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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Z H A O J I N**

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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

**(Stock Code: 1818)**

**PROPOSAL FOR ABOLISHMENT OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSAL FOR AMENDMENTS  
TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS  
AND  
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM are set out on pages 32 to 34 of this circular.

Any Shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM to: (i) (for the H Share Shareholders) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; or (ii) (for the Domestic Share Shareholders) the business address of the Company in the PRC.

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## INTERPRETATION

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*In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company incorporated in the PRC and whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company, with a RMB-denominated par value of RMB1.00 each, which are subscribed for and fully paid up in RMB
“Domestic Share Shareholder(s)”	holder(s) of Domestic Shares
“EGM”	the 2025 second extraordinary general meeting of the Company to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC on 19 September 2025 (Friday) at 9:00 a.m.
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company, with a RMB-denominated par value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Hong Kong Stock Exchange
“H Share Shareholder(s)”	holder(s) of H Shares
“Hong Kong dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purpose only

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## INTERPRETATION

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“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for General Meetings”	the rules of procedures for general meetings of the Company, as amended from time to time
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares
“Shares”	ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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LETTER FROM THE BOARD

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Z H A O J I N

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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

**(Stock Code: 1818)**

*Executive Directors:*

Mr. Jiang Guipeng (*Chairman*)  
Mr. Duan Lei  
Mr. Wang Ligang  
Mr. Wang Peiwu

*Registered address:*

No. 118 Wenquan Road  
Zhaoyuan City  
Shandong Province  
PRC

*Non-executive Directors:*

Mr. Long Yi (*Vice chairman*)  
Mr. Li Guanghui  
Mr. Luan Wenjing

*Principal place of business in Hong Kong:*

31st Floor  
Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

Ms. Chen Jinrong  
Mr. Choy Sze Chung Jojo  
Mr. Wei Junhao  
Mr. Shen Shifu

22 August 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR ABOLISHMENT OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSAL FOR AMENDMENTS TO  
THE RULES OF PROCEDURES FOR GENERAL MEETINGS  
AND  
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding the notices of the EGM and the resolutions to be proposed at the EGM relating to, among other things, the following:

- (i) proposal for abolishment of the Supervisory Committee;
- (ii) proposal for amendments to the Articles of Association; and
- (iii) proposal for amendments to the Rules of Procedures for General Meetings.

### I. PROPOSAL FOR ABOLISHMENT OF THE SUPERVISORY COMMITTEE

In order to comply with latest requirements (the “**Relevant Requirements**”) of the Company Law and other relevant laws, regulations, rules and other normative documents, and taking into account the actual situation of the Company, the Company will no longer establish the Supervisory Committee or appoint Supervisor(s). The positions of the members of the Supervisory Committee (namely Mr. Leng Haixiang, Mr. Hu Jin and Ms. Li Hongai) as Supervisors will be automatically removed. The functions and powers of the Supervisory Committee as stipulated in the Company Law will be exercised by the audit committee of the Board, and the rules of procedures for the Supervisory Committee of the Company will be abolished accordingly.

The resolution for the proposal for abolishment of the Supervisory Committee is set out in the first special resolution of the notice of the EGM attached to this circular.

### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to comply with the Relevant Requirements, and taking into account the actual situation of the Company, a special resolution will be proposed at the EGM to amend the Articles of Association, to authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong. The above proposed amendments to the Articles of Association mainly include, among others, (i) removing the content related to the Supervisor(s) and the Supervisory Committee; and (ii) make other corresponding amendments based on Relevant Requirements and the actual situation of the Company.

The proposed amendments to the Articles of Association are set out in Appendix I to this circular. Except for the proposed amendments to the Articles of Association, the content of the other articles in the Articles of Association remains unchanged. The English version of the proposed amendments to the Articles of Association is an unofficial translation of the Chinese version and in case of any discrepancy, the Chinese version shall prevail.

The resolution for the proposed amendments to the Articles of Association is set out in the second special resolution of the notice of the EGM attached to this circular.

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## LETTER FROM THE BOARD

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### III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

Taking into account the proposed amendments to the Articles of Association and actual situation of the Company, a special resolution will be proposed at the EGM to amend the Rules of Procedures for General Meetings, to authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Rules of Procedures for General Meetings, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.

The proposed amendments to the Rules of Procedures for General Meetings are set out in Appendix II to this circular. Except for the proposed amendments to the Rules of Procedures for General Meetings, the content of the other articles in the Rules of Procedures for General Meetings remains unchanged. The English version of the proposed amendments to the Rules of Procedures for General Meetings is an unofficial translation of the Chinese version and in case of any discrepancy, the Chinese version shall prevail.

The resolution for the proposed amendments to the Rules of Procedures for General Meetings is set out in the third special resolution of the notice of the EGM attached to this circular.

### IV. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 15 September 2025 to 19 September 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the EGM, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Share Shareholders, or the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on Friday, 12 September 2025 (Hong Kong time).

### V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of the EGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

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## LETTER FROM THE BOARD

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### VI. RECOMMENDATIONS

The Directors consider that the proposed resolutions in respect of the proposals for (i) abolishment of the Supervisory Committee; (ii) amendments to the Articles of Association; and (iii) amendments to the Rules of Procedures for General Meetings are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the above resolutions as set out in the notice of the EGM.

### VII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been provided by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

### VIII. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Jiang Guipeng**  
*Chairman*

\* For identification purpose only

**1. COMPARISON TABLE OF MAJOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 5.3</b> In the event that a violation of the provisions of Articles 5.1 and 5.2 causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</p>	<p><b>Article 5.3</b> In the event that a violation of the provisions of Articles 5.1 and 5.2 causes losses to the Company, the responsible directors, <del>supervisors</del> and senior management shall be liable for compensation.</p>
<p><b>Article 6.8</b> All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>.....</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law and these Articles.</p> <p>(2) The share purchaser and the Company, each of the shareholders, directors, supervisors, managers and senior management of the Company shall agree that all disputes or claims incurred as a result of rights or obligations provided by these Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with these Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive</p> <p>.....</p>	<p><b>Article 6.8</b> All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>.....</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law and these Articles.</p> <p>(2) The share purchaser and the Company, each of the shareholders, directors, <del>supervisors</del>, managers and senior management of the Company shall agree that all disputes or claims incurred as a result of rights or obligations provided by these Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with these Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive</p> <p>.....</p>

## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 7.3</b> The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <ol style="list-style-type: none"> <li>1. to obtain these Articles, subject to payment of costs;</li> <li>2. to inspect and copy, subject to payment of a reasonable fee, the following: <ol style="list-style-type: none"> <li>(1) all parts of the register of members;</li> <li>(2) publicly disclosed personal particulars of each of the directors, supervisors, general managers, deputy general managers and other senior management personnel of the Company;</li> <li>(3) report on the issued share capital of the Company;</li> <li>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</li> </ol> </li> </ol> <p>.....</p>	<p><b>Article 7.3</b> The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <ol style="list-style-type: none"> <li>1. to obtain these Articles, subject to payment of costs;</li> <li>2. to inspect and copy, subject to payment of a reasonable fee, the following: <ol style="list-style-type: none"> <li>(1) all parts of the register of members;</li> <li>(2) publicly disclosed personal particulars of each of the directors, <del>supervisors</del>, general managers, deputy general managers and other senior management personnel of the Company;</li> <li>(3) report on the issued share capital of the Company;</li> <li>(4) the latest audited financial statements of the Company, and the reports of directors, <u>and</u> auditors <del>and supervisors</del>;</li> </ol> </li> </ol> <p>.....</p>

## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 7.5</b> In addition to the obligations imposed by laws, administrative regulations and rules or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her/its voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(i) act honestly in the best interests of the Company in removing a director or supervisor;</p> <p>(ii) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(iii) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights, excluding a restructuring which has been submitted for approval at a general meeting in accordance with these Articles.</p>	<p><b>Article 7.5</b> In addition to the obligations imposed by laws, administrative regulations and rules or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her/its voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(i) act honestly in the best interests of the Company in removing a director<del>-or supervisor</del>;</p> <p>(ii) to approve the expropriation by a director<del>-or supervisor</del> (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(iii) to approve the expropriation by a director<del>-or supervisor</del> (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights, excluding a restructuring which has been submitted for approval at a general meeting in accordance with these Articles.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 8.2</b> The general meeting shall exercise the following functions and powers:</p> <ul style="list-style-type: none"> <li>(i) to decide on the Company’s operational policies and investment plans;</li> <li>(ii) to elect and replace directors and to decide on matters relating to the remuneration of directors;</li> <li>(iii) to elect and replace supervisors assumed by representatives of the shareholders and to decide on matters relating to the remuneration of supervisors;</li> <li>(iv) to examine and approve the board of directors’ reports;</li> <li>(v) to examine and approve the supervisory committee’s reports;</li> <li>.....</li> </ul>	<p><b>Article 8.2</b> The general meeting shall exercise the following functions and powers:</p> <ul style="list-style-type: none"> <li>(i) to decide on the Company’s operational policies and investment plans;</li> <li>(ii) to elect and replace directors and to decide on matters relating to the remuneration of directors;</li> <li><del>(iii) to elect and replace supervisors assumed by representatives of the shareholders and to decide on matters relating to the remuneration of supervisors;</del></li> <li><del>(iv)</del> to examine and approve the board of directors’ reports;</li> <li><del>(v) to examine and approve the supervisory committee’s reports;</del></li> <li>.....</li> </ul>
<p><b>Article 8.4</b> General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <ul style="list-style-type: none"> <li>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</li> <li>.....</li> <li>(v) the supervisory committee so requests;</li> <li>(vi) other circumstances as prescribed by laws and regulations.</li> </ul>	<p><b>Article 8.4</b> General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <ul style="list-style-type: none"> <li>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</li> <li>.....</li> <li>(v) <del>the supervisory committee so requests;</del></li> <li><del>(vi)</del> other circumstances as prescribed by laws and regulations.</li> </ul>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 8.6</b> When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing to the Company.</p> <p>.....</p>	<p><b>Article 8.6</b> When the Company convenes a general meeting, the Board of Directors, <del>the Supervisory Committee</del> and shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing to the Company.</p> <p>.....</p>
<p><b>Article 8.8</b> The notice of the general meeting shall satisfy the following requirements:</p> <p>.....</p> <p>(v) where any director, supervisor, general manager, deputy general manager and other senior management personnel have a material interest in respect of the matters to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such director, supervisor, general manager, deputy general manager and other senior management personnel who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>.....</p>	<p><b>Article 8.8</b> The notice of the general meeting shall satisfy the following requirements:</p> <p>.....</p> <p>(v) where any director, <del>supervisor</del>, general manager, deputy general manager and other senior management personnel have a material interest in respect of the matters to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such director, <del>supervisor</del>, general manager, deputy general manager and other senior management personnel who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</p> <p>.....</p>
<p><b>Article 8.21</b> The following matters shall be resolved by an ordinary resolution at the general meeting:</p> <p>(i) work reports of the board of directors and the supervisory committee;</p> <p>(ii) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(iii) appointment and removal of members of the board of directors and the supervisory committee and their remuneration and manner of payment;</p> <p>(iv) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(v) matters other than those which are required by the laws and administrative regulations and rules or by the Company's Articles to be adopted by special resolution.</p>	<p><b>Article 8.21</b> The following matters shall be resolved by an ordinary resolution at the general meeting:</p> <p>(i) work reports of the board of directors <del>and the supervisory committee</del>;</p> <p>(ii) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(iii) appointment and removal of members of the board of directors <del>and the supervisory committee</del> and their remuneration and manner of payment;</p> <p>(iv) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(v) matters other than those which are required by the laws and administrative regulations and rules or by the Company's Articles to be adopted by special resolution.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 10.6</b> Board meetings shall be held at least four times a year and be convened by the chairman of the board of directors. A notice shall be given to all directors and supervisors 14 days before the date of the proposed meeting. A regular board meeting shall not be convened by way of circulation of written resolutions to obtain approval from the chairman of the board of directors. In case of emergency, a special board meeting may be held upon requisition by either the general manager, shareholders representing more than 10% voting rights, one-third or more of the directors or supervisors.</p>	<p><b>Article 10.6</b> Board meetings shall be held at least four times a year and be convened by the chairman of the board of directors. A notice shall be given to all directors <del>and supervisors</del> 14 days before the date of the proposed meeting. A regular board meeting shall not be convened by way of circulation of written resolutions to obtain approval from the chairman of the board of directors. In case of emergency, a special board meeting may be held upon requisition by either the general manager, shareholders representing more than 10% voting rights, one-third or more of the directors <del>or supervisors</del>.</p>
<p><b>Article 10.14</b> Where necessary, the board of directors may set up such special committees as the strategic committee, the audit committee, the nomination committee, the remuneration &amp; evaluation committee, etc. Each special committee shall perform the duties prescribed by the board of directors and be accountable to the board of directors. The rules of procedures and terms of reference for each special committee shall be formulated by the board of directors. Each committee shall draw up its annual working plan and hold regular meetings.</p>	<p><b>Article 10.14</b> <u>The board of directors establishes an audit committee,</u> <del>Where necessary, the board of directors may set up such special committees as the strategic committee, the audit committee, the nomination committee, the remuneration &amp; evaluation committee, etc. Each special committee shall perform the duties prescribed by the board of directors and be accountable to the board of directors. The rules of procedures and terms of reference for each special committee shall be formulated by the board of directors. Each committee shall draw up its annual working plan and hold regular meetings.</del></p>
<p><b>Article 13.1</b> The Company shall have a supervisory committee.</p>	<p><b>Article 13.1</b> The Company <del>shall have a supervisory committee, does not have a supervisory committee,</del> <u>and the audit committee of the Company exercises the powers of the supervisory committee as stipulated in the Company Law.</u></p>
<p><b>Article 13.2</b> The supervisory committee shall be composed of three supervisors, one of which shall be the chairman. The chairman of the supervisory committee shall be elected by more than half of all supervisors. The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election.</p> <p>Where a supervisor has not been timely re-elected at the expiry of the term of office or a supervisor has resigned during the term of office as a result of which the number of the members in the supervisory committee falls below the quorum, the original supervisor shall perform his/her duties as a supervisor, prior to the assumption by the re-elected supervisor, in accordance with the laws, administrative regulations and rules as well as the provisions of the Articles.</p>	<p>Delete this clause</p>

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**APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original Articles of Association</b>	<b>Proposed amendments to the Articles of Association</b>
<p><b>Article 13.3</b> The supervisory committee shall comprise of two shareholder representatives and one staff representative of the Company's employees. Shareholder representatives shall be elected and dismissed at the general meeting and the staff representative shall be elected and dismissed at the Company's employee representatives meeting.</p> <p>The term of office of supervisors re-elected or by-elected at general meeting or at employee representatives meeting shall commence from the date of effective election till the expiration of the term of the supervisory committee.</p>	Delete this clause
<p><b>Article 13.4</b> Neither a director nor a senior administrative officer of the Company may serve concurrently as a supervisor.</p>	Delete this clause
<p><b>Article 13.5</b> Supervisors' meetings shall be convened by the chairman of the supervisory committee at least twice a year.</p>	Delete this clause

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 13.6</b> The supervisory committee is accountable to the general meeting of shareholders and exercises the following powers in accordance with law:</p> <ul style="list-style-type: none"> <li>(i) to review the Company's financial position;</li> <li>(ii) To supervise directors, general manager, deputy general manager and other senior management personnel in respect of their actions that are in violation of laws, administrative regulations or these Articles in the performance of their duties;</li> <li>(iii) To demand the directors, general manager, deputy general manager and senior management personnel to rectify their error if they have acted in a harmful manner to the Company's interest;</li> <li>(iv) To check and inspect the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the general meeting of shareholders and to authorize, in the Company's name, publicly certified and practicing accountants to assist in the review on such information should any doubt arise in respect thereof;</li> <li>(v) To propose to convene an extraordinary general meeting;</li> <li>(vi) To negotiate with the directors on behalf of the Company or may take up lawsuits against the directors; and</li> <li>(vii) To perform any other liabilities authorized by these Articles.</li> </ul> <p>Supervisors shall attend meetings of the board of directors.</p>	<p>Delete this clause</p>
<p><b>Article 13.7</b> Meetings of the supervisory committee shall be held only if all the supervisors are present, and resolutions of the supervisory committee shall be passed by more than half of all supervisors.</p>	<p>Delete this clause</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 13.8</b> All reasonable fees incurred in respect of the employment of professionals, such as lawyers, certified public accountants or practicing auditors, which are required by the supervisory committee in the exercise of its functions and powers, shall be borne by the Company.</p>	<p>Delete this clause</p>
<p><b>Article 13.9</b> A supervisor shall perform his duties faithfully in accordance with the laws, administrative regulations and rules as well as the provisions of these Articles.</p>	<p>Delete this clause</p>
<p><b>CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGER, DEPUTY GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</b></p>	<p><b>CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, <del>SUPERVISORS</del>, GENERAL MANAGER, DEPUTY GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</b></p>
<p><b>Article 14.1</b> A person shall be disqualified from being a director, supervisor, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>.....</p> <p>The Company's any election and appointment of directors and supervisors or employment of senior management staff in breach of the aforesaid regulations will be void.</p> <p>Directors, supervisors and senior management personnel shall not abuse their authority of office to obtain bribes or other illegal income and not to misappropriate the property of the Company.</p> <p>.....</p>	<p><b>Article 14.1</b> A person shall be disqualified from being a director, <del>supervisor</del>, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>.....</p> <p>The Company's any election and appointment of directors <del>and supervisors</del> or employment of senior management staff in breach of the aforesaid regulations will be void.</p> <p>Directors, <del>supervisors</del> and senior management personnel shall not abuse their authority of office to obtain bribes or other illegal income and not to misappropriate the property of the Company.</p> <p>.....</p>
<p><b>Article 14.3</b> Apart from the obligations provided in laws, administrative regulations and rules, or listing rules of the securities regulatory authorities where the Company's shares are listed, the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company shall also assume the following obligations towards every shareholder, when exercising their functions and powers granted by the Company:</p> <p>(i) not operating business beyond the business scope specified in the business license;</p> <p>.....</p>	<p><b>Article 14.3</b> Apart from the obligations provided in laws, administrative regulations and rules, or listing rules of the securities regulatory authorities where the Company's shares are listed, the director, <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company shall also assume the following obligations towards every shareholder, when exercising their functions and powers granted by the Company:</p> <p>(i) not operating business beyond the business scope specified in the business license;</p> <p>.....</p>

## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.4</b> When exercising their rights or performing their obligations, the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company shall be responsible for behaving with prudence, diligence and skills a reasonably prudent person would exercise under similar circumstances.</p>	<p><b>Article 14.4</b> When exercising their rights or performing their obligations, the director, <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company shall be responsible for behaving with prudence, diligence and skills a reasonably prudent person would exercise under similar circumstances.</p>
<p><b>Article 14.5</b> When performing their duties, the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company shall observe the principle of good faith, and shall not place themselves in a position where their interest may conflict with their obligations. The principle includes (but is not limited to) the following obligations:</p> <p>.....</p> <p>(xii) without approval of the informed general meeting of shareholders, not to reveal the confidential information of the Company gained during their term of office; unless for the interest of the Company, not to take advantage of such information, however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities:</p> <p>(1) provided by laws;</p> <p>(2) required for public interests; and</p> <p>(3) required by the director, supervisor, general manager, deputy general manager and other senior management personnel for his/her own interests.</p>	<p><b>Article 14.5</b> When performing their duties, the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company shall observe the principle of good faith, and shall not place themselves in a position where their interest may conflict with their obligations. The principle includes (but is not limited to) the following obligations:</p> <p>.....</p> <p>(xii) without approval of the informed general meeting of shareholders, not to reveal the confidential information of the Company gained during their term of office; unless for the interest of the Company, not to take advantage of such information, however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities:</p> <p>(1) provided by laws;</p> <p>(2) required for public interests; and</p> <p>(3) required by the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel for his/her own interests.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.6</b> The director, supervisor, general manager, deputy general manager and other senior management personnel of the Company shall not instigate the following persons or institutions (collectively “related persons”) to do anything that they are forbidden to do:</p> <ul style="list-style-type: none"> <li>(i) the spouse or minor children of director, supervisor, general manager, deputy general manager and other senior management personnel of the Company;</li> <li>(ii) trustees of the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company and those specified in item (i) of this article;</li> <li>(iii) partners of the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company and those specified in items (i) and (ii) of this article;</li> <li>(iv) companies in which the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company, whether alone or jointly with those specified in items (i), (ii) and (iii) of this article or other directors, supervisors, general manager, deputy general manager and other senior management personnel of the Company, has de facto controlling interest; and</li> <li>(v) the director, supervisor, general manager, deputy general manager and other senior management personnel of the controlled companies specified in item (iv) of this article.</li> </ul>	<p><b>Article 14.6</b> The director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company shall not instigate the following persons or institutions (collectively “related persons”) to do anything that they are forbidden to do:</p> <ul style="list-style-type: none"> <li>(i) the spouse or minor children of director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company;</li> <li>(ii) trustees of the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company and those specified in item (i) of this article;</li> <li>(iii) partners of the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company and those specified in items (i) and (ii) of this article;</li> <li>(iv) companies in which the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company, whether alone or jointly with those specified in items (i), (ii) and (iii) of this article or other directors, supervisors, general manager, deputy general manager and other senior management personnel of the Company, has de facto controlling interest; and</li> <li>(v) the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the controlled companies specified in item (iv) of this article.</li> </ul>
<p><b>Article 14.7</b> The obligations of good faith of the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company shall not necessarily terminate upon expiration of their term of office, and their obligations to hold the business secrets of the Company confidential shall remain valid after the expiration of their tenures of office. The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event arises and the date when they leave their post, and depending on the circumstances and conditions under which their relationship with the Company terminates.</p>	<p><b>Article 14.7</b> The obligations of good faith of the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company shall not necessarily terminate upon expiration of their term of office, and their obligations to hold the business secrets of the Company confidential shall remain valid after the expiration of their tenures of office. The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event arises and the date when they leave their post, and depending on the circumstances and conditions under which their relationship with the Company terminates.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.8</b> The responsibilities borne by the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company due to violation of a certain obligation may be discharged by the informed general meeting of shareholders, with the exception of the circumstances specified in Article 7.5.</p>	<p><b>Article 14.8</b> The responsibilities borne by the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company due to violation of a certain obligation may be discharged by the informed general meeting of shareholders, with the exception of the circumstances specified in Article 7.5.</p>
<p><b>Article 14.9</b> Where the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company has direct or indirect material interest with the contracts, transactions or arrangements (except the employment contracts between the Company and its directors, supervisors, general manager, deputy general manager and other senior management personnel) signed or planned by the Company, such person shall notify the board of directors of the nature and degree of the interest as soon as possible, regardless of whether such matter, in general, shall be subject to approval of the board of directors.</p> <p>Unless the interested directors, supervisors, general manager, deputy general manager and other senior management personnel have informed the board of directors of the matter in accordance with the requirements specified in the preceding paragraph of this article, and the board of directors has approved it at a meeting where such persons are not incorporated into the quorum and nor do they participate in the voting, the Company shall have the right to cancel such contracts, transactions or arrangements, except that the counterparty is an innocent party who is unaware of the violation of their obligations by related directors, supervisors, general manager, deputy general manager and other senior management personnel.</p> <p>When the related persons of the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company have an interest with a certain contract, transaction or arrangement, it shall be deemed that the director, supervisor, general manager, deputy general manager and other senior management personnel have an interest as well.</p>	<p><b>Article 14.9</b> Where the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company has direct or indirect material interest with the contracts, transactions or arrangements (except the employment contracts between the Company and its directors; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel) signed or planned by the Company, such person shall notify the board of directors of the nature and degree of the interest as soon as possible, regardless of whether such matter, in general, shall be subject to approval of the board of directors.</p> <p>Unless the interested directors; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel have informed the board of directors of the matter in accordance with the requirements specified in the preceding paragraph of this article, and the board of directors has approved it at a meeting where such persons are not incorporated into the quorum and nor do they participate in the voting, the Company shall have the right to cancel such contracts, transactions or arrangements, except that the counterparty is an innocent party who is unaware of the violation of their obligations by related directors; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel.</p> <p>When the related persons of the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company have an interest with a certain contract, transaction or arrangement, it shall be deemed that the director; <del>supervisor</del>, general manager, deputy general manager and other senior management personnel have an interest as well.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.10</b> Before a contract, transaction or arrangement is first taken into consideration by the Company, if the interested directors, supervisors, general manager, deputy general manager and other senior management personnel of the Company have notified the board of directors in writing form, declaring that because of the reasons specified in the notification, they have an interest with the contract, transaction or arrangement of the Company in the future, it shall be deemed that they have made the disclosure as required in the preceding article hereof, within the scope of the disclosure of the notification.</p>	<p><b>Article 14.10</b> Before a contract, transaction or arrangement is first taken into consideration by the Company, if the interested directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel of the Company have notified the board of directors in writing form, declaring that because of the reasons specified in the notification, they have an interest with the contract, transaction or arrangement of the Company in the future, it shall be deemed that they have made the disclosure as required in the preceding article hereof, within the scope of the disclosure of the notification.</p>
<p><b>Article 14.11</b> The Company shall not pay taxes for its directors, supervisors, general manager, deputy general manager and other senior management personnel by any means.</p>	<p><b>Article 14.11</b> The Company shall not pay taxes for its directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel by any means.</p>
<p><b>Article 14.12</b> The Company shall not, directly or indirectly, provide loans or loan guarantee for the directors, supervisors, general manager, deputy general manager and other senior management personnel of the Company and its holding company, nor shall it provide the same to their related persons.</p> <p>This article shall be inapplicable to the following circumstances:</p> <ul style="list-style-type: none"> <li>(i) the Company provides loans or loan guarantee for its subsidiaries;</li> <li>(ii) pursuant to the employment contracts approved by the general meeting of shareholders, the Company provides loans, loan guarantee or other funds for its directors, supervisors, general manager, deputy general manager and other senior management personnel, to enable them to make payment for the Company or for the expenses arising from the performance of their duties; and</li> <li>(iii) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may provide loans or loan guarantee for its directors, supervisors, general manager, deputy general manager and other senior management personnel and their related persons in the ordinary course of its business on normal commercial terms.</li> </ul>	<p><b>Article 14.12</b> The Company shall not, directly or indirectly, provide loans or loan guarantee for the directors;<del>supervisors</del>, general manager, deputy general manager and other senior management personnel of the Company and its holding company, nor shall it provide the same to their related persons.</p> <p>This article shall be inapplicable to the following circumstances:</p> <ul style="list-style-type: none"> <li>(i) the Company provides loans or loan guarantee for its subsidiaries;</li> <li>(ii) pursuant to the employment contracts approved by the general meeting of shareholders, the Company provides loans, loan guarantee or other funds for its directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel, to enable them to make payment for the Company or for the expenses arising from the performance of their duties; and</li> <li>(iii) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may provide loans or loan guarantee for its directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel and their related persons in the ordinary course of its business on normal commercial terms.</li> </ul>

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## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.14</b> The Company shall be free of compulsory execution of the loan guarantee if it provides such loan guarantee in violation of the first paragraph of Article 14.12, with the exception of the following circumstances:</p> <p>(i) when providing loans to the related persons of the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company and its holding company, the provider is not aware of the circumstances; and</p> <p>(ii) the collateral provided by the Company has been legally sold by the loan provider to a purchaser acting in good faith.</p>	<p><b>Article 14.14</b> The Company shall be free of compulsory execution of the loan guarantee if it provides such loan guarantee in violation of the first paragraph of Article 14.12, with the exception of the following circumstances:</p> <p>(i) when providing loans to the related persons of the director, <del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company and its holding company, the provider is not aware of the circumstances; and</p> <p>(ii) the collateral provided by the Company has been legally sold by the loan provider to a purchaser acting in good faith.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.16</b> In case when the director, supervisor, general manager, deputy general manager and other senior management personnel of the Company violate their obligations towards the Company, apart from the rights and remedial measures provided by laws and administrative regulations and rules, the Company shall have the right to take the following measures:</p> <ul style="list-style-type: none"> <li>(i) requiring relevant directors, supervisors, general manager, deputy general manager and other senior management personnel to compensate the Company for the losses resulted from their dereliction of duty;</li> <li>(ii) cancelling any contract or transaction between the Company and relevant directors, supervisors, general manager, deputy general manager and other senior management personnel and that between the Company and a third party (if the third party have known or should have known that the directors, supervisors, general manager, deputy general manager and other senior management personnel had violated their obligation towards the Company);</li> <li>(iii) requiring relevant directors, supervisors, general manager, deputy general manager and other senior management personnel to hand over the proceeds generated in violation of their obligations;</li> <li>(iv) recovering related directors, supervisors, general manager, deputy general manager and other senior management personnel for the funds that originally shall be collected by the Company, including (but not limited to) commissions;</li> <li>(v) requiring relevant directors, supervisors, general manager, deputy general manager and other senior management personnel to return the interest generated by or possibly generated by the fund that originally shall be turned over to the Company.</li> </ul>	<p><b>Article 14.16</b> In case when the director,<del>supervisor</del>, general manager, deputy general manager and other senior management personnel of the Company violate their obligations towards the Company, apart from the rights and remedial measures provided by laws and administrative regulations and rules, the Company shall have the right to take the following measures:</p> <ul style="list-style-type: none"> <li>(i) requiring relevant directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel to compensate the Company for the losses resulted from their dereliction of duty;</li> <li>(ii) cancelling any contract or transaction between the Company and relevant directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel and that between the Company and a third party (if the third party have known or should have known that the directors, <del>supervisors</del>, general manager, deputy general manager and other senior management personnel had violated their obligation towards the Company);</li> <li>(iii) requiring relevant directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel to hand over the proceeds generated in violation of their obligations;</li> <li>(iv) recovering related directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel for the funds that originally shall be collected by the Company, including (but not limited to) commissions;</li> <li>(v) requiring relevant directors,<del>supervisors</del>, general manager, deputy general manager and other senior management personnel to return the interest generated by or possibly generated by the fund that originally shall be turned over to the Company.</li> </ul>

## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.17</b> With the prior approval of the general meeting of shareholders, the Company shall sign written contracts with its directors and supervisors in respect of compensation. The matter of compensation aforesaid shall include:</p> <ul style="list-style-type: none"> <li>(i) compensation of directors, supervisors or senior management personnel of the Company;</li> <li>(ii) compensation of directors, supervisors or senior management personnel of the Company's subsidiaries;</li> <li>(iii) compensation of other services supporting the management of the Company and its subsidiaries; and</li> <li>(iv) compensatory amounts for the loss of office or retirement of a director or supervisor.</li> </ul> <p>Except for the aforesaid contracts, the director and supervisor shall not file any lawsuit against the Company and claim the benefits they shall obtain for the foregoing matters.</p>	<p><b>Article 14.17</b> With the prior approval of the general meeting of shareholders, the Company shall sign written contracts with its directors <b>and supervisors</b> in respect of compensation. The matter of compensation aforesaid shall include:</p> <ul style="list-style-type: none"> <li>(i) compensation of directors,<del>supervisors</del> or senior management personnel of the Company;</li> <li>(ii) compensation of directors,<del>supervisors</del> or senior management personnel of the Company's subsidiaries;</li> <li>(iii) compensation of other services supporting the management of the Company and its subsidiaries; and</li> <li>(iv) compensatory amounts for the loss of office or retirement of a director<del>or supervisor</del>.</li> </ul> <p>Except for the aforesaid contracts, the director <b>and supervisor</b> shall not file any lawsuit against the Company and claim the benefits they shall obtain for the foregoing matters.</p>

## APPENDIX I      PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 14.18</b> The compensation contracts between the Company and its directors and supervisors shall provide that when the Company is acquired, with the prior approval of the general meeting of shareholders, directors and supervisors of the Company shall have the right to obtain the compensatory or other amounts to which they are entitled due to losing their post or retirement.</p> <p>The acquisition referred to above shall mean any one of the following circumstances:</p> <p>(i) any person makes an offer of acquisition to all shareholders; and</p> <p>(ii) any person makes an offer of acquisition with the aim to make the offeror become the controlling shareholder of the Company. The term “controlling shareholder” is defined in Article 7.6 hereof.</p> <p>If relevant directors and supervisors violate the provisions of this article, any fund received by them shall be owned by the persons who accept the foregoing offer and sell their shares and meanwhile the directors and supervisors shall bear the expense incurred by allocation of the fund proportionally. The expenses shall not be subtracted from the fund.</p>	<p><b>Article 14.18</b> The compensation contracts between the Company and its directors <del>and supervisors</del> shall provide that when the Company is acquired, with the prior approval of the general meeting of shareholders, directors <del>and supervisors</del> of the Company shall have the right to obtain the compensatory or other amounts to which they are entitled due to losing their post or retirement.</p> <p>The acquisition referred to above shall mean any one of the following circumstances:</p> <p>(i) any person makes an offer of acquisition to all shareholders; and</p> <p>(ii) any person makes an offer of acquisition with the aim to make the offeror become the controlling shareholder of the Company. The term “controlling shareholder” is defined in Article 7.6 hereof.</p> <p>If relevant directors <del>and supervisors</del> violate the provisions of this article, any fund received by them shall be owned by the persons who accept the foregoing offer and sell their shares and meanwhile the directors <del>and supervisors</del> shall bear the expense incurred by allocation of the fund proportionally. The expenses shall not be subtracted from the fund.</p>

## APPENDIX I PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles of Association	Proposed amendments to the Articles of Association
<p><b>Article 23.1</b> The Company shall follow the following dispute settlement rules:</p> <p>(i) If any dispute or claim concerning the Company’s business on the basis of the rights and obligations provided in these Articles, the Company Law and other relevant laws or administrative regulations and rules arises between a shareholder of overseas-listed foreign-invested shares and the Company, between a shareholder of overseas-listed foreign-invested shares and a director, supervisor, manager or other senior management personnel of the Company or between a shareholder of overseas-listed foreign-invested shares and a shareholder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of members shall not be required to be settled by means of arbitration.</p> <p>(ii) When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons, being the Company or a shareholder, director, supervisor, manager or other senior management personnel of the Company, that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by arbitration.</p> <p>.....</p>	<p><b>Article 23.1</b> The Company shall follow the following dispute settlement rules:</p> <p>(i) If any dispute or claim concerning the Company’s business on the basis of the rights and obligations provided in these Articles, the Company Law and other relevant laws or administrative regulations and rules arises between a shareholder of overseas-listed foreign-invested shares and the Company, between a shareholder of overseas-listed foreign-invested shares and a director, <del>supervisor</del>, manager or other senior management personnel of the Company or between a shareholder of overseas-listed foreign-invested shares and a shareholder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of members shall not be required to be settled by means of arbitration.</p> <p>(ii) When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons, being the Company or a shareholder, director, <del>supervisor</del>, manager or other senior management personnel of the Company, that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by arbitration</p> <p>.....</p>
<p><b>Article 25.2</b> These Articles of Association are written in Chinese.</p>	<p><b>Article 25.2</b> These Articles of Association are written in Chinese. <b><u>The term “shareholders’ meeting” referred to in these Articles of Association has the same meaning as the term “shareholders’ meeting” referred to in the Company Law.</u></b></p>
<p>The contents of other articles in the body of the Articles of Association remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

Note: The above “.....” refers to the provisions of the Rules of Procedures for General Meetings which do not involve the proposed amendments and therefore omit the disclosure.

1. COMPARISON TABLE OF MAJOR AMENDMENTS TO THE RULES OF  
PROCEDURES FOR GENERAL MEETINGS

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<b>Article 2</b> The Rules and Procedures apply to the general meetings of the Company and shall be binding on the Company, all shareholders, proxies, the Company's directors, supervisors, general manager, deputy general manager, financial controller, secretary to the board and other relevant personnel present at the general meeting.	<b>Article 2</b> The Rules and Procedures apply to the general meetings of the Company and shall be binding on the Company, all shareholders, proxies, the Company's directors, <del>supervisors</del> , general manager, deputy general manager, financial controller, secretary to the board and other relevant personnel present at the general meeting.
<p>Article 11 The general meeting is the highest organ of authority of the Company and exercises the following functions and powers in accordance with law:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration and liability insurance of directors;</p> <p>(3) to elect and replace supervisors assumed by representatives of the shareholders and to decide on matters relating to the remuneration and liability insurance of supervisors;</p> <p>(4) to consider and approve the reports of the Board;</p> <p>(5) to consider and approve the reports of the board of supervisors;</p> <p>.....</p>	<p>Article 11 The general meeting is the highest organ of authority of the Company and exercises the following functions and powers in accordance with law:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration and liability insurance of directors;</p> <p><del>(3) to elect and replace supervisors assumed by representatives of the shareholders and to decide on matters relating to the remuneration and liability insurance of supervisors;</del></p> <p><b>(43) to consider and approve the reports of the Board;</b></p> <p><del>(5) to consider and approve the reports of the board of supervisors;</del></p> <p>.....</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 18</b> The Board, the board of supervisors and the shareholders individually or jointly holding more than 3% of the total voting shares of the Company may propose provisional motions in a general meeting. Any shareholder proposing a motion to the Company who disagrees with the exclusion by the Board of his/her motion from the agenda of the general meeting may, according to the provisions in these Rules, request convening of an extraordinary general meeting.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Company may submit written interim draft resolution(s) to the convener 10 days before a general meeting is convened; the convener shall issue a supplementary notice of general meeting within 2 days after receipt of the said interim draft resolution(s), to announce the content of such resolution(s).</p> <p>Except as provided in the preceding paragraph, after the convener has issued the notice of the general meeting, he/she shall not make any changes to the resolution(s) as stipulated therein or add any new resolution(s) to the issued notice.</p>	<p><b>Article 18</b> The Board,<del>the board of supervisors</del> and the shareholders individually or jointly holding more than 3% of the total voting shares of the Company may propose provisional motions in a general meeting. Any shareholder proposing a motion to the Company who disagrees with the exclusion by the Board of his/her motion from the agenda of the general meeting may, according to the provisions in these Rules, request convening of an extraordinary general meeting.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Company may submit written interim draft resolution(s) to the convener 10 days before a general meeting is convened; the convener shall issue a supplementary notice of general meeting within 2 days after receipt of the said interim draft resolution(s), to announce the content of such resolution(s).</p> <p>Except as provided in the preceding paragraph, after the convener has issued the notice of the general meeting, he/she shall not make any changes to the resolution(s) as stipulated therein or add any new resolution(s) to the issued notice.</p>
<p><b>Article 19</b> The board of supervisors proposing to convene a general meeting shall be responsible for submission of resolutions.</p>	<p><b>Article 19</b> The <del>board of supervisors</del> <u>audit committee</u> proposing to convene a general meeting shall be responsible for submission of resolutions.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 21</b> Before the issuance of a notice of the board of directors by the chairman of the board of directors regarding the convening of a general meeting, the secretary of the board of directors may collect motions from shareholders individually holding 5% or more of the Company's shares carrying voting rights (in case of convening the annual general meeting) or shareholders individually holding 10% or more of the Company's shares (in case of convening an extraordinary general meeting), supervisors and independent non-executive directors, and submit them to the general meeting for consideration, upon the approval of the board of directors.</p>	<p><b>Article 21</b> Before the issuance of a notice of the board of directors by the chairman of the board of directors regarding the convening of a general meeting, the secretary of the board of directors may collect motions from shareholders individually holding 5% or more of the Company's shares carrying voting rights (in case of convening the annual general meeting) or shareholders individually holding 10% or more of the Company's shares (in case of convening an extraordinary general meeting), <del>supervisors</del><u>members of the audit committee</u> and independent non-executive directors, and submit them to the general meeting for consideration, upon the approval of the board of directors.</p>
<p><b>Article 22</b> The annual general meetings shall at least consider the following agenda:</p> <p>(1) consider the annual report of the board of directors, including the investment plans and operating strategies for the following year;</p> <p>(2) consider the annual report of the board of supervisors;</p> <p>.....</p>	<p><b>Article 22</b> The annual general meetings shall at least consider the following agenda:</p> <p>(1) consider the annual report of the board of directors, including the investment plans and operating strategies for the following year;</p> <p><del>(2) consider the annual report of the board of supervisors;</del></p> <p>.....</p>
<p><b>Article 24</b> The notice of general meeting shall be issued by the convener of the meeting. The convener of the meeting may be the Board, the board of supervisors or shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Company.</p>	<p><b>Article 24</b> The notice of general meeting shall be issued by the convener of the meeting. The convener of the meeting may be the Board, the <del>board of supervisors</del><u>audit committee</u> or shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Company.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 27</b> The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, general manager, deputy general manager, financial controller and the secretary to the board in relation to the matters to be discussed. Where the effect of the matters to be discussed on any director, supervisor, general manager, deputy general manager, financial controller and the secretary to the board in their capacity as shareholders is different from the effect on other shareholders of the same class, the difference shall be clearly explained;</p> <p>.....</p>	<p><b>Article 27</b> The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(5) contain a disclosure of the nature and extent of the material interests of any director, <del>supervisor</del>, general manager, deputy general manager, financial controller and the secretary to the board in relation to the matters to be discussed. Where the effect of the matters to be discussed on any director, <del>supervisor</del>, general manager, deputy general manager, financial controller and the secretary to the board in their capacity as shareholders is different from the effect on other shareholders of the same class, the difference shall be clearly explained;</p> <p>.....</p>
<p><b>Article 28</b> The board of directors shall give notice of the general meeting within 15 days after receiving a written request to convene a general meeting with the board of supervisors which is in compliance with the requirements.</p>	<p><b>Article 28</b> The board of directors shall give notice of the general meeting within 15 days after receiving a written request to convene a general meeting with the <del>board of supervisors</del> <u>audit committee</u> which is in compliance with the requirements.</p>
<p><b>Article 35</b> A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his behalf. Directors, supervisors, secretary to the board of directors and the PRC lawyer(s) engaged by the Company shall attend the meeting. The general manager, deputy general manager, chief financial officer of the Company and persons invited by the board of directors may also attend the meeting.</p> <p>.....</p>	<p><b>Article 35</b> A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his behalf. Directors, <del>supervisors</del>, secretary to the board of directors and the PRC lawyer(s) engaged by the Company shall attend the meeting. The general manager, deputy general manager, chief financial officer of the Company and persons invited by the board of directors may also attend the meeting.</p> <p>.....</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 44</b> Where shareholders individually or jointly holding more than 10% of the Company's voting shares of their own motion decide to convene an extraordinary general meeting, the board of directors and secretary to the board of directors shall earnestly perform their duties. Directors and supervisors shall attend the meeting, and the secretary to the board of directors must attend the meeting to ensure the meeting is held in proper order. The meeting shall be presided over by the chairman, who shall also act as the chairman of the meeting. If the chairman is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting. If both the chairman and vice chairman are unable to attend the meeting and the chairman has not designated a person to act as chairman of the meeting, the board of directors may designate a director of the Company to so act. If the board of directors is unable to designate a director to chair the general meeting, the proposed shareholder shall take the chair after filing a report with the branch of the securities regulatory authority of the State Council of the locality of the Company.</p>	<p><b>Article 44</b> Where shareholders individually or jointly holding more than 10% of the Company's voting shares of their own motion decide to convene an extraordinary general meeting, the board of directors and secretary to the board of directors shall earnestly perform their duties. Directors <del>and supervisors</del> shall attend the meeting, and the secretary to the board of directors must attend the meeting to ensure the meeting is held in proper order. The meeting shall be presided over by the chairman, who shall also act as the chairman of the meeting. If the chairman is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting. If both the chairman and vice chairman are unable to attend the meeting and the chairman has not designated a person to act as chairman of the meeting, the board of directors may designate a director of the Company to so act. If the board of directors is unable to designate a director to chair the general meeting, the proposed shareholder shall take the chair after filing a report with the branch of the securities regulatory authority of the State Council of the locality of the Company.</p>
<p><b>Article 47</b> After the chairman of the meeting has made inquiries regarding the agenda, he shall read out the motions or appoint another person to read out the motions, and shall explain the motions according to the following requirements if necessary:</p> <p>(1) Where the motion is put forward by the board of directors, the motion shall be explained by the chairman or other persons designated by the chairman;</p> <p>(2) Where the motion is put forward by the board of supervisors or shareholders individually or jointly holding more than 5% of the Company's voting shares, the motion shall be explained by the person putting forward the motion or its legal representative or lawful and valid proxy.</p>	<p><b>Article 47</b> After the chairman of the meeting has made inquiries regarding the agenda, he shall read out the motions or appoint another person to read out the motions, and shall explain the motions according to the following requirements if necessary:</p> <p>(1) Where the motion is put forward by the board of directors, the motion shall be explained by the chairman or other persons designated by the chairman;</p> <p>(2) Where the motion is put forward by the <del>board of supervisors</del> <b>audit committee</b> or shareholders individually or jointly holding more than 5% of the Company's voting shares, the motion shall be explained by the person putting forward the motion or its legal representative or lawful and valid proxy.</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 50</b> Shareholders may query the Company at the general meeting. The chairman of the meeting shall direct the directors or supervisors to answer such queries unless they relate to the Company's business secret and shall not be disclosed at the meeting.</p>	<p><b>Article 50</b> Shareholders may query the Company at the general meeting. The chairman of the meeting shall direct the directors <del>or supervisors</del> to answer such queries unless they relate to the Company's business secret and shall not be disclosed at the meeting.</p>
<p><b>Article 54</b> The general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.</p>	<p><b>Article 54</b> The general meeting shall vote on the director <del>and supervisor</del> candidates one by one after considering the proposals regarding the election of directors <b>and supervisors</b>.</p>
<p><b>Article 55</b> Resolutions shall be divided into ordinary resolutions and special resolutions.</p> <p>(I) Ordinary resolutions</p> <ol style="list-style-type: none"> <li>1. An ordinary resolution of the general meeting shall be passed by an affirmative vote of more than half of the total voting shares held by the shareholders who are present at the meeting (including proxies).</li> <li>2. The following matters shall be resolved by ordinary resolutions at general meetings: <ol style="list-style-type: none"> <li>(1) work reports of the Board and the board of supervisors;</li> <li>(2) plans formulated by the Board for distribution of profits and for making up losses;</li> <li>(3) appointment and removal of members of the Board and the board of supervisors with the payment methods of their remuneration and the insurance issues;</li> </ol> </li> </ol> <p>.....</p>	<p><b>Article 55</b> Resolutions shall be divided into ordinary resolutions and special resolutions.</p> <p>(I) Ordinary resolutions</p> <ol style="list-style-type: none"> <li>1. An ordinary resolution of the general meeting shall be passed by an affirmative vote of more than half of the total voting shares held by the shareholders who are present at the meeting (including proxies).</li> <li>2. The following matters shall be resolved by ordinary resolutions at general meetings: <ol style="list-style-type: none"> <li>(1) work reports of the Board <del>and the board of supervisors</del>;</li> <li>(2) plans formulated by the Board for distribution of profits and for making up losses;</li> <li>(3) appointment and removal of members of the Board <del>and the board of supervisors</del> with the payment methods of their remuneration and the insurance issues;</li> </ol> </li> </ol> <p>.....</p>

Current Rules of Procedures for General Meetings	Proposed amendments to the Rules of Procedures for General Meetings
<p><b>Article 62</b> A general meeting shall have minutes of the meeting signed by the chairman of the meeting and attending directors. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting. The minutes shall contain the following information:</p> <p>(1) the number of voting shares represented by the shareholders present at the meeting, and the percentage of such shares out of the total number of shares of the Company;</p> <p>.....</p> <p>(6) the inquiries and suggestions of the shareholders and the answers to these inquiries or statements made by the directors and supervisors;</p> <p>(7) other matters which according to the opinions of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes of the meeting.</p>	<p><b>Article 62</b> A general meeting shall have minutes of the meeting signed by the chairman of the meeting and attending directors. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting. The minutes shall contain the following information:</p> <p>(1) the number of voting shares represented by the shareholders present at the meeting, and the percentage of such shares out of the total number of shares of the Company;</p> <p>.....</p> <p>(6) the inquiries and suggestions of the shareholders and the answers to these inquiries or statements made by the directors <del>and supervisors</del>;</p> <p>(7) other matters which according to the opinions of the general meeting and the provisions of the Articles of Association shall be recorded in the minutes of the meeting.</p>
<p>The contents of other articles in the Rules of Procedures for General Meetings remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

Note: The above “.....” refers to the provisions of the Rules of Procedures for General Meetings which do not involve the proposed amendments and therefore omit the disclosure.

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## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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Z H A O J I N

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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

**(Stock Code: 1818)**

## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 Second Extraordinary General Meeting (the “EGM”) of Zhaojin Mining Industry Company Limited\* (the “**Company**”) will be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 19 September 2025 for the following purposes:

### **SPECIAL RESOLUTIONS**

To consider and approve the following as special resolutions:

**1. Proposal for Abolishment of the Supervisory Committee**

**“THAT:**

The proposed abolishment of the Supervisory Committee as set out in the circular of the Company dated 22 August 2025 be approved.”

**2. Proposed Amendments to the Articles of Association**

**“THAT:**

- (a) The proposed amendments to the Articles of Association as set out in the circular of the Company dated 22 August 2025 be approved; and
- (b) To authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.”

The grant of authority to the Board to deal with the above matters will take effect from the date of the passing of such resolution at the EGM.

\* For identification purpose only

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## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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### 3. Proposed Amendments to the Rules of Procedures for General Meetings

“THAT:

- (a) The proposed amendments to the Rules of Procedures for General Meetings as set out in the circular of the Company dated 22 August 2025 be approved; and
- (b) To authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Rules of Procedures for General Meetings, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.”

The grant of authority to the Board to deal with the above matters will take effect from the date of the passing of such resolution at the EGM.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Jiang Guipeng**  
*Chairman*

Zhaoyuan, the PRC, 22 August 2025

*Notes:*

- 1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 August 2025.
- 2. In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 15 September 2025 to 19 September 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the EGM, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company’s H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for H Share Shareholders; or the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on Friday, 12 September 2025 (Hong Kong time).

- 3. Shareholders of the Company whose names appear on the register of members of the Company on 19 September 2025 will be entitled to attend and vote at the EGM or any adjourned meetings.
- 4. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
- 5. H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the accompanying circular.

\* For identification purpose only

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## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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6. If a proxy is appointed to attend the EGM on behalf of a Shareholder, the proxy must produce proof of identity and the authorisation instrument with the date of issue and duly signed by the proxy or its legal personal representative, and in the case of legal representatives of legal person Shareholders, such legal representatives must produce proof of identity and effective document to identify its identity as legal representative. If a legal person Shareholder appoints a company representative other than its legal representative to attend the EGM, such representative must produce proof of identity and the authorisation instrument bearing the company chop of the legal person Shareholder and duly authorised by its legal representative.
7. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited not less than 24 hours before the time for holding the EGM at: (i) the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Share Shareholders); or (ii) the business address of the Company in the PRC (for Domestic Share Shareholders).
8. The EGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

The business address of the Company in the PRC is as follows:

No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC

Tel: (86 535) 8256086

Fax: (86 535) 8227541

Postal code: 265400

As at the date of this notice, members of the Board comprise:

*Executive Directors:* *Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu*

*Non-executive Directors:* *Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing*

*Independent non-executive Directors:* *Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu*