

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

Stock code: 601668

Abbreviation: CSCEC

No.: Interim 2020-007



中國建築股份有限公司

CHINA STATE CONSTRUCTION ENGRG . CORP. LTD

Public Announcement Regarding Amendment to the Articles of Association of China State Construction Engineering Corporation Limited and the Rules of Procedure of the Shareholders' General Meeting of China State Construction Engineering Corporation Limited

The Board of Directors of the Company and each member of the Board of Directors guarantee that the contents of the public announcement contain no false or misunderstanding statements or major omission, and they are jointly and severally liable for the truthfulness, accuracy and completeness of the said contents.

On February 3, 2020, at the 34th session of the second Board of Directors of the Company, the *Proposal for the Matters Relating to Redemption of 150,000,000 Non-publicly Offered Preferred Shares of China State Construction Engineering Corporation Limited*, the *Proposal for Amendment to the Articles of Association of China State Construction Engineering Corporation Limited* and the *Proposal for Amendment to the Rules of Procedure of the Shareholders' General Meeting of China State Construction Engineering Corporation Limited* were approved through deliberation. This amendment to the Articles of Association mainly aims to, according to the matters relating to proposed redemption by the Company of all non-publicly offered preferred shares, delete and change relevant provisions involving preferred shares in the *Articles of Association* and the *Rules of Procedures the Shareholders' General Meeting*. The particulars of the amendment are set forth in the Appendix hereto.

The *Proposal for the Amendment to the Articles of Association of China State Construction Engineering Corporation Limited* and the *Proposal for the Amendment to the Rules of Procedure of the Shareholders' General Meeting of China State Construction Engineering Corporation Limited* need to be further submitted to the shareholders' general meeting of the Company for review.

The above is hereby announced.

The Board of Directors of China State Construction Engineering Corporation Limited
February 3, 2020

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

Appendix

Table of Comparisons Regarding Amendment to the Articles of Association of China State Construction Engineering Corporation Limited (2020)

In the following table, all provisions in italic and bold are newly added, and those provisions with strikethrough are deleted ones.

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
1	Clause 3 of Chapter I	On July 10, 2009, the Company, upon approval by China Securities Regulatory Commission ("CSRC"), initially offered to the public 12,000,000,000 common shares in RMB, which were listed on Shanghai Stock Exchange on July 29, 2009. On December 25, 2014, the Company was approved by CSRC to non-publicly offer to the qualified investors not more than 300,000,000 preferred shares (hereinafter referred to as "the Preferred Shares under this Offering"), among which 150,000,000 preferred shares issued in the first tranche were listed on Shanghai Stock Exchange on March 20, 2015.	Clause 3 of Chapter I	On July 10, 2009, the Company, upon approval by China Securities Regulatory Commission ("CSRC"), initially offered to the public 12,000,000,000 common shares in RMB, which were listed on Shanghai Stock Exchange on July 29, 2009. On December 25, 2014, the Company was approved by CSRC to non-publicly offer to the qualified investors not more than 300,000,000 preferred shares (hereinafter referred to as "the Preferred Shares under this Offering"), among which 150,000,000 preferred shares issued in the first tranche were listed on Shanghai Stock Exchange on March 20, 2015.	Redemption of preferred shares
2	Clause 6 of Chapter I	The registered capital of the Company shall be RMB 41,981,265,652.	Clause 6 of Chapter I	The registered capital of the Company shall be RMB 41,981,265,652 41,981,265,652 .	The registered capital was reduced by redemption and cancellation by the Company of some restricted stocks.
3	Clause 15 of Chapter III	The Company's shares are issued in the form of stocks. The shares issued by the Company consist of common shares and preferred shares.	Clause 15 of Chapter III	The Company's shares are issued in the form of stocks. The shares issued by the Company consist of common shares and preferred shares.	Redemption of preferred shares
4	Clause 16 of Chapter III	The Company's shares are issued based on public, fair and just principle. Each common share shall have equal rights; each preferred share subject to same terms and conditions shall have equal rights.	Clause 16 of Chapter III	The Company's shares are issued based on public, fair and just principle. Each common share Each share of same type shall have equal rights; each preferred share subject to same terms and conditions shall have equal	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		In respect of the stocks of same type issued by the Company in a single offering, the offering conditions and price of each share shall be the same, and each share subscribed by any entity or individual shall be paid the same price.		rights. In respect of the stocks of same type issued by the Company in a single offering, the offering conditions and price of each share shall be the same, and each share subscribed by any entity or individual shall be paid the same price.	
5	Clause 17 of Chapter III	The stocks issued by the Company shall be denominated in RMB, and the par value per share shall be RMB 1; the par value per preferred share shall be RMB 100.	Clause 17 of Chapter III	The stocks issued by the Company shall be denominated in RMB, and the par value per share shall be RMB 1; the par value per preferred share shall be RMB 100.	Redemption of preferred shares
6	Clause 20 of Chapter III	The current shareholding structure of the Company: 41,981,265,652 common shares and 150,000,000 preferred shares.	Clause 20 of Chapter III	The current shareholding structure of the Company: 41,981,265,652 41,975,629,711 common shares and 150,000,000 preferred shares.	The number of common shares was reduced by redemption and cancellation by the Company of some restricted stocks; the preferred shares are cancelled due to this redemption of preferred shares.
7	Clause 22 of Chapter III	As required by operation and development and in accordance with the laws and regulations, the Company may, upon resolution adopted at the general meeting of shareholders, increase its capital by any of the following means: (1) publicly issue shares; (2) non-publicly issue shares; (3) distribute bonus share to the existing shareholders; (4) convert reserve to share capital; or (5) use other means stipulated by laws and	Clause 22 of Chapter III	As required by operation and development and in accordance with the laws and regulations, the Company may, upon resolution adopted at the general meeting of shareholders, increase its capital by any of the following means: (1) publicly issue shares; (2) non-publicly issue shares; (3) distribute bonus share to the existing shareholders; (4) convert reserve to share capital; or (5) use other means stipulated by laws and	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		administrative regulations or approved by CSRC. The preferential shares outstanding of Company shall not exceed 50% of the total number of its commons shares, and the amount of funds raised from issuance thereof shall not exceed 50% of the Company's net assets prior to such issuance, without regard to those preferred shares already redeemed.		administrative regulations or approved by CSRC. The preferential shares outstanding of Company shall not exceed 50% of the total number of its commons shares, and the amount of funds raised from issuance thereof shall not exceed 50% of the Company's net assets prior to such issuance, without regard to those preferred shares already redeemed.	
8	Clause 60 of Chapter IV	All existing shareholders registered as of the record date or their proxies may attend the shareholders' general meeting, and exercise their voting rights in accordance with applicable laws, regulations and these Articles of Association. Attendance by the shareholders of preferred shares at the general meeting of shareholders shall comply with the provisions in Chapter V of these Articles of Association. Each shareholder may attend the shareholders' general meeting in person, or appoint a proxy to attend, and vote at, the meeting on his/its behalf.	Clause 60 of Chapter IV	All existing shareholders registered as of the record date or their proxies may attend the shareholders' general meeting, and exercise their voting rights in accordance with applicable laws, regulations and these Articles of Association. Attendance by the shareholders of preferred shares at the general meeting of shareholders shall comply with the provisions in Chapter V of these Articles of Association. Each shareholder may attend the shareholders' general meeting in person, or appoint a proxy to attend, and vote at, the meeting on his/its behalf.	Redemption of preferred shares
9	Clause 96 of Chapter V	The Company may, according to the offering plan and in compliance with the conditions stipulated by applicable laws and regulations, redeem its preferred shares. The redemption right in respect of the Preferred Shares under this Offering shall vest in the Company, and there are no provisions on redemption by the investors. The term of redemption of the Preferred Shares under this Offering is the period commencing from the date falling on the fifth anniversary of the first dividend-bearing date (or, in case of issuance by several tranches, first dividend-bearing date of each tranche), until redemption of all preferred shares. As from the date falling on the fifth anniversary of the first dividend-bearing date (or, in case of issuance by several tranches, first dividend-bearing date of each tranche), the Company may, on the payment date of the	—	The Company may, according to the offering plan and in compliance with the conditions stipulated by applicable laws and regulations, redeem its preferred shares. The redemption right in respect of the Preferred Shares under this Offering shall vest in the Company, and there are no provisions on redemption by the investors. The term of redemption of the Preferred Shares under this Offering is the period commencing from the date falling on the fifth anniversary of the first dividend-bearing date (or, in case of issuance by several tranches, first dividend-bearing date of each tranche), until redemption of all preferred shares. As from the date falling on the fifth anniversary of the first dividend-bearing date (or, in case of issuance by several tranches, first dividend-bearing date of each tranche), the Company may, on the payment date of the dividend of	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>dividend of preferred shares under relevant tranche in each year, redeem in whole or in part the preferred shares under relevant tranche and then cancel them. When deciding to redeem a part of preferred shares, the Company shall redeem such shares in proportion to the shares respectively held by each shareholders of preferred shares under relevant tranche.</p> <p>The redemption price of each Preferred Share under this Offering shall be the par value of the preferred share plus the dividend thereon resolved to be payable but unpaid for the current period.</p> <p>Except for requirements imposed by laws and regulations, there are no additional conditions on redemption of the Preferred Shares under this Offering.</p>		<p>preferred shares under relevant tranche in each year, redeem in whole or in part the preferred shares under relevant tranche and then cancel them. When deciding to redeem a part of preferred shares, the Company shall redeem such shares in proportion to the shares respectively held by each shareholders of preferred shares under relevant tranche.</p> <p>The redemption price of each Preferred Share under this Offering shall be the par value of the preferred share plus the dividend thereon resolved to be payable but unpaid for the current period.</p> <p>Except for requirements imposed by laws and regulations, there are no additional conditions on redemption of the Preferred Shares under this Offering.</p>	
10	Clause 97 of Chapter V	<p>The preferred shares transferred by the directors, supervisors and senior officers of the Company in each year during their tenure of office shall not exceed 25% of the total number of preferred shares held by them in the Company, except for change in shares due to judicial enforcement, Inheritance, legacy, division of property according to law or the Company's redemption, among other things; the preferred shares of the Company held by them, after issuance, may be transacted or transferred in the market, without the period of restriction on sale. None of the said persons may transfer any preferred shares held by them in the Company, within half year after they leave the Company. Where any director, supervisor or senior officer of the Company hold not more than 1000 preferred shares or the Company redeems the preferred shares, all of such preferred shares may be transferred once, without regard to the restriction on the ratio of preferred shares to be transferred in this Clause.</p>	—	<p>The preferred shares transferred by the directors, supervisors and senior officers of the Company in each year during their tenure of office shall not exceed 25% of the total number of preferred shares held by them in the Company, except for change in shares due to judicial enforcement, Inheritance, legacy, division of property according to law or the Company's redemption, among other things; the preferred shares of the Company held by them, after issuance, may be transacted or transferred in the market, without the period of restriction on sale. None of the said persons may transfer any preferred shares held by them in the Company, within half year after they leave the Company. Where any director, supervisor or senior officer of the Company hold not more than 1000 preferred shares or the Company redeems the preferred shares, all of such preferred shares may be transferred once, without regard to the restriction on the ratio of preferred shares to be transferred in this Clause.</p>	Redemption of preferred shares
11	Clause 98 of	The shareholders of preferred shares shall be entitled	—	The shareholders of preferred shares shall be entitled to	Redemption of

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
	Chapter V	<p>to the following rights:</p> <p>(1) according to the offering plan and the provisions of these Articles of Association, may be allocated the dividends in priority over the shareholders of common shares;</p> <p>(2) may be allocated the remaining properties of the Company in priority;</p> <p>(3) according to clauses 99 and 100 of these Articles of Association, may attend, and exercise the voting right at, the general meeting of shareholders according to law;</p> <p>(4) may have access to these Articles of Association, the shareholders' register, counterfoils of debentures, minutes of the shareholders' general meeting, resolutions made at the meetings of the Board of Directors or the Board of Supervisors, and financial and accounting reports; and</p> <p>(5) may exercise other rights as stipulated by laws, administrative regulations, ministerial rules or these Articles of Association.</p>		<p>the following rights:</p> <p>(1) according to the offering plan and the provisions of these Articles of Association, may be allocated the dividends in priority over the shareholders of common shares;</p> <p>(2) may be allocated the remaining properties of the Company in priority;</p> <p>(3) according to clauses 99 and 100 of these Articles of Association, may attend, and exercise the voting right at, the general meeting of shareholders according to law;</p> <p>(4) may have access to these Articles of Association, the shareholders' register, counterfoils of debentures, minutes of the shareholders' general meeting, resolutions made at the meetings of the Board of Directors or the Board of Supervisors, and financial and accounting reports; and</p> <p>(5) may exercise other rights as stipulated by laws, administrative regulations, ministerial rules or these Articles of Association.</p>	preferred shares
12	Clause 99 of Chapter V	<p>In case of occurrence of any of the following circumstances, the Company shall notify the shareholders of preferred shares of holding a general meeting of shareholders. The shareholders of preferred shares may vote upon the following matters separate from the shareholders of common shares, and each preferred share held by them shall be entitled to one vote, provided that the preferred shares held by the Company shall have no voting right:</p> <p>(1) amendment to the contents relating to preferred shares in the Articles of Association of the Company;</p> <p>(2) a single decrease or accumulative decrease in the registered capital of the Company in excess of 10%</p>	—	<p>In case of occurrence of any of the following circumstances, the Company shall notify the shareholders of preferred shares of holding a general meeting of shareholders. The shareholders of preferred shares may vote upon the following matters separate from the shareholders of common shares, and each preferred share held by them shall be entitled to one vote, provided that the preferred shares held by the Company shall have no voting right:</p> <p>(1) amendment to the contents relating to preferred shares in the Articles of Association of the Company;</p> <p>(2) a single decrease or accumulative decrease in the registered capital of the Company in excess of 10%</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>thereof;</p> <p>(3) consolidation, division, dissolution or change in corporate form of the Company;</p> <p>(4) issuance of preferred shares; or</p> <p>(5) other circumstances specified in the Articles of Association of the Company.</p> <p>Any resolution on any of the above matters shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting, and shall further be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of preferred shares (excluding the shareholders of preferred shares with voting rights restored).</p> <p>Except for the above matters or restoration of the voting right available to the shareholders of preferred shares, the shareholders of preferred shares shall not attend, nor have the voting rights at, the general meetings of shareholders.</p>		<p>thereof;</p> <p>(3) consolidation, division, dissolution or change in corporate form of the Company;</p> <p>(4) issuance of preferred shares; or</p> <p>(5) other circumstances specified in the Articles of Association of the Company.</p> <p>Any resolution on any of the above matters shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting, and shall further be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of preferred shares (excluding the shareholders of preferred shares with voting rights restored).</p> <p>Except for the above matters or restoration of the voting right available to the shareholders of preferred shares, the shareholders of preferred shares shall not attend, nor have the voting rights at, the general meetings of shareholders.</p>	
13	Clause 100 of Chapter V	<p>If the Company has failed to pay the dividends on preferred shares as agreed for accumulative three fiscal years or for consecutive two fiscal years, then, as from the next date after approval at the shareholders' general meeting of cancellation of payment of such dividends or after the agreed payment date of dividend on which the dividends actually are not paid as agreed in the current year, the shareholders of preferred shares shall have the right to attend the shareholders' general meeting and vote jointly with the shareholders of common shares. Each preferred share shall be entitled to voting right as agreed in the offering plan.</p> <p>The voting rights of preferred shares restored as described in Paragraph 1 of this Clause continue in full</p>	—	<p>If the Company has failed to pay the dividends on preferred shares as agreed for accumulative three fiscal years or for consecutive two fiscal years, then, as from the next date after approval at the shareholders' general meeting of cancellation of payment of such dividends or after the agreed payment date of dividend on which the dividends actually are not paid as agreed in the current year, the shareholders of preferred shares shall have the right to attend the shareholders' general meeting and vote jointly with the shareholders of common shares. Each preferred share shall be entitled to voting right as agreed in the offering plan.</p> <p>The voting rights of preferred shares restored as described in Paragraph 1 of this Clause continue in full</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>force and effect until the date when the dividends thereon in the current period are fully paid by the Company.</p> <p>Each shareholder of preferred share whose voting rights are restored shall have the voting rights of common shares as calculated according to the provisions of offering plan.</p> <p>Each preferred share with voting rights restored shall have the voting rights of common shares as calculated according to the following formula: $N=V/P_n$</p> <p>Among which: V equals to the total amount of par value of preferred shares held by the shareholders of preferred shares; P_n, as the simulated conversion price, equals to the transaction price of common shares on the average during 20 transaction days prior to adoption by the Board of Directors of this offering plan on preferred shares. The number of voting rights restored shall be rounded down to integral multiple of one.</p> <p>The method of adjustment in simulated conversion price at the time of restoration of voting rights shall be governed by the offering plan.</p>		<p>force and effect until the date when the dividends thereon in the current period are fully paid by the Company.</p> <p>Each shareholder of preferred share whose voting rights are restored shall have the voting rights of common shares as calculated according to the provisions of offering plan.</p> <p>Each preferred share with voting rights restored shall have the voting rights of common shares as calculated according to the following formula: $N=V/P_n$</p> <p>Among which: V equals to the total amount of par value of preferred shares held by the shareholders of preferred shares; P_n, as the simulated conversion price, equals to the transaction price of common shares on the average during 20 transaction days prior to adoption by the Board of Directors of this offering plan on preferred shares. The number of voting rights restored shall be rounded down to integral multiple of one.</p> <p>The method of adjustment in simulated conversion price at the time of restoration of voting rights shall be governed by the offering plan.</p>	
14	Clause 101 of Chapter V	<p>The dividends on preferred shares of the Company shall be paid according to the following payment method and conditions:</p> <p>(1) The dividends shall be paid in cash on yearly basis. The first dividend-bearing commencement date shall be the closing date of payment for this offering of preferred shares of the Company. As from the closing date of payment for this offering of preferred shares, each year elapsed shall constitute one dividend-bearing year.</p> <p>The payment date of dividend in each year shall be the date falling on an anniversary of the closing date of</p>	—	<p>The dividends on preferred shares of the Company shall be paid according to the following payment method and conditions:</p> <p>(1) The dividends shall be paid in cash on yearly basis. The first dividend-bearing commencement date shall be the closing date of payment for this offering of preferred shares of the Company. As from the closing date of payment for this offering of preferred shares, each year elapsed shall constitute one dividend-bearing year.</p> <p>The payment date of dividend in each year shall be the date falling on an anniversary of the closing date of</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>payment for this offering of preferred shares (for example, if December 1 is the closing date of payment, then, December 1 in each year shall be the payment date of dividend; in case any payment date of dividend is statutory holiday or non-business day, it shall be postponed to the next business day, without accruing of any fruits on the dividends due during the period of postponement;</p> <p>(2) Coupon rate shall be the fixed dividend rate with the arrangement for single increase in rate. The method of calculating the dividend rate shall be governed by the provisions in the offering plan;</p> <p>(3) The preferred shares offered in different tranches shall be entitled to distribution of dividends pari passu;</p> <p>(4) According to the provisions of these Articles of Association, if there are any profits allocable after the recovery of losses and withdrawal of reserve according to law, the Company may distribute dividends to its shareholders of preferred shares. Any distribution of dividends on preferred shares shall be subject to review and approval at the general meeting of shareholders of the Company year by year, and the Board of Directors is authorized by the general meeting of shareholders to pay dividends to the shareholders of preferred shares according to the provisions of these Articles of Association;</p> <p>(5) The dividend on preferred shares shall not be accumulative. If the shareholders of preferred shares are not distributed the dividends in full in the previous year, the deficiency unpaid shall not be carried forward to the next year, which shall not constitute an event of default;</p> <p>(6) Except for occurrence of event of compulsory dividend payment, the general meeting of shareholders of the Company shall have the power to decide to</p>		<p>payment for this offering of preferred shares (for example, if December 1 is the closing date of payment, then, December 1 in each year shall be the payment date of dividend; in case any payment date of dividend is statutory holiday or non-business day, it shall be postponed to the next business day, without accruing of any fruits on the dividends due during the period of postponement;</p> <p>(2) Coupon rate shall be the fixed dividend rate with the arrangement for single increase in rate. The method of calculating the dividend rate shall be governed by the provisions in the offering plan;</p> <p>(3) The preferred shares offered in different tranches shall be entitled to distribution of dividends pari passu;</p> <p>(4) According to the provisions of these Articles of Association, if there are any profits allocable after the recovery of losses and withdrawal of reserve according to law, the Company may distribute dividends to its shareholders of preferred shares. Any distribution of dividends on preferred shares shall be subject to review and approval at the general meeting of shareholders of the Company year by year, and the Board of Directors is authorized by the general meeting of shareholders to pay dividends to the shareholders of preferred shares according to the provisions of these Articles of Association;</p> <p>(5) The dividend on preferred shares shall not be accumulative. If the shareholders of preferred shares are not distributed the dividends in full in the previous year, the deficiency unpaid shall not be carried forward to the next year, which shall not constitute an event of default;</p> <p>(6) Except for occurrence of event of compulsory dividend payment, the general meeting of shareholders of the Company shall have the power to decide to cancel the payment of dividends due on preferred shares in part</p>	

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>cancel the payment of dividends due on preferred shares in part or in whole.</p> <p>If the general meeting of shareholders, through review, decides to cancel the payment of dividends due on preferred shares in part or in whole, it shall, according to relevant provisions, notify the shareholders of preferred shares at least 10 working days prior to the scheduled payment date of dividends.</p> <p>“Event of compulsory dividend payment” as referred to in the first paragraph shall mean that, within 12 months prior to the payment date of dividend, the Company has distributed dividends to its shareholders of common shares (including cash, stock, cash in combination with stock or otherwise in compliance with laws and regulations), or reduced its registered capital (other than redemption and cancellation of shares due to equity incentive plan, or redemption and cancellation of common shares by means of issuance of preferred shares);</p> <p>(8) After the shareholders of preferred shares under this offering are allocated the profits according to the agreed coupon dividend rate, they shall not participate in allocation of remaining profits together with the shareholders of common shares;</p> <p>(9) The taxes payable on the dividends obtained by the shareholders of preferred shares shall be borne by the shareholders of preferred shares in accordance with applicable laws and regulations.</p> <p>The preferred shares under this offering shall be governed by same terms; the shareholders of preferred shares shall be allocated the profits and remaining properties of the Company in priority over the shareholders of common shares; other terms applicable to the preferred shares under this offering are different from those applicable to the common shares, and</p>		<p>or in whole.</p> <p>If the general meeting of shareholders, through review, decides to cancel the payment of dividends due on preferred shares in part or in whole, it shall, according to relevant provisions, notify the shareholders of preferred shares at least 10 working days prior to the scheduled payment date of dividends.</p> <p>“Event of compulsory dividend payment” as referred to in the first paragraph shall mean that, within 12 months prior to the payment date of dividend, the Company has distributed dividends to its shareholders of common shares (including cash, stock, cash in combination with stock or otherwise in compliance with laws and regulations), or reduced its registered capital (other than redemption and cancellation of shares due to equity incentive plan, or redemption and cancellation of common shares by means of issuance of preferred shares);</p> <p>(8) After the shareholders of preferred shares under this offering are allocated the profits according to the agreed coupon dividend rate, they shall not participate in allocation of remaining profits together with the shareholders of common shares;</p> <p>(9) The taxes payable on the dividends obtained by the shareholders of preferred shares shall be borne by the shareholders of preferred shares in accordance with applicable laws and regulations.</p> <p>The preferred shares under this offering shall be governed by same terms; the shareholders of preferred shares shall be allocated the profits and remaining properties of the Company in priority over the shareholders of common shares; other terms applicable to the preferred shares under this offering are different from those applicable to the common shares, and different terms have been specified in the offering plan</p>	

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		different terms have been specified in the offering plan and these Articles of Association.		and these Articles of Association.	
15	Clause 102 of Chapter V	Except as otherwise specified in laws, regulations or these Articles of Association, the rights and obligations of the shareholders of preferred shares and the management of preferred shares shall be governed by the Company Law and the Articles of Association.	—	Except as otherwise specified in laws, regulations or these Articles of Association, the rights and obligations of the shareholders of preferred shares and the management of preferred shares shall be governed by the Company Law and the Articles of Association.	Redemption of preferred shares
16	Clause 172 of Chapter XI	<p>The Company's profits after payment of income taxes shall be allocated in the following sequence:</p> <p>(1) recover the losses suffered in the previous year;</p> <p>(2) withdraw 10% thereof as statutory reserve. where the accumulative amount of the statutory reserve of the Company accounts for 50% or more of the Company's registered capital or above, it may no longer be withdrawn;</p> <p>(3) withdraw discretionary reserve therefrom, at the ratio to be determined by the general meeting of shareholders;</p> <p>(4) pay the dividends to the shareholders of preferred shares; and</p> <p>(5) pay the dividends to the shareholders of common shares.</p> <p>The after-tax profits of the Company after recovery of losses and withdrawal of reserves shall be allocated in proportion to the shares held by the shareholders, except specified to the contrary in these Articles of Association.</p> <p>If the general meeting of shareholders, in violation of the provisions in the preceding paragraph, distributes any profits to the shareholders before recovery of losses and withdrawal of statutory reserve by the Company, the shareholders must return to the Company such profits distributed in violation of the</p>	Clause 165 of Chapter X	<p>The Company's profits after payment of income taxes shall be allocated in the following sequence:</p> <p>(1) recover the losses suffered in the previous year;</p> <p>(2) withdraw 10% thereof as statutory reserve. Where the accumulative amount of the statutory reserve of the Company accounts for 50% or more of the Company's registered capital or above, it may no longer be withdrawn;</p> <p>(3) withdraw discretionary reserve therefrom, at the ratio to be determined by the general meeting of shareholders;</p> <p>(4) pay the dividends to the shareholders of preferred shares; and</p> <p>-(5)(4) pay the dividends to the shareholders of common shares.</p> <p>The after-tax profits of the Company after recovery of losses and withdrawal of reserves shall be allocated in proportion to the shares held by the shareholders, except specified to the contrary in these Articles of Association.</p> <p>If the general meeting of shareholders, in violation of the provisions in the preceding paragraph, distributes any profits to the shareholders before recovery of losses and withdrawal of statutory reserve by the Company, the shareholders must return to the Company such profits distributed in violation of the relevant provisions.</p> <p>The Company's shares held by the Company itself shall not participate in allocation of profits.</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		relevant provisions. The Company's shares held by the Company itself shall not participate in allocation of profits.			
17	Clause 175 of Chapter XI	<p>The Company's principle of profits' allocation and the police on cash dividend:</p> <p>(1) The Company will not allocate any profits to the shareholders of common shares until agreed dividends are paid to the shareholders of preferred shares;</p> <p>(2) the Company may distribute dividends in the form of cash or stock, or a combination of cash and stock, or otherwise in compliance with the laws and regulations;</p> <p>(3) the Board of Directors shall, in general consideration of the characteristics of the relevant industry, the development stage, its profit-making model, profitability and whether or not there is any arrangement for expenditure of major funds, and according to the procedures specified in these Articles of Association, propose policy on differentiated cash dividend, and determine the proportion that the cash dividends bear the allocation of profits in the current year (such proportion shall comply with laws, regulations, normative documents and the relevant provisions of stock exchange). The Company shall use cash dividends in priority to allocate its profits; if it is in good operation and, in the opinions of the Board of Directors, the price of the Company's stocks does not match the scale of the Company's share capital and distribution of stock dividend will benefit the whole interests of all shareholders, a proposal for distribution of stock dividend may be put forward on condition that the above conditions for distribution of dividend in cash are satisfied.</p> <p>(4) Except for special circumstances determined by the Board of Directors, if the Company distributes dividends</p>	Clause 168 of Chapter X	<p>The Company's principle of profits' allocation and the police on cash dividend:</p> <p>(1) The Company will not allocate any profits to the shareholders of common shares until agreed dividends are paid to the shareholders of preferred shares;</p> <p>(2)⁽¹⁾ The Company may distribute dividends in the form of cash or stock, or a combination of cash and stock, or otherwise in compliance with the laws and regulations;</p> <p>(3)⁽²⁾ The Board of Directors shall, in general consideration of the characteristics of the relevant industry, the development stage, its profit-making model, profitability and whether or not there is any arrangement for expenditure of major funds, and according to the procedures specified in these Articles of Association, propose policy on differentiated cash dividend, and determine the proportion that the cash dividends bear the allocation of profits in the current year (such proportion shall comply with laws, regulations, normative documents and the relevant provisions of stock exchange). The Company shall use cash dividends in priority to allocate its profits; if it is in good operation and, in the opinions of the Board of Directors, the price of the Company's stocks does not match the scale of the Company's share capital and distribution of stock dividend will benefit the whole interests of all shareholders, a proposal for distribution of stock dividend may be put forward on condition that the above conditions for distribution of dividend in cash are satisfied.</p> <p>(4)⁽³⁾ Except for special circumstances determined by the Board of Directors, if the Company distributes dividends in cash on condition that it makes profits in the</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>in cash on condition that it makes profits in the current year and the accumulative profits unallocated are positive, the profits distributed in cash in each year shall not be less than 15% of the allocable profits attained in the current year;</p> <p>(5) The Board of Directors of the Company shall review the plan on cash dividends, and submit it to the general meeting of shareholders for discussion and fully hear the opinions from minority shareholders. In case of any change in the policy on cash dividends already reviewed and approved at the general meeting of shareholders, it shall be submitted to the general meeting of shareholders again for review and approval. The Board of Directors shall be responsible for implementing the plan on cash dividends after reviewed and approved at the general meeting of shareholders;</p> <p>(6) The independent directors shall express his specific opinions on the plan on cash dividends;</p> <p>(7) If it is otherwise specified in the provisions of these Articles of Association, such provisions shall prevail.</p>		<p>current year and the accumulative profits unallocated are positive, the profits distributed in cash in each year shall not be less than 15% of the allocable profits attained in the current year;</p> <p>(5)(4) The Board of Directors of the Company shall review the plan on cash dividends, and submit it to the general meeting of shareholders for discussion and fully hear the opinions from minority shareholders. In case of any change in the policy on cash dividends already reviewed and approved at the general meeting of shareholders, it shall be submitted to the general meeting of shareholders again for review and approval. The Board of Directors shall be responsible for implementing the plan on cash dividends after reviewed and approved at the general meeting of shareholders;</p> <p>(6)(5) The independent directors shall express his specific opinions on the plan on cash dividends;</p> <p>(7)(6) If it is otherwise specified in the provisions of these Articles of Association, such provisions shall prevail.</p>	
18	Clause 204 of Chapter XIII	<p>After clearing off the properties of the Company, and preparing the balance sheet and inventory of properties, the liquidation team shall work out the liquidation plan and submit it to the shareholders' general meeting or the competent court for confirmation.</p> <p>After paying off the liquidation expenses, wages of employees, social insurance premiums and legal compensations, the outstanding taxes and the Company's debts with the properties of the Company, the residual properties shall be used to pay, in priority, to the shareholders of preferred shares the dividends unpaid on and the face value of preferred shares, and in case of deficiency, they shall be allocated in proportion to the preferred shares held by the shareholders. After</p>	Clause 197 of Chapter XII	<p>After clearing off the properties of the Company, and preparing the balance sheet and inventory of properties, the liquidation team shall work out the liquidation plan and submit it to the shareholders' general meeting or the competent court for confirmation.</p> <p>After paying off the liquidation expenses, wages of employees, social insurance premiums and legal compensations, the outstanding taxes and the Company's debts with the properties of the Company, the residual properties shall be used to pay, in priority, to the shareholders of preferred shares the dividends unpaid on and the face value of preferred shares, and in case of deficiency, they shall be allocated in proportion to the preferred shares held by the shareholders. After allocation in the preceding paragraph, the Company shall</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>allocation in the preceding paragraph, the Company shall make further allocation in proportion to the common shares held by its shareholders.</p> <p>Within the period of liquidation, the Company is still in existence, but it shall not carry out any activities of operation irrelevant to its liquidation. The Company's properties shall not be allocated to its shareholder until they are applied according to the preceding paragraph.</p>		<p>make further allocation in proportion to the common shares held by its shareholders shall be allocated in proportion to the common shares held by its shareholders.</p> <p>Within the period of liquidation, the Company is still in existence, but it shall not carry out any activities of operation irrelevant to its liquidation. The Company's properties shall not be allocated to its shareholder until they are applied according to the preceding paragraph.</p>	
19	Clause 213 of Chapter XV	<p>Definition</p> <p>(1) "Controlling shareholder" refers to a shareholder whose voting shares account for 50% or more of the total voting shares of the Company, or a shareholder whose voting shares account for less than 50% but who enjoys a voting right based on its voting shares enough to impose a material impact upon the resolution of the shareholders' general meeting.</p> <p>(2) "Actual controller" refers to anyone who is not a shareholder of the Company but is able to actually direct the actions of the Company through investment relations, agreements or other arrangements.</p> <p>(3) "Affiliated relationship" refers to the relationship between the controlling shareholder, actual controller, director, supervisor, or senior officer of the Company and the enterprise directly or indirectly controlled thereby, and any other relationship that may lead to the transfer of any interests of the Company. However, the enterprises controlled by the State do not incur any affiliated relationship simply because their shares are under common control by the State.</p> <p>(4) "Preferred shares" refer to, in accordance with the Company law, other than the shares of common type generally specified, the shares of other types otherwise specified, the holders of which may be allocated the</p>	Clause 206 of Chapter XIV	<p>Definition</p> <p>(1) "Controlling shareholder" refers to a shareholder whose voting shares account for 50% or more of the total voting shares of the Company, or a shareholder whose voting shares account for less than 50% but who enjoys a voting right based on its voting shares enough to impose a material impact upon the resolution of the shareholders' general meeting.</p> <p>(2) "Actual controller" refers to anyone who is not a shareholder of the Company but is able to actually direct the actions of the Company through investment relations, agreements or other arrangements.</p> <p>(3) "Affiliated relationship" refers to the relationship between the controlling shareholder, actual controller, director, supervisor, or senior officer of the Company and the enterprise directly or indirectly controlled thereby, and any other relationship that may lead to the transfer of any interests of the Company. However, the enterprises controlled by the State do not incur any affiliated relationship simply because their shares are under common control by the State.</p> <p>(4) "Preferred shares" refer to, in accordance with the Company law, other than the shares of common type generally specified, the shares of other types otherwise specified, the holders of which may be allocated the</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		profits and residual properties of the Company in priority over the shareholders of common shares, but are subject to the restriction on participation in the decision-making and management of the Company, among other rights. If there are other provisions of the State on preferred shares, such provisions shall prevail. (5) "Voting shares" refer to the common shares and the preferred shares with voting rights restored.		profits and residual properties of the Company in priority over the shareholders of common shares, but are subject to the restriction on participation in the decision-making and management of the Company, among other rights. If there are other provisions of the State on preferred shares, such provisions shall prevail. (5) (4) "Voting shares" refer to the common shares and the preferred shares with voting rights restored.	

Notes: After deletion of original clauses and addition of new chapters and clauses according to the above table, the No. of other chapters and clauses in the Articles of Association shall be renumbered accordingly, and the No. of relevant clauses cited shall be adjusted accordingly.

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

Table of Comparisons Regarding Amendment to the Rules of Procedure of China State Construction Engineering Corporation Limited (2020)

In the following table, all provisions in italic and bold are newly added, and those provisions with strikethrough are deleted ones.

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
1	4.4	<p>All existing shareholders registered as of the record date or their proxies may attend the shareholders' general meeting, and the Company and the convener shall not refuse them to do so for any reason. Attendance by the shareholders of preferred shares at the general meeting of shareholders shall comply with the provisions in the Articles of Association. The shareholders of preferred shares shall not attend the general meeting of shareholders, and the shares held by them shall not be entitled to voting rights; however, in case of any of the following matters, the Company shall notify the shareholders of preferred shares prior to holding the shareholders' general meeting, and implement the procedures for notifying the shareholders of common shares stipulated by the Company Law and the Articles of Association. The shareholders of preferred shares may vote upon the following matters separate from the shareholders of common shares, and each preferred share held by them shall be entitled to one vote, provided that the preferred shares held by the Company shall have no voting right:</p> <p>(1) amendment to the contents relating to preferred shares in the Articles of Association of the Company;</p> <p>(2) a single decrease or accumulative decrease in the registered capital of the Company in excess of 10% thereof;</p> <p>(3) consolidation, division, dissolution or change in corporate form of the Company;</p> <p>(4) issuance of preferred shares; or</p>	4.4	<p>All existing shareholders registered as of the record date or their proxies may attend the shareholders' general meeting, and the Company and the convener shall not refuse them to do so for any reason. Attendance by the shareholders of preferred shares at the general meeting of shareholders shall comply with the provisions in the Articles of Association. The shareholders of preferred shares shall not attend the general meeting of shareholders, and the shares held by them shall not be entitled to voting rights; however, in case of any of the following matters, the Company shall notify the shareholders of preferred shares prior to holding the shareholders' general meeting, and implement the procedures for notifying the shareholders of common shares stipulated by the Company Law and the Articles of Association. The shareholders of preferred shares may vote upon the following matters separate from the shareholders of common shares, and each preferred share held by them shall be entitled to one vote, provided that the preferred shares held by the Company shall have no voting right:</p> <p>(1) amendment to the contents relating to preferred shares in the Articles of Association of the Company;</p> <p>(2) a single decrease or accumulative decrease in the registered capital of the Company in excess of 10% thereof;</p> <p>(3) consolidation, division, dissolution or change in corporate form of the Company;</p> <p>(4) issuance of preferred shares; or</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>(5) other circumstances specified in the Articles of Association of the Company.</p> <p>Any resolution on any of the above matters shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting, and shall further be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of preferred shares (excluding the shareholders of preferred shares with voting rights restored).</p>		<p>(5) other circumstances specified in the Articles of Association of the Company.</p> <p>Any resolution on any of the above matters shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting, and shall further be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of preferred shares (excluding the shareholders of preferred shares with voting rights restored).</p>	
2	4.15	<p>Except for cumulative voting system, the general meeting of shareholders shall vote on all proposals one by one. In case of different proposals for a single matter, such proposals shall be voted on by the time sequence of bringing forward them. Except the shareholders' general meeting is suspended or is unable to make resolution due to special reasons such as force majeure, the shareholders' general meeting shall not set aside or refuse to vote upon any proposal.</p> <p>When reviewing any issuance of preferred shares, the general meeting of shareholders shall vote upon the following matters one by one:</p> <p>(1) type and number of the issuance of preferred shares;</p> <p>(2) the method of issuance, the persons to whom the shares are issued, and the arrangement for allotment to original shareholders;</p> <p>(3) par value, offering price or price range and the principles for determining the same;</p> <p>(4) the method by which the shareholders of preferred shares participate in allocation of profits, including dividend rate and the principle of its determination, conditions for distribution of dividends, payment method of dividends, whether or not the dividends may be</p>	4.15	<p>Except for cumulative voting system, the general meeting of shareholders shall vote on all proposals one by one. In case of different proposals for a single matter, such proposals shall be voted on by the time sequence of bringing forward them. Except the shareholders' general meeting is suspended or is unable to make resolution due to special reasons such as force majeure, the shareholders' general meeting shall not set aside or refuse to vote upon any proposal.</p> <p>When reviewing any issuance of preferred shares, the general meeting of shareholders shall vote upon the following matters one by one:</p> <p>(1) type and number of the issuance of preferred shares;</p> <p>(2) the method of issuance, the persons to whom the shares are issued, and the arrangement for allotment to original shareholders;</p> <p>(3) par value, offering price or price range and the principles for determining the same;</p> <p>(4) the method by which the shareholders of preferred shares participate in allocation of profits, including dividend rate and the principle of its determination, conditions for distribution of dividends, payment method of dividends, whether or not the dividends may be</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		<p>accumulated, and whether or not the shareholders of preferred shares may participate in allocation of remaining profits, among other things;</p> <p>(5) redemption terms, including the redemption conditions, period, and price and the principle for determining it, and the person who may elect to exercise the right to redemption (if any);</p> <p>(6) the purpose of the proceeds raised from issuance;</p> <p>(7) the share purchase contract subject to conditions for its effectiveness executed by the Company and the person to whom the shares are offered;</p> <p>(8) valid term of the resolution;</p> <p>(9) the proposed amendment to relevant provisions on allocation of profits to the shareholders of preferred shares and the shareholders of common shares in the Articles of Association of the Company;</p> <p>(10) authorization granted to the Board of Directors to implement specific matters relating to the issuance; and</p> <p>(11) other matters.</p>		<p>accumulated, and whether or not the shareholders of preferred shares may participate in allocation of remaining profits, among other things;</p> <p>(5) redemption terms, including the redemption conditions, period, and price and the principle for determining it, and the person who may elect to exercise the right to redemption (if any);</p> <p>(6) the purpose of the proceeds raised from issuance;</p> <p>(7) the share purchase contract subject to conditions for its effectiveness executed by the Company and the person to whom the shares are offered;</p> <p>(8) valid term of the resolution;</p> <p>(9) the proposed amendment to relevant provisions on allocation of profits to the shareholders of preferred shares and the shareholders of common shares in the Articles of Association of the Company;</p> <p>(10) authorization granted to the Board of Directors to implement specific matters relating to the issuance; and</p> <p>(11) other matters.</p>	
3	4.21	<p>The resolutions made at a shareholders' general meeting shall be timely publicly announced, and the public announcement shall specify the number of the shareholders and proxies attending the meeting, the ratio that the total number of shares with voting rights held by them bears to the total number of all shares of the Company with voting rights, the voting method, the voting results on each proposal and the details of each resolution adopted. If the Company that has issued preferred shares votes on the matters as described in paragraph 2 of clause 4.4 of these rules (those matters to be voted on separately), the particulars on the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) and the shareholders of preferred shares</p>	4.21	<p>The resolutions made at a shareholders' general meeting shall be timely publicly announced, and the public announcement shall specify the number of the shareholders and proxies attending the meeting, the ratio that the total number of shares with voting rights held by them bears to the total number of all shares of the Company with voting rights, the voting method, the voting results on each proposal and the details of each resolution adopted. If the Company that has issued preferred shares votes on the matters as described in paragraph 2 of Clause 4.4 of these rules (those matters to be voted on separately), the particulars on the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) and the shareholders of preferred shares</p>	Redemption of preferred shares

This is a free translation into English of an announcement issued in China and is provided solely for the convenience of English-speaking readers. This announcement should be read in conjunction with, and is construed in accordance with, relevant Chinese laws and professional auditing standards applicable in China. Should there be any inconsistency between the Chinese version and the English version, the Chinese version shall prevail. Investors can access the Company's announcements on the website of the Shanghai Stock Exchange (www.sse.com.cn).

No.	Chapter/Clause number prior to amendment	Contents of the terms prior to amendment	Chapter/Clause number after amendment	Contents of the amended terms	Remarks on amendment
		(excluding the shareholders of preferred shares with voting rights restored) attending and voting at the meeting shall be separately counted and publicly announced.		(excluding the shareholders of preferred shares with voting rights restored) attending and voting at the meeting shall be separately counted and publicly announced.	
4	4.26	Where the Company repurchases common shares and publicly issues preferred shares for the purpose of reduction in its registered capital, or redeems common shares from certain shareholders of the Company by means of non-public issuance of preferred shares as the payment method, the resolution on redemption made at the general meeting of shareholders shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting. The Company shall issue the resolution on redemption of common shares on the next date after such resolution is adopted at the general meeting of shareholders.	4.26	Where the Company repurchases common shares and publicly issues preferred shares for the purpose of reduction in its registered capital, or redeems common shares from certain shareholders of the Company by means of non-public issuance of preferred shares as the payment method, the resolution on redemption made at the general meeting of shareholders shall be adopted upon consent by not less than two-thirds of the voting rights held by the shareholders of common shares (including the shareholders of preferred shares with voting rights restored) attending the meeting. The Company shall issue the resolution on redemption of common shares on the next date after such resolution is adopted at the general meeting of shareholders.	Redemption of preferred shares
5	5.1	"Voting shares" as referred to in these rules shall mean the common shares and the preferred shares with voting rights restored.	5.1	"Voting shares" as referred to in these rules shall mean the common shares and the preferred shares with voting rights restored.	Redemption of preferred shares
6	5.2	Attendance by the shareholders of preferred shares (other than those with voting right restored) at the general meeting of shareholders in respect of each matter to be voted on separately, and attendance by the shareholders of preferred shares with voting right restored at the general meeting of shareholders, shall be govern by the applicable laws and regulations, the Articles of Association and these rules.	5.2	Attendance by the shareholders of preferred shares (other than those with voting right restored) at the general meeting of shareholders in respect of each matter to be voted on separately, and attendance by the shareholders of preferred shares with voting right restored at the general meeting of shareholders, shall be govern by the applicable laws and regulations, the Articles of Association and these rules.	Redemption of preferred shares

Notes: After deletion of original clauses and addition of new chapters and clauses according to the above table, the No. of other chapters and clauses in the Rules of Procedure shall be renumbered accordingly.