p>Article 20 Directors who violate laws, administrative regulations, departmental rules or provisions of the Articles of Association while performing their duties and thus cause losses to the company shall be liable for compensation.</p> <p>Article 21 Independent directors shall execute in accordance with laws, administrative regulations, and relevant provisions of the CSRC and the stock exchange.</p>
<p>Article 34 The secretary of the board of directors shall have the financial, management and legal expertise necessary to perform duties, possess good professional ethics and personal morality, and have obtained the qualification certificate for the secretary of the board of directors issued by the Shenzhen Stock Exchange. A person who falls under any of the following circumstances shall not serve as the secretary of the board of directors of a listed company:</p> <p>(1) one of the circumstances as stipulated in the first item of Article 96 of the Articles of Association;</p> <p>.....</p>	<p>Article 23 The secretary of the board of directors shall have the financial, management and legal expertise necessary to perform duties, possess good professional ethics and personal morality, and have obtained the qualification certificate for the secretary of the board of directors issued by the Shenzhen Stock Exchange. A person who falls under any of the following circumstances shall not serve as the secretary of the board of directors of a listed company:</p> <p>(1) one of the circumstances as stipulated in the first item of Article 95 of the Articles of Association;</p> <p>.....</p>
<p>Article 38 The board of directors shall hold at least two meetings a year, which shall be convened and presided over by the chairman, and all directors and supervisors shall be notified in writing to 10 days before the meeting.</p>	<p>Article 27 Board meetings are divided into regular meetings and interim meetings. The board of directors shall hold regular meetings at least once in each of the first and second half of the year. All directors and supervisors shall be notified in writing 10 days before the meeting.</p>
<p>Article 39 Shareholders representing more than one tenth of the voting rights, and directors or board of supervisors representing more than one third of the voting rights may propose to convene an interim board meeting.</p> <p>.....</p>	<p>Article 28 The board of directors shall convene an interim meeting if any of the following situations occurs:</p> <p>1) if the shareholders representing more than one tenth of the voting rights propose;</p> <p>(3) if more than one third of the directors jointly propose;</p> <p>(3) if the board of supervisors propose;</p> <p>(4) if more than half of the independent directors propose;</p> <p>.....</p>
<p>Article 47 When the board of directors holds a meeting, the chairman of the board or the meeting host shall first announce the agenda of the meeting, and preside over the discussion according to the agenda of the meeting. The chairman of the board or the meeting host shall preside over the meeting earnestly, fully listen to the opinions of the directors present at the meeting, control the meeting process, save time, and improve the efficiency of discussion and the scientificity of decision-making.</p>	<p>Article 36 Meetings of the board of directors shall be convened and presided over by the chairman; where the chairman is unable or fails to perform duties, the vice-chairman shall convene and preside over the meeting. Where the vice-chairman is unable or fails to perform duties, a director jointly recommended by more than half of the directors shall convene and preside over the meeting.</p> <p>convened and chaired by a director.</p> <p>When the board of directors holds a meeting, the chairman of the board or the meeting host shall first announce the agenda of the meeting, and preside over the discussion according to the agenda of the meeting. The chairman of the board or the meeting</p>

	host shall preside over the meeting earnestly, fully listen to the opinions of the directors present at the meeting, control the meeting process, save time, and improve the efficiency of discussion and the scientificity of decision-making.
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IV. Contents before and after the revision of the Rules of Procedure for the Board of Supervisors

Before Revision	After Revision
Article 5 The Article 95 of the Articles of Association on the circumstance of not serving as a director is also applicable to supervisors	Article 5 The Article 95 of the Articles of Association on the circumstance of not serving as a director is also applicable to supervisors
Article 9 Supervisors shall ensure that the information disclosed by the company is true, accurate and complete.	Article 9 Supervisors shall ensure that the information disclosed by the company is true, accurate and complete, and sign written confirmation opinions on periodic reports.
Article 13 The board of supervisors shall exercise the following functions and powers: (7) to file lawsuits against directors and senior executives in accordance with provisions of Article 152 of the Company Law; (8) to conduct an investigation when the company is found to be in an abnormal business situation; when necessary, it may engage an accounting firm, a law firm and other professional institutions to assist its work, and the expenses shall be borne by the company.	Article 13 The board of supervisors shall exercise the following functions and powers: (7) to file lawsuits against directors and senior executives in accordance with provisions of Article 151 of the Company Law; (8) to conduct an investigation when the company is found to be in an abnormal business situation; when necessary, it may engage an accounting firm, a law firm and other professional institutions to assist its work, and the expenses shall be borne by the company.
Article 26 The meetings of the board of supervisors shall have minutes, and the supervisors attending the meeting and the person taking the record shall sign on the minutes. Supervisors have the right to request that certain explanatory records be made on the minutes of their speeches at the meeting. The minutes of the meetings of the board of supervisors shall be kept by the secretary of the board of directors as company files for a retention period of 10 years.	Article 26 The meetings of the board of supervisors shall have minutes, and the supervisors attending the meeting and the person taking the record shall sign on the minutes. Supervisors have the right to request that certain explanatory records be made on the minutes of their speeches at the meeting. The minutes of the meetings of the board of supervisors shall be kept by the secretary of the board of directors as company files for a retention period of at least 10 years.
Article 29 Where the company holds a meeting of the board of supervisors, it shall submit the resolutions of the board of supervisors and the minutes of the meeting to the Shenzhen Stock Exchange for the record within two working days after the meeting, and make an announcement as required.	Article 29 Where the company holds a meeting of the board of supervisors, it shall submit the resolutions of the board of supervisors and other materials to the Shenzhen Stock Exchange for the record within two working days after the meeting, and make an announcement as required.
New articles	Article 31 "Above", "within" and "below" as mentioned in the Articles of Association shall all include the original number; while "beyond", "less than" and "more than" shall not include the original number.