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**山東晨鳴紙業集團股份有限公司**  
**SHANDONG CHENMING PAPER HOLDINGS LIMITED\***  
*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1812)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Shandong Chenming Paper Holdings Limited (the “Company”) published the “Shandong Chenming Paper Holdings Limited: Announcement on Resolutions of the Seventeenth Extraordinary Meeting of the Ninth Session of the Board” dated 29 January 2021 on the website of Shenzhen Stock Exchange. The following is a translation of the official announcement solely for the purpose of providing information.

By order of the Board  
**Shandong Chenming Paper Holdings Limited**  
**Chen Hongguo**  
*Chairman*

Shandong, PRC  
29 January 2021

*As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing, Mr. Li Xingchun and Mr. Li Feng; the non-executive Directors are Mr. Han Tingde and Mr. Li Chuanxuan; and the independent non-executive Directors are Ms. Yin Meiqun, Mr. Sun Jianfei and Mr. Yang Biao.*

\* *For identification purposes only*

Stock code:  
000488 200488

Stock abbreviation:  
Chenming Paper Chenming B

Announcement No.:  
2021-003

## **Shandong Chenming Paper Holdings Limited**

### **Announcement on Resolutions of the Seventeenth**

### **Extraordinary Meeting of the Ninth Session of the Board**

The Company and all members of its board (the “Board”) of directors (the “Directors” and each a “Director”) hereby warrant the truthfulness, accuracy and completeness of the contents of information disclosure which do not contain any false information, misleading statements or material omissions.

The notice of the seventeenth extraordinary meeting of the ninth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was despatched to all Directors in writing and by post on 22 January 2021, and the said meeting was held on 29 January 2021 by means of communication. 9 Directors were entitled to be present at the meeting and 9 Directors attended the meeting. This meeting of the Board was convened in compliance with the relevant PRC laws and regulations and the Articles of Association.

The following resolutions were carefully considered and unanimously passed by the Directors present at the meeting:

#### **I. The Resolution in relation to the “Proposal on the Domestic Listed Foreign Shares of the Company Changing Listing Venue to be Listed and Traded on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Conversion” was considered and approved**

This resolution is subject to consideration and approval at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic listed shares and the 2021 first class meeting for holders of overseas listed shares.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

For details, please refer to the relevant announcement disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

**II. The Resolution in relation to the full authorisation granted by the general meeting of the Company to the Board and its authorised persons to deal with matters relating to the domestic listed foreign shares changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion was considered and approved**

The Board of the Company proposed to the general meeting to authorise the Board of the Company and its authorised persons to be solely responsible for handling matters in relation to the Proposal, including but not limited to:

(I) Authorise the Board of the Company and its authorised persons to be solely responsible for the specific implementation of the Proposal (including but not limited to: the third party that provides cash options for the implementation of the Proposal) according to the Proposal approved by the general meeting; sign, execute, modify or suspend any cash option provider agreement, related/connected transaction agreement, advisory agreement, investment agreement, share transfer agreement and any other agreements related to the Proposal; appoint financial advisors and domestic and foreign lawyers as the authorised representatives who act as the main communication channel with the CSRC, Shenzhen Stock Exchange and the Stock Exchange of Hong Kong and intermediaries for other matters related to the Proposal.

(II) Authorise the Board of the Company and its authorised persons to handle approval, sign up, filing, review, approval, and other procedures with relevant domestic and foreign governments and regulatory agencies in accordance with the Proposal passed by the general meeting; sign, execute, modify, and complete all necessary documents that must be submitted to relevant domestic and foreign governments, institutions, organisations, and individuals; and perform all actions, things and matters deemed necessary, appropriate, or suitable that are related to the implementation of the Proposal.

(III) Propose to the Company's general meeting to authorise the Board of the Company to decide and appoint intermediary agencies participating in the Proposal, and sign all relevant agreements and documents, including but not limited to the financial advisory agreement, the confidentiality agreement and intermediary agency appointment agreement etc.;

(IV) Authorise the Board of the Company and its authorised persons to make adjustments and amendments (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect and others) to the Company's new articles of association and its annexes, which have been considered and approved at the general meeting, in accordance with the requirements and suggestions of relevant domestic and overseas government authorities and regulatory authorities, and conduct change registration, filing and other matters after the completion of the B-to-H share conversion plan with the commerce, industry and commerce and other relevant government departments (if necessary);

(V) Authorise the Board of the Company and its authorised persons to make corresponding amendments to the resolutions related to the Proposal considered and approved at the general meeting in accordance with the requirements of government agencies and regulatory agencies and relevant approval documents;

(VI) Authorise the Board of the Company and its authorised persons to, based on actual needs, select nominal holders to open an H-share account at a designated Hong Kong eligible brokerage firm on behalf of all B shareholders in a timely manner (the account will only be used for handling agency transactions and registration and settlement for investors) and escrow the Company's H shares and handle relevant matters;

(VII) Authorise the Board of the Company to authorise relevant persons of the Board to handle all matters related to the Proposal as needed;

(VIII) The authorisation shall be valid within 18 months from the date of consideration and approval at the general meeting.

This resolution is subject to consideration and approval at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic listed shares and the 2021 first class meeting for holders of overseas listed shares.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

**IV. The Resolution in relation to the consideration and approval of the “Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, Applicable after the Changing of the Listing Venue of the B Shares)” was considered and approved**

It is agreed to propose the Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, applicable after the change of place of listing of B shares) to the general meeting for consideration, and the Articles of Association (Draft, applicable after the change of place of listing of B shares) will be effective from the date on which the H shares of the Company converted from B shares are listed after it is considered and approved at the general meeting and approved by the competent authority. Prior to the listing of H shares converted from B shares, the current articles of association of the Company continued to be valid.

This resolution is subject to consideration and approval at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic listed shares and the 2021 first class meeting for holders of overseas listed shares.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

For details, please refer to the relevant announcement disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

**V. The Resolution in relation to the period of validity of the resolution regarding the domestic listed foreign shares of the Company changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion was considered and approved**

The Board of the Company agreed to propose to the general meeting for approving the validity of the relevant resolutions in respect of the change of place of listing of domestic listed foreign shares and listing on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion would be eighteen months from the date on which such resolutions were considered and approved at the general meeting.

This resolution is subject to consideration and approval at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic listed shares and the 2021 first class meeting for holders of overseas listed shares.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

**VI. The Resolution on the Formulation of Provisions of Shandong Chenming Paper Holdings Limited on Strengthening the Confidentiality and File Management**

**in Relation to the Issuance and Listing of Securities Overseas was considered and approved**

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

For details, please refer to the relevant announcement disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

**VII. The Resolution on Convening of the 2021 First Extraordinary General Meeting, the 2021 First Class Meeting for Holders of Domestic Listed Shares and the 2021 First Class Meeting for Holders of Overseas Listed Shares was considered and approved**

The Board of the Company agreed to convene the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic listed shares and the 2021 first class meeting for holders of overseas listed shares one by one at 14:00 on 9 March 2021.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

For details, please refer to the relevant announcement disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited

29 January 2021

## Appendix I: Comparison of amendments to the Articles of Association of Shandong

### Chenming Paper Holdings Limited

Original Article	Amended Article
<p>(The Articles of Association is formulated in accordance with the currently effective law, regulation and constitutional system of The Company Law of the People’s Republic of China (the “Company Law”), Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (“Zheng Jian Hai Han [1995] No.1”), Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas (“Opinions”), Notice on further implementation of Cash Dividends Distribution of Listed Companies (Lu Zheng Jian Fa [2012] No.18), Notice on amendment to Articles of Association governing the Cash Dividends Distribution ([2012] No.18), State Council Guiding Opinions on The Experimental Development of Preference Shares (Guo Fa [2013] No.46), Experimental Administrative Measures on Preference Shares (CSRC Order No.97), Guidelines for the Articles of Association for Listed Companies (as amended in 2019) (the “Guidelines for the Articles of Association”), Code of Corporate Governance for Listed Companies (the “CG Code” or “CSRC Announcement [2018] No. 29”), Procedural Rules for General Meeting of Listed</p>	<p>(The Articles of Association is formulated in accordance with the currently effective law, regulation and constitutional system of The Company Law of the People’s Republic of China (the “Company Law”), <b>Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (State Council Order No. 160) (the “Special Provisions”)</b>, Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (“Zheng Jian Hai Han [1995] No.1”), Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas (“Opinions”), Notice on further implementation of Cash Dividends Distribution of Listed Companies (Lu Zheng Jian Fa [2012] No.18), Notice on amendment to Articles of Association governing the Cash Dividends Distribution ([2012] No.18), State Council Guiding Opinions on The Experimental Development of Preference Shares (Guo Fa [2013] No.46), Experimental Administrative Measures on Preference Shares (CSRC Order No.97), Guidelines for the Articles of Association for Listed Companies (as amended in 2019) (the “Guidelines for the Articles of Association”), Code of Corporate Governance for Listed Companies (the “CG Code” or “CSRC Announcement [2018] No. 29”), Procedural Rules for General Meeting of Listed Companies (the “Procedural Rules for General Meeting” or “Zheng Jian Fa [2016] No. 22”), Guiding Opinions on the Establishment of Independent Director</p>

Original Article	Amended Article
<p>Companies (the “Procedural Rules for General Meeting” or “Zheng Jian Fa [2016] No. 22”), Guiding Opinions on the Establishment of Independent Director System of Listed Companies (the “Guiding Opinions” or “Zheng Jian Fa [2001] No. 102”), Regulatory Guidance for Listed Companies No. 3 - Distribution of Cash Dividends by Listed Companies (“Distribution of Cash Dividends by Listed Companies” or “[2013] No. 43”), Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (“Reply of the State Council”) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Rules Governing the Listing of Securities of Shenzhen Stock Exchange (the “SZSE Listing Rules”))</p>	<p>System of Listed Companies (the “Guiding Opinions” or “Zheng Jian Fa [2001] No. 102”), Regulatory Guidance for Listed Companies No. 3 - Distribution of Cash Dividends by Listed Companies (“Distribution of Cash Dividends by Listed Companies” or “[2013] No. 43”), Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (“Reply of the State Council”) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Rules Governing the Listing of Securities of Shenzhen Stock Exchange (the “SZSE Listing Rules”))</p>
<p>Article 27</p> <p>The number of ordinary shares issued by the Company upon approval is 3,030,248,674.</p> <p>The total number of ordinary shares issued in the initial public offering is 66,647,400. The number of shares issued to the promoter Shouguang State Owned Assets Administration Bureau at the time of its establishment is 46,497,400, accounting for 69.77% of the aggregate issued by the Company in the initial public</p>	<p>Article 27</p> <p><b>The number of ordinary shares issued by the Company upon approval is 2,984,208,200.</b></p> <p>The total number of ordinary shares issued in the initial public offering is 66,647,400. The number of shares issued to the promoter Shouguang State Owned Assets Administration Bureau at the time of its establishment is 46,497,400, accounting for 69.77% of the aggregate issued by the Company in the initial public</p>



Original Article	Amended Article
<p>offering.</p> <p>On 24 December 2013, the Company cancelled the repurchased 86,573,974 domestic listed foreign shares. The total number of ordinary shares is changed to 1,975,471,967 shares.</p> <p>On 14 May 2014, the Company cancelled the repurchased 39,066,500 overseas listed foreign shares. The total number of ordinary shares is changed to 1,936,405,467 shares.</p> <p>On 17 March 2016, the number of preference shares issued by the Company upon approval was 22,500,000, on 17 August 2016, the number of preference shares issued by the Company upon approval was 10,000,000, on 22 September 2016, the number of preference shares issued by the Company upon approval was 12,500,000.</p> <p>As considered and approved by the 2017 shareholders' general meeting of the Company, the Company issued 5 bonus shares for every 10 shares to shareholders of the ordinary shares by way of conversion of capital reserve based on the total share capital of the Company of 1,936,405,467 shares as at 31 December 2017. For the issue by way of conversion, the Company issued an aggregate of 968,202,733 ordinary shares, including 556,639,228 A shares held by shareholders of domestic shares, 235,461,755 B shares held by shareholders of domestic listed</p>	<p>offering.</p> <p>On 24 December 2013, the Company cancelled the repurchased 86,573,974 domestic listed foreign shares. The total number of ordinary shares is changed to 1,975,471,967 shares.</p> <p>On 14 May 2014, the Company cancelled the repurchased 39,066,500 overseas listed foreign shares. The total number of ordinary shares is changed to 1,936,405,467 shares.</p> <p>On 17 March 2016, the number of preference shares issued by the Company upon approval was 22,500,000, on 17 August 2016, the number of preference shares issued by the Company upon approval was 10,000,000, on 22 September 2016, the number of preference shares issued by the Company upon approval was 12,500,000.</p> <p>As considered and approved by the 2017 shareholders' general meeting of the Company, the Company issued 5 bonus shares for every 10 shares to shareholders of the ordinary shares by way of conversion of capital reserve based on the total share capital of the Company of 1,936,405,467 shares as at 31 December 2017. For the issue by way of conversion, the Company issued an aggregate of 968,202,733 ordinary shares, including 556,639,228 A shares held by shareholders of domestic shares, 235,461,755 B shares</p>

Original Article	Amended Article
<p>foreign shares and 176,101,750 H shares held by shareholders of overseas listed foreign shares.</p>	<p>held by shareholders of domestic listed foreign shares and 176,101,750 H shares held by shareholders of overseas listed foreign shares.</p> <p><b>As considered and approved by the 2020 second extraordinary general meeting, the 2020 first class meeting for holders of domestic-listed shares and the 2020 first class meeting for holders of foreign-listed shares held on 15 May 2020, an aggregate of 79.6 million restricted A shares were issued to 111 incentive participants. Upon the issuance, the total number of ordinary shares of the Company is 2,984,208,200.</b></p> <p><b>On [*] 2021, as approved by CSRC and Hong Kong Stock Exchange, the place of listing of domestic-listed foreign shares of the Company changed to the Main Board of Hong Kong Stock Exchange by way of share conversion.</b></p> <p><b>Upon the completion of the above change of place of listing of listed foreign shares and the listing and trading on the Main Board of Hong Kong Stock Exchange, the total number of shares of the Company is: 2,984,208,200 ordinary shares and 45,000,000 preference shares.</b></p>
<p>Article 28</p> <p>Approved by Document [1997] No.63 issued by the People’s Government of Shandong Province on February 28, 1997 and by Securities Commission of the State Council on May 4, 1997, the Company issued 115,000,000 domestic listed foreign</p>	<p>Article 28</p> <p>Approved by Document [1997] No.63 issued by the People’s Government of Shandong Province on February 28, 1997 and by Securities Commission of the State Council on May 4, 1997, the Company issued 115,000,000 domestic listed foreign</p>

Original Article	Amended Article
<p>shares for the first time to overseas investors. The shares became listed in Shenzhen Stock Exchange on May 26, 1997.</p> <p>Approved by Zheng Jian Gong Si Zi [2000] No.151 issued by China Securities Regulatory Commission on September 30, 2000, the Company issued 70,000,000 Renminbi-denominated ordinary shares, which became listed in Shenzhen Stock Exchange on November 20, 2000.</p> <p>Approved by The Stock Exchange of Hong Kong Limited, the Company initially issued 355,700,000 H shares, which became listed on the SEHK on June 18, 2008, in a global offering.</p> <p>Approved by Zheung Jian Xu Ke [2015] No. 2130 issued by China Securities Regulatory Commission on 17 September 2015, to issue not more than 45,000,000 preference shares. Among which, 22,500,000 preference shares were issued for the first time, and listed on Shenzhen Stock Exchange on 8 April 2016; 10,000,000 preference shares were issued for the second time, and listed on Shenzhen Stock Exchange on 12 September 2016; 12,500,000 preference shares were issued for the third time, and listed on Shenzhen Stock Exchange on 24 October 2016.</p> <p>As considered and approved by the 2017 shareholders' general meeting of the Company, the Company issued 5 bonus shares for every 10 shares to shareholders</p>	<p>shares for the first time to overseas investors. The shares became listed in Shenzhen Stock Exchange on May 26, 1997.</p> <p>Approved by Zheng Jian Gong Si Zi [2000] No.151 issued by China Securities Regulatory Commission on September 30, 2000, the Company issued 70,000,000 Renminbi-denominated ordinary shares, which became listed in Shenzhen Stock Exchange on November 20, 2000.</p> <p>Approved by The Stock Exchange of Hong Kong Limited, the Company initially issued 355,700,000 H shares, which became listed on the SEHK on June 18, 2008, in a global offering.</p> <p>Approved by Zheung Jian Xu Ke [2015] No. 2130 issued by China Securities Regulatory Commission on 17 September 2015, to issue not more than 45,000,000 preference shares. Among which, 22,500,000 preference shares were issued for the first time, and listed on Shenzhen Stock Exchange on 8 April 2016; 10,000,000 preference shares were issued for the second time, and listed on Shenzhen Stock Exchange on 12 September 2016; 12,500,000 preference shares were issued for the third time, and listed on Shenzhen Stock Exchange on 24 October 2016.</p> <p>As considered and approved by the 2017 shareholders' general meeting of the Company, the Company issued 5 bonus shares for every 10 shares to shareholders of the ordinary shares by way of</p>

Original Article	Amended Article
<p>of the ordinary shares by way of conversion of capital reserve based on the total share capital of the Company of 1,936,405,467 shares as at 31 December 2017. For the issue by way of conversion, the Company issued an aggregate of 968,202,733 ordinary shares, including 556,639,228 A shares held by shareholders of domestic shares, 235,461,755 B shares held by shareholders of domestic listed foreign shares and 176,101,750 H shares held by shareholders of overseas listed foreign shares.</p> <p><del>The total number of shares of the Company is: 2,904,608,200 ordinary shares and 45,000,000 preference shares, where included in the ordinary shares are:</del></p> <p><del>1,669,917,684 A shares held by shareholders of domestic listed domestic shares, accounting for 57.49% of the total shares; including 439,505,485 A shares (state-owned corporate shares) held by Shouguang Chenming Holdings Company Limited (寿光晨鳴控股有限公司), accounting for 15.13% of the total shares. 1,230,412,199 A shares held by shareholders of other domestic shares, accounting for 42.36% of the total shares;</del></p> <p><del>706,385,266 B shares held by shareholders of domestic listed foreign shares, accounting for 24.32% of the total shares; and</del></p> <p><del>528,305,250 H shares held by shareholders of overseas listed foreign shares, accounting for 18.19% of the</del></p>	<p>conversion of capital reserve based on the total share capital of the Company of 1,936,405,467 shares as at 31 December 2017. For the issue by way of conversion, the Company issued an aggregate of 968,202,733 ordinary shares, including 556,639,228 A shares held by shareholders of domestic shares, 235,461,755 B shares held by shareholders of domestic listed foreign shares and 176,101,750 H shares held by shareholders of overseas listed foreign shares.</p> <p>As considered and approved by the 2020 second extraordinary general meeting, the 2020 first class meeting for holders of domestic-listed shares and the 2020 first class meeting for holders of foreign-listed shares held on 15 May 2020, an aggregate of 79.6 million restricted A shares were issued to 111 incentive participants. Upon the issuance, the total number of ordinary shares of the Company is 2,984,208,200.</p> <p>On [*] 2021, as approved by CSRC and Hong Kong Stock Exchange, the place of listing of domestic-listed foreign shares of the Company changed to the Main Board of Hong Kong Stock Exchange by way of share conversion.</p> <p>Upon the completion of the above change of place of listing of listed foreign shares and the listing and trading on the Main Board of Hong Kong Stock Exchange, the total number of shares of the Company is: 2,984,208,200 ordinary shares and 45,000,000 preference shares, where included in the ordinary shares are:</p>

Original Article	Amended Article
<p><del>total shares.</del></p>	<p>1,749,517,684 A shares held by shareholders of domestic listed domestic shares, accounting for 58.63% of the total shares; including 457,322,919 A shares (state-owned corporate shares) held by Chenming Holdings Company Limited (晨鳴控股有限公司), accounting for 15.32% of the total shares. 1,292,194,765 A shares held by shareholders of other domestic shares, accounting for 43.30% of the total shares; 1,234,690,516 H shares held by shareholders of overseas listed foreign shares, accounting for 41.37% of the total shares.</p>
<p>Article 29</p> <p>The Board of Directors of the Company may separately implement plans approved by securities supervisory authorities of PRC to issue domestic shares, <del>domestic</del> and overseas listed foreign shares.</p> <p>The Company's plans for the separate issues of domestic shares, <del>domestic</del> and overseas listed foreign shares in accordance with the foregoing may be implemented separately within 15 months of the approval by securities supervisory authorities of PRC.</p>	<p>Article 29</p> <p>The Board of Directors of the Company may separately implement plans approved by securities supervisory authorities of PRC to issue domestic shares and overseas listed foreign shares.</p> <p>The Company's plans for the separate issues of domestic shares and overseas listed foreign shares in accordance with the foregoing may be implemented separately within 15 months of the approval by securities supervisory authorities of PRC.</p>
<p>Article 30</p> <p>Of the total number of shares specified in an issue plan of the Company, including</p>	<p>Article 30</p> <p>Of the total number of shares specified in an issue plan of the Company, including</p>

Original Article	Amended Article
<p>domestic shares, <del>domestic</del> and overseas listed foreign shares, shares of each class must be fully subscribed for in each offering. Where it is impossible to fully subscribe for shares of any class, such shares can be issued through several times subject to the approval of securities supervisory authorities of PRC.</p>	<p>domestic shares and overseas listed foreign shares, shares of each class must be fully subscribed for in each offering. Where it is impossible to fully subscribe for shares of any class, such shares can be issued through several times subject to the approval of securities supervisory authorities of PRC.</p>
<p>Article 31</p> <p>The Company's registered capital is <b>RMB2,904,608,200.</b></p>	<p>Article 31</p> <p>The Company's registered capital is <b>RMB2,984,208,200.</b></p>
<p>Article 35</p> <p>Domestic shares, <del>domestic</del> <del>and</del> overseas listed foreign shares and preference shares must be traded, granted, inherited and mortgaged in accordance with provisions of laws of PRC and the Articles. Assignment and transfer of the Company's shares shall be registered with the share registrar appointed by the Company, and in accordance with the relevant requirements.</p>	<p>Article 35</p> <p>Domestic shares, overseas listed foreign shares and preference shares must be traded, granted, inherited and mortgaged in accordance with provisions of laws of PRC and the Articles. Assignment and transfer of the Company's shares shall be registered with the share registrar appointed by the Company, and in accordance with the relevant requirements.</p>
<p>Article 114</p> <p>Notice of shareholders' general meetings for shareholders of domestic listed domestic shares [A shares] <del>and domestic listed foreign shares [B shares]</del> shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC twenty (20) clear</p>	<p>Article 114</p> <p>Notice of shareholders' general meetings for shareholders of domestic listed domestic shares [A shares] shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC twenty (20) clear working days (both days exclusive) prior to the meeting. Notice of</p>

Original Article	Amended Article
<p>working days (both days exclusive) prior to the meeting. Notice of extraordinary general meetings shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC fifteen (15) days prior to the meeting. The notice will be deemed received by <b>the above-mentioned shareholders</b> once being published.</p>	<p>extraordinary general meetings shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC fifteen (15) days prior to the meeting. The notice will be deemed received by <b>all shareholders of domestic listed domestic shares [A shares]</b> once being published.</p>
<p>Article 165</p> <p>The resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total number of voting shares and its proportion to the total share capital carrying voting rights of the Company, and the voting method, voting results of each resolution and details of each resolution passed. The attendance and voting of the holders of domestic shares (A shares), <del>domestic listed foreign shares (B shares) and</del> overseas listed foreign shares (H shares) and preference shares shall be analyzed statistically and announced respectively.</p> <p>Where a motion has not been adopted or the resolution of any previous shareholders' general meeting has been modified in the current shareholders' general meeting, a special explanation shall be made in the announcement on the</p>	<p>Article 165</p> <p>The resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total number of voting shares and its proportion to the total share capital carrying voting rights of the Company, and the voting method, voting results of each resolution and details of each resolution passed. The attendance and voting of the holders of domestic shares (A shares), overseas listed foreign shares (H shares) and preference shares shall be analyzed statistically and announced respectively.</p> <p>Where a motion has not been adopted or the resolution of any previous shareholders' general meeting has been modified in the current shareholders' general meeting, a special explanation shall be made in the announcement on the resolutions of the shareholders' general</p>

Original Article	Amended Article
resolutions of the shareholders' general meeting.	meeting.
<p data-bbox="268 357 416 389">Article 174</p> <p data-bbox="220 431 783 570">The following circumstances shall be deemed to be a variation or abrogation of the rights of holders of certain class shares:</p> <p data-bbox="220 612 783 1272">(1) the increase or decrease in the number of shares of such class (including without limitation additional offer (or repurchase) of H shares or additional offer (repurchase) of A shares—<del>and/or H shares</del>), or the increase or decrease in the number of shares of a class having equal or additional voting rights, distribution rights or other privileges, except for transfer of shares held by domestic share shareholders of the Company to overseas investors and trade of such shares in overseas markets as stated in Article 26 herein;</p> <p data-bbox="268 1321 331 1342">.....</p>	<p data-bbox="858 357 1007 389">Article 174</p> <p data-bbox="810 431 1374 570">The following circumstances shall be deemed to be a variation or abrogation of the rights of holders of certain class shares:</p> <p data-bbox="810 612 1374 1272">(1) the increase or decrease in the number of shares of such class (including without limitation additional offer (or repurchase) of H shares or additional offer (repurchase) of A shares), or the increase or decrease in the number of shares of a class having equal or additional voting rights, distribution rights or other privileges, except for transfer of shares held by domestic share shareholders of the Company to overseas investors and trade of such shares in overseas markets as stated in Article 26 herein;</p> <p data-bbox="858 1321 922 1342">.....</p>
<p data-bbox="284 1400 432 1432">Article 359</p> <p data-bbox="220 1474 783 1549">The Company shall settle disputes as follows:</p> <p data-bbox="220 1591 783 2023">(1) Whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company's Directors, supervisors, managers or other senior management members, or holders of the overseas listed foreign shares and holders of domestic shares, <del>holders of overseas listed foreign shares and holders of domestic listed</del></p>	<p data-bbox="874 1400 1023 1432">Article 359</p> <p data-bbox="810 1474 1374 1549">The Company shall settle disputes as follows:</p> <p data-bbox="810 1591 1374 2023">(1) Whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company's Directors, supervisors, managers or other senior management members, or holders of the overseas listed foreign shares and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or</p>



Original Article	Amended Article
<p><del>foreign shares</del>, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p>	<p>imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p>
<p>Article 367</p> <p>As to the notices to be issued by the Company to the holder of domestic shares (including holders of domestic shares (A share) <del>and holders of domestic listed foreign shares (B share)</del>) and holders of preference shares, the Company shall publish an announcement on one or more newspaper designated by the securities regulatory authorities of the PRC; once the announcement is published, the holders of domestic shares shall be deemed to have received the relevant notice.</p>	<p>Article 367</p> <p>As to the notices to be issued by the Company to the holder of domestic shares (including holders of domestic shares (A share)) and holders of preference shares, the Company shall publish an announcement on one or more newspaper designated by the securities regulatory authorities of the PRC; once the announcement is published, the holders of domestic shares shall be deemed to have received the relevant notice.</p>