



Annex 1: Proposal in Respect of Amending Partial Articles Contained in Articles of Association of the Company and its Attachment

To further improve the corporate governance and promote standard operation of the Company, according to *Guidelines for Articles of Association of Listed Companies (2016 revision)* and *Rules of Shareholders Meeting of Listed Companies (2016 revision)* issued by China Securities Regulatory Commission, regulatory documents and relevant regulations in the Articles of Association issued by Shanghai Stock Exchange, in light of the practical situation of the Company, now we propose amendments to partial articles contained in the Articles of Association and its attachments *Rules of Procedure of Shareholders General Meetings and Rules of Board of Directors, Rules of Board of Supervisors*. Specific amendments are as followed:

No.	Original articles	Propose to be amended as	Remarks
1	Article 5 The address of the Company is: No. 897, Huangshi Avenue, Huangshi, Hubei Province Postal Code No. 435002	Article 5 The address of the Company is: No. 600, East Daqi Avenue, Huangshi, Hubei Province Postal Code No.: 435007	
2	Article 16 The business scope of the Company as approved by the registration authority is: manufacture and sales of cement, ready mixed concrete, other building material products and packaging materials; cement related technical service; architecture design and construction; manufacture, sales, erection and maintenance of equipment; transportation and storage of cement, clinker and cement-related goods; transportation agency services; trading of limestone, coal and industrial wastes used in cement production; trading of mechanical and electrical equipment and spare parts; trading of auxiliary material for import of auxiliary materials, equipment and spare parts for the production of the Company; contracting of foreign building materials projects and domestic international bidding projects; export of equipment and materials for the above foreign projects; dispatch of service personnel for implementing the above foreign projects.	Article 16 The business scope of the Company as approved by the registration authority is: manufacture, 5(o)13(n)-8(;)17( )-4(t)-4(r)7(a)130 <del>0</del> and	

		permits); transportation agency services; opencast mining of limestone for cement use and sandstone as cement auxiliary materials. (If the projects require approval according to law, the operation can start after getting approval from related department.)	
3	Article 24 According to the needs of business and development and in line with laws and regulations, the Company may, upon respective resolutions passed at the		

each quarter. During the term of office, they can transfer the

	<p>(3)</p> <p>(4) whether or not they have ever received any penalties by CSRC or other competent authorities or have been sanctioned by the stock exchange;</p> <p>Each candidate director or supervisor shall be proposed separately. However, the voting by the shareholders on such proposals and the counting of votes can be otherwise conducted in an accumulative manner insofar as the accumulative voting method is applicable.</p>	<p>controlling person;</p> <p>(3) the amount of their holdings of the Company shares;</p> <p>(4) whether or not they have ever received any penalties by CSRC or other competent authorities or have been sanctioned by the stock exchange;</p> <p><b>Except for electing director or supervisor in an accumulative manner, each candidate director or supervisor shall be proposed separately.</b></p>	
7	<p>Article 69 All the directors, supervisors and the secretary of Meeting, and the manager and other senior managerial personnel shall be present at the meeting. Based on a prior written notice of absence, to be delivered to the Secretary of the Board, directors and supervisors are excused, if personal attendance is impossible due to other business engagements.</p>	<p>Article 69 <b>All the directors, supervisors and the Secretary of the Board of Directors of the Company shall attend a Meeting, and the manager and other senior managerial personnel shall be present at the meeting.</b></p>	
8	<p>Article 81 A shareholder (including the proxy of the shareholder) shall exercise the voting right according to the shares with voting rights held by such shareholder. Each share shall entitle one vote to the holder of the share.</p> <p>The shares held by the Company shall not entitle any voting right to the Company, nor shall those shares be counted when calculating the total number of shares with voting right.</p>		

		<p>be counted when calculating the total number of shares with voting right.</p> <p>Board of Directors, independent directors and qualified shareholders may seek proxies for voting rights from shareholders. <b>When seeking proxies for voting rights from shareholders, specific information on the votes shall be disclosed to the shareholders whose voting rights are being sought. Seeking such rights with compensation or in a disguised form of compensation is forbidden. The Company shall not set minimum proportion of shareholding on seeking proxies for voting rights.</b></p>	
9	<p>Article 89 Each voting right may only be exercised by using one voting method out of the various voting methods such as the on-site voting, voting by entrusting independent directors or voting on internet. Only the result of the first voting shall be valid in case one voting right is exercised for more than once.</p>	<p>Article 89 <b>Each voting right may only be exercised by using one voting method out of the various voting methods such as the on-site voting, voting on internet or other methods.</b> Only the result of the first voting shall be valid in case one voting right is exercised for more than once.</p>	<p>Amendment based on <i>Guidelines for Articles of Association of Listed Companies (2016 revision)</i></p>
10	<p>Article 100 Directors shall be elected or replaced by a _____  _____ shall serve a term of three years. The directors may serve a consecutive term if re-elected upon expiration of their term of office. Prior to the expiration of their term of office, the directors may not be removed by a _____  _____ on good grounds.  The term of office of a director shall commence from the _____  _____ and shall expire upon the expiration of the term of office of _____</p>	<p>Article 100 Directors shall be elected or replaced by a _____  _____ shall serve a term of three years. The directors may serve a consecutive term if re-elected upon expiration of their term of office. Prior to the expiration of their term of office, the directors may not be removed by a _____  _____ on grounds.  The term of office of a director shall commence from the _____  _____ the closing day of the _____</p>	



	Company and any other information of the Company that required to be disclosed.	medias to publish the public announcements of the Company and any other information of the Company that required to be disclosed.	Shanghai Stock Exchange
13		For detailed amendments, please refer to the attachment: <b><i>Comments on Amending Partial Articles Contained in Rules of Procedure of the Shareholders' General Meetings of the Company</i></b>	Amendment based on <i>Guidelines for Articles of Association of Listed Companies (2016 revision), Rules of Shareholdersq General Meeting of Listed Companies (2016 revision)</i>

14 Article 33 Language Versions in the

Any meeting notice, proposal, resolution, and meeting minutes relating to a board meeting, any subsequent submission to be filed with the supervisory authorities pursuant to a board meeting, and any other documents deemed to be necessary by the majority of the directors from time to time, shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. In case of any discrepancy between the Chinese versions and the English version, the Chinese version shall prevail. **The announcements published by the Company as required by CSRC or the Securities Exchange shall be published**

Article 33 is amended as:

Any meeting notice, proposal, resolution, and meeting minutes relating to a board meeting, any subsequent submission to be filed with the supervisory authorities pursuant to a board meeting,

	<b>in both Chinese and English on the website of the Company at the same time.</b>		
15	Article 20 Language Versions in the the Board of Supervisors	s of	



proceed in the form of a live conference. The Company may facilitate the attendance of the shareholders by making available safe, economic and convenient on-line voting or circular voting method. Shareholders who attend a



	<p>shareholders may seek proxies for voting rights from shareholders.</p>	<p><b>be disclosed timely.</b></p> <p>Any shares held by the Company shall not entitle the Company to any voting rights, nor shall those shares be counted when calculating the total number of shares with voting rights.</p> <p>The Board of Directors, independent directors and qualified shareholders may seek proxies for voting rights from shareholders. <b>When seeking proxies for voting rights from shareholders, specific information on the votes shall be disclosed to the shareholders whose voting rights are being sought. Seeking such rights with compensation or in a disguised form of compensation is forbidden. The Company shall not set minimum proportion of shareholding on seeking proxies for voting rights.</b></p>	
8	<p>Article 44 deliberates on related party transactions, the related shareholder shall not vote, and the shares such related shareholder holds shall not be counted when calculating the total valid votes. The General Meeting shall be published which shall fully disclose the voting status of the unrelated shareholders.</p> <p>When a proposal on security undertaking by the Company in favor of any of the shareholders, actual controlling person or related parties of the Company is being discussed by a</p> <p>shareholders controlled by such actual controlling person shall refrain from voting on such proposal. Such proposal shall be subject to the majority approval by the other shareholders present at the meeting.</p>	<p>Article 44 deliberates on related party transactions, the related shareholder shall not vote, and the shares such related shareholder holds shall not be counted when calculating the total valid votes.</p> <p><b>When the Shareholders General Meeting reviews major issues concerning the interests of minority shareholders, votes of minority shareholders shall be counted separately. And the result shall be disclosed timely.</b></p>	<p>Amendment based on <i>Rules of Shareholdersq General Meeting of Listed Companies (2016 revision)</i></p>



timely fashion the resolutions adopted, in which the numbers of shareholders and proxies, the total number of shares with voting rights and the percentage of such shares to the total shares with voting rights of the Company, voting methods, voting result of each submitted proposal and detailed content of such resolution shall be listed.

	<p>violates the Articles of Association of the Company, the shareholders may request the People resolution within sixty (60) days after the date of resolution.</p>	<p><b>Company and minority shareholders.</b> In case the convening process or voting methods of published administrative regulations or the Articles of Association of the Company, or in case the content of the resolution violates the Articles of Association of the Company, the shareholders may request the (60) days after the date of resolution.</p>	
14	<p>Article 60 in these Rules of Procedures refers to the respective information disclosure published in the newspapers or magazines designated by CSRC. Where the content of such public announcement or notice would take up considerable space, the Company may as well merely publish the summary of the respective content in the newspapers or magazines designated by CSRC, and the full text of such content shall however be published on the websites designated by CSRC in the meantime.</p> <p>published in the same newspaper or magazine where the meeting notice was published.</p> <p>Any meeting notice, proposal, resolution, and meeting minutes relating to the Shareholder's General Meeting, any subsequent submission to be filed with the supervisory authorities, and any other documents deemed to be necessary by the majority of the directors from time to time, shall be prepared, delivered and signed in both Chinese and English. Both language versions shall be regarded as equally binding and authentic. In case of any discrepancy</p>	<p>Article 61 mentioned in these Rules of Procedures refers to the respective information disclosure published in the newspapers or magazines designated by CSRC. Where the content of such public announcement or notice would take up considerable space, the Company may as well merely publish the summary of the respective content in the newspapers or magazines designated by CSRC, and the full text of such content shall however be published on the <b>website of Shanghai Stock Exchange</b> in the meantime.</p> <p>Procedures shall be published in the same newspaper or magazine where the meeting notice was published.</p> <p>Any meeting notice, proposal, resolution, and meeting minutes relating to the Shareholder's General Meeting, any subsequent submission to be filed with the supervisory authorities, and any other documents deemed to be necessary by the majority</p>	<p>Defined specifically as Website of Shanghai Stock Exchange</p>



III. Brief introduction of the accounting firm intended to be appointed

Deloitte Touche Tohmatsu Certified Public Accountants LLP (below briefly known as Deloitte) is one of the big four accounting firms globally, ranking the third in the compreh