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## **Jilin Province Chuncheng Heating Company Limited\***

**吉林省春城熱力股份有限公司**

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

**(Stock code: 1853)**

### **SUPPLEMENTAL ANNOUNCEMENT**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF PROPOSED A SHARE OFFERING ASSOCIATION**

Reference is made to the announcement of Jilin Province Chuncheng Heating Company Limited\* (吉林省春城熱力股份有限公司) (the “**Company**”) dated 18 November 2021 in relation to, among other things, the proposed A Share Offering and the proposed amendments to the Company’s articles of association (the “**Announcement**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to clarify and/or supplement the Announcement as follows:

#### **Target Subscribers of the Offering**

The target subscribers of the Offering shall be inquired investors who are qualified and natural persons, legal persons and other institutions which have maintained RMB ordinary share (A share) securities accounts with the Shenzhen Stock Exchange (except for those prohibited by national laws, regulations, other applicable regulatory documents and other regulatory requirements applicable to the Company), unless otherwise provided by the CSRC or the Shenzhen Stock Exchange.

To the best knowledge of the Directors, they do not envisage any of the target subscribers to be related parties or connected persons (as defined under the Listing Rules) of the Company. If any of the A Share Offering’s target subscriber is a related/connected person of the Company, the Company will take all reasonable measures to comply with the relevant requirements of the CSRC and other regulatory authorities as well as the listing rules of the places where the Company’s Shares are listed (including Chapter 14A of the Listing Rules).

### **Effective Period of the Resolution Relating to the Offering Proposal**

The resolution will be effective for a period of 12 months from the date on which the resolution is passed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

### **Compliance with Rule 8.08 of the Listing Rules upon completion of the Offering**

Assuming that the 155.5666 million A Shares under the A Share Offering are permitted to be issued in full to non-core connected persons of the Company, the percentage of H Shares to be held by the public relative to the total number of Shares after the Offering is expected to be approximately 18.75%, and the percentage of Shares (both A Shares and H Shares combined) held by the public relative to the total number of Shares after the Offering is expected to be approximately 47.69%. The Company will continue to comply with the public float requirement under Rule 8.08 of the Listing Rules upon completion of the A Share Offering.

### **Proposed amendments to the Articles of Association**

The full text of the proposed amendments to the Articles of Association is set out in the Appendix to this announcement.

Save as disclosed in this announcement, the contents of the Announcement remain unchanged.

By order of the Board  
**Jilin Province Chuncheng Heating Company Limited\***  
**LIU Changchun**  
*Chairman*

Jilin, the PRC, 22 November 2021

*As at the date of this announcement, the non-executive Director is Mr. Liu Changchun (Chairman); the executive Directors are Mr. Yang Zhongshi, Mr. Shi Mingjun, Mr. Xu Chungang and Mr. Li Yeji; and the independent non-executive Directors are Mr. Wang Yuguo, Mr. Fu Yachen and Mr. Poon Pok Man.*

\* *For identification purpose only*

## APPENDIX – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p><b>Article 1</b> Jilin Province Chuncheng Heating Company Limited* (the “Company”) is a joint stock company with limited liability established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, administrative regulations of the PRC.</p> <p>The Company was established by the way of promotion on May 30, 2018 with the approval by the State-owned Assets Supervision and Administration Commission of Changchun Municipal People’s Government of Jilin Province and was registered with Changchun Administration Bureau for Industry and Commerce and obtained the business license on the same date.</p> <p>The Unified Social Credit Code of the Company is 91220101MA14W03575.</p> <p>The promoters of the Company are Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司) and Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司).</p>	<p><b>Article 1</b> <u>The Articles of Association are drawn up in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Guidelines for the Articles of Association of Listed Companies (the “AOA Guidelines”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“HKEx Listing Rules”), the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange (the “Listing Rules”) and other relevant requirements so as to protect the legitimate interests of Jilin Province Chuncheng Heating Company Limited* (the “Company”) and its shareholders and creditors, and to regulate the organization and conducts of the Company.</u></p> <p><b>Article 2</b> <u>The Company is a joint stock company with limited liability established in accordance with the Company Law, the Securities Law and the Special Regulations as well as other relevant laws, administrative regulations of the People’s Republic of China.</u></p> <p>The Company was <u>established by the way of promotion by Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司) and Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司)</u> on May 30, 2018 with the approval by the State-owned Assets Supervision and Administration Commission of Changchun Municipal People’s Government of Jilin Province and was registered with Changchun Administration Bureau for Industry and Commerce and obtained the business license on the same date. The Unified Social Credit Code of the Company is 91220101MA14W03575.</p>

Original provisions	Amended provisions
<p><b>Article 5</b> The Company is a joint stock limited company with perpetual existence and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him.</p>	<p><b>Article 6</b> The Company is a joint stock limited company with perpetual existence and is an independent legal entity.</p> <p><b><u>All of the assets of the Company shall be divided into shares of equal value.</u></b> The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him.</p>
<p><b>Article 6</b> The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The Articles of Association supersede the articles of association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.</p>	<p><b>Article 7</b> The Articles of Association, being the code of conduct for the Company, shall become effective on the date of the Company's initial public offering of A Shares and listing of the same on the main board of the Shenzhen Stock Exchange (the "Shenzhen Stock Exchange"). The Articles of Association supersede the articles of association previously registered and filed with industry and commerce administration authorities.</p> <p>From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.</p>
<p><b>Article 7</b> The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.</p> <p>Without prejudice to the provisions of Article 205 of the Articles of Association, pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.</p> <p>"Legal proceedings" referred to in the preceding paragraph refers to any arbitration application submitted to the China International Economic and Trade Arbitration Commission.</p>	<p><b>Article 8</b> The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.</p> <p><b><u>Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders; shareholders may institute legal proceedings against directors, supervisors and senior management officers; shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors and senior management officers of the Company.</u></b></p> <p>"Legal proceedings" referred to in the preceding paragraph refers to any arbitration application submitted to the China International Economic and Trade Arbitration Commission.</p>

Original provisions	Amended provisions
<p><b>Article 12</b> The objectives of the Company are to implement national industrial policies in according with national laws and administrative regulations; ensure the maintenance and appreciation of values of state-owned assets and improve the operational efficiency of state-owned assets.</p> <p>The business scope of the Company includes: new energy technology development; heating production and supply; heating engineering design and installation services; contract energy management; sales of cables, electrical equipment, household appliances, flooring, floor tiles, thermostats and heating accessories (the businesses which are prohibited by the laws, regulations and decisions of State Council may not be operated, and the businesses subject to approval according to laws may not be operated until being approved by relevant authorities)** The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business and handle relevant formalities of industry and commerce administration registration for such an adjustment according to relevant provisions.</p>	<p><b>Article 13</b> The objectives of the Company are to implement national industrial policies in according with national laws and administrative regulations; ensure the maintenance and appreciation of values of state-owned assets and improve the operational efficiency of state-owned assets.</p> <p><b>Article 14</b> The business scope of the Company includes: new energy technology development; heating production and supply; heating engineering design and installation services; contract energy management; sales of cables, electrical equipment, household appliances, flooring, floor tiles, thermostats and heating accessories (the businesses which are prohibited by the laws, regulations and decisions of State Council may not be operated, and the businesses subject to approval according to laws may not be operated until being approved by relevant authorities)** The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business and handle relevant formalities of industry and commerce administration registration for such an adjustment according to relevant provisions.</p>
<p><b>Article 13</b> All shares issued by the Company are ordinary shares. Ordinary shares issued by the Company include domestic shares and foreign shares. Subject to the approval of the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares. In appropriate circumstances, the Company shall ensure enough voting rights for preferred shareholders.</p> <p>If the Company creates other classes of shares, it shall specify the order of rights entitled to these different classes of shares in any distribution by dividend or other forms. If the share capital of the Company comprises shares without right to vote, names of these shares shall be added with the words “without right to vote”. If the share capital comprises shares attached with different rights to vote, names of each kind of shares (other than shares attached with the most preferential right to vote) shall be added with the words “with restricted right to vote” or “with limited right to vote”.</p>	<p><b>Article 15</b> All shares issued by the Company are ordinary shares. Subject to the approval of the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares. In appropriate circumstances, the Company shall ensure enough voting rights for preferred shareholders.</p> <p><b><u>Apart from shareholders of other classes, the holders of domestic shares and H shares are shareholders of different classes. All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</u></b> If the share capital of the Company comprises shares without right to vote, names of these shares shall be added with the words “without right to vote”. If the share capital comprises shares attached with different rights to vote, names of each kind of shares (other than shares attached with the most preferential right to vote) shall be added with the words “with restricted right to vote” or “with limited right to vote”.</p>

Original provisions	Amended provisions
<p><b>Article 15</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p> <p>Domestic shares and overseas-listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms. The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Company.</p>	<p><b>Article 17</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p>
<p><b>Article 17</b> Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares which are listed overseas are called overseas-listed foreign shares. The Board of the Company may make arrangements for separate issuance of domestic shares and overseas listed foreign shares in accordance with the issuance scheme approved by the securities regulatory authorities under the State Council.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>	<p><b>Article 19</b> Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares which are listed overseas are called overseas-listed foreign shares.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>



Original provisions	Amended provisions															
<p><b>Article 18</b> Foreign shares issued by the Company and which are listed in Hong Kong Stock Exchange shall be referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p>	<p><b>Article 20</b> Foreign shares issued by the Company and which are listed in Hong Kong Stock Exchange shall be referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p><b><u>Domestic listed shares of the Company that are listed on the Shenzhen Stock Exchange are referred to as “A shares”. A shares are shares which have been admitted for listing on the Shenzhen Stock Exchange with a par value denominated in RMB and are subscribed for and traded in RMB.</u></b></p>															
/	<p><b>Article 21</b> <u>The domestic shares issued by the Company shall be collectively deposited with the China Securities Depository and Clearing Corporation Limited. Overseas listed foreign shares issued by the Company in Hong Kong are mainly held in custody by the securities depository and clearing company in Hong Kong, and may also be held by shareholders in their own names.</u></p>															
<p><b>Article 19</b> The Company, at the time of its establishment, issued 350,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p>Changchun Heating Power (Group) Company Limited subscribed and held 325,500,000 shares, representing 93% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Changchun State-owned Capital Investment Operation (Group) Co., Ltd. subscribed and held 24,500,000 shares, representing 7% of the total number of ordinary shares issued by the Company at the time of its establishment;</p>	<p><b>Article 22</b> The Company, at the time of its establishment, issued 350,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which <b><u>the names, number of shares held in the Company, shareholding proportion, method of capital contribution and time of capital contribution of the promoters are as follows:</u></b></p> <table><tr><th>No.</th><th>Name of promoters</th><th>Number of shares subscribed for ('0,000 shares)</th><th>Shareholding proportion (%)</th><th>Method of capital contribution</th></tr><tr><td>1</td><td>Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司)</td><td>32,550</td><td>93</td><td>Shares converted from net assets</td></tr><tr><td>2</td><td>Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司)</td><td>2,450</td><td>7</td><td>Shares converted from net assets</td></tr></table>	No.	Name of promoters	Number of shares subscribed for ('0,000 shares)	Shareholding proportion (%)	Method of capital contribution	1	Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司)	32,550	93	Shares converted from net assets	2	Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司)	2,450	7	Shares converted from net assets
No.	Name of promoters	Number of shares subscribed for ('0,000 shares)	Shareholding proportion (%)	Method of capital contribution												
1	Changchun Heating Power (Group) Company Limited (長春市熱力(集團)有限責任公司)	32,550	93	Shares converted from net assets												
2	Changchun State-owned Capital Investment Operation (Group) Co., Ltd. (長春市國有資本投資運營(集團)有限公司)	2,450	7	Shares converted from net assets												

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 20</b> Subject to the approval of the securities regulatory authority of the State Council, the Company publicly issued 116,700,000 overseas-listed foreign shares to overseas investors. These ordinary shares are all H shares.</p> <p>Upon the completion of the above issuance of overseas-listed foreign shares, the total number of the Company's shares shall be 466,700,000 shares. The shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 69.75% of our total ordinary shares capital; 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital.</p>	<p><b>Article 23</b> Subject to the approval of the securities regulatory authority of the State Council, the Company publicly issued 116,700,000 overseas-listed foreign shares to overseas investors. These ordinary shares are all H shares.</p> <p>Upon the completion of the above issuance of overseas-listed foreign shares, the total number of the Company's shares shall be 466,700,000 shares. The shareholding structure of the Company shall be as follows: 466,700,000 ordinary shares, among which 325,500,000 shares shall be held by Changchun Heating Power (Group) Company Limited, our promoter, representing 69.75% of our total ordinary shares capital; 24,500,000 shares shall be held by Changchun State-owned Capital Investment Operation (Group) Co., Ltd., our promoter, representing 5.25% of our total ordinary shares capital; 116,700,000 shares shall be held by H shareholders, representing 25% of our total ordinary shares capital.</p> <p><b><u>After being reviewed and approved by the CSRC, the Company may make an initial public offering of [••] ordinary shares to the public, all of which will be A shares.</u></b></p>
<p><b>Article 23</b> The registered capital of the Company is RMB466,700,000.</p>	<p><b>Article 26</b> <u>Upon the completion of the above-mentioned issue of H shares</u>, the registered capital of the Company is RMB466,700,000.</p> <p><b><u>Upon completion of the above-mentioned issuance of A shares, the registered capital of the Company shall be RMB[••].</u></b></p> <p><b><u>The change of the Company's registered capital shall be registered with the administration authorities for industry and commerce.</u></b></p>



<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 24</b> Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien. Transfer of overseas-listed foreign shares listed in Hong Kong requires to be registered with the share registrar in Hong Kong entrusted by the Company.</p> <p>All overseas-listed foreign shares listed in Hong Kong Stock Exchange which have been fully paid-up may be freely transferred in accordance with these Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason therefor:</p> <ol style="list-style-type: none"> <li>(1) payment of a fee according to the expense standard in, and not exceed the price ceiling stipulated by the Hong Kong Listing Rules from time to time shall be made to the Company for the purpose of registering the instrument of transfer and other documents that relate to, or may affect, the title to the shares;</li> <li>(2) the document of transfer only relates to overseas-listed foreign shares listed in Hong Kong Stock Exchange;</li> <li>(3) the stamp duty on the instrument of transfer payable according to laws in Hong Kong has been paid;</li> <li>(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</li> </ol>	<p><b>Article 27</b> Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien.</p>

Original provisions	Amended provisions
<p>(5) when shares are proposed to transferred to joint holders, such jointly registered shareholders shall not be more than four;</p> <p>(6) the Company does not have any lien on the relevant shares.</p> <p>If the board of directors refuses to register the transfer of shares, a notice of the refusal of registration of such transfer of shares shall be issued to the transferor and the transferee within two months upon the duly submission of transfer application.</p> <p>All instruments of transfer shall be kept at the legal address of the Company or the address appointed by the board of directors from time to time.</p>	
<p><b>Article 25</b> Based on its operating and development needs, the Company may, pursuant to the laws, regulations and the Articles of Association and with the approval by special resolution in the shareholders' general meeting, increase its capital in the following ways:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to its existing shareholders;</p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p>(4) issuing new shares to specially-designated investors;</p> <p>(5) conversion of capital reserve into share capital;</p> <p>(6) any other means which are stipulated by laws and administrative regulations and approved by the relevant regulatory authority.</p> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws and administrative regulations.</p>	<p><b>Article 28</b> Based on its operating and development needs, the Company may, pursuant to the laws, regulations and the Articles of Association and with the approval by special resolution in the shareholders' general meeting, increase its capital in the following ways:</p> <p><u>(1) public issuance of shares;</u></p> <p><u>(2) non-public issuance of shares;</u></p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p><u>(4) conversion of capital reserve into share capital;</u></p> <p><u>(5) any other means which are stipulated by laws and administrative regulations and approved by CSRC.</u></p> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws and administrative regulations.</p>

Original provisions	Amended provisions
<p><b>Article 28</b> The Company may, in accordance with the provisions set out in the laws, administrative regulations, the HKEx Listing Rules, departmental rules and the Articles of Association and subject to the approval of the relevant governing authorities of the PRC, repurchase its shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) cancellation of its shares for the purpose of reducing its registered capital;</li> <li>(2) merging with another company which holds the shares of the Company;</li> <li>(3) granting shares as incentive compensation to the staff of the Company;</li> <li>(4) acquiring the shares upon request by shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company;</li> <li>(5) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</li> </ol>	<p><b>Article 31</b> The Company may, in accordance with the provisions set out in the laws, administrative regulations, departmental rules and the Articles of Association and subject to the approval of the relevant governing authorities of the PRC, repurchase its shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) for the reduction of its registered capital;</li> <li>(2) merging with another company which holds the shares of the Company;</li> <li>(3) use of shares for employee share ownership plans or equity incentives;</li> <li>(4) acquiring the shares upon request by shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company;</li> <li><b><u>(5) use of shares for conversion of corporate bonds which are convertible into shares issued by the Company; and</u></b></li> <li><b><u>(6) where it is necessary for the listed company to safeguard its value and the shareholders' interests.</u></b></li> </ol> <p><b><u>Except for the above circumstances, the Company shall not purchase its own shares.</u></b></p>

Original provisions	Amended provisions
<p><b>Article 30</b> The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase shares by reason of those mentioned in subparagraphs (1) to (3) of Article 28 of the Articles of Association, or repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, an agreement which has been so entered into.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any right contained in such agreement.</p>	<p><b>Article 33</b> The acquisition of its own shares by the Company due to the circumstances specified in <b><u>sub-paragraphs (3), (5) and (6) of the first paragraph of Article 31</u></b> of the Articles of Association <b><u>shall be conducted through open centralised trading.</u></b></p> <p><b><u>Where the Company repurchases its shares by an agreement outside a stock exchange,</u></b> the Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, an agreement which has been so entered into.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any right contained in such agreement.</p>

Original provisions	Amended provisions
<p><b>Article 32</b> Shares lawfully repurchased by the Company under subparagraph (1) of Article 28 herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under subparagraphs (2) and (4) of Article 28 herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with subparagraph (3) of Article 28 herein shall not exceed 5% of the total issued share capital of the Company, and the shares repurchased shall be transferred to the employees within one year.</p> <p>After cancelling the repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p><b>Article 35</b> Shares lawfully repurchased by the Company under subparagraph (1) of <b>Article 31</b> herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under subparagraphs (2) and (4) of <b>Article 31</b> herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with subparagraph (3) of <b>Article 31</b> herein shall not exceed 5% of the total issued share capital of the Company, and the shares repurchased shall be transferred to the employees within one year; <b><u>in the circumstances specified in subparagraphs (5) and (6) of Article 31 herein, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares of the Company in issue and shall be transferred or cancelled within three years.</u></b></p> <p><b><u>If the Company buys back H shares, it shall observe the relevant requirements of the HKEx Listing Rules.</u></b></p> <p>After cancelling the repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>
<p><b>Article 33</b> The Company shall not accept any share certificate of the Company as the subject of the pledge.</p>	<p><b>Article 36</b> The Company shall not accept any share certificate of the Company as the subject of the pledge.</p>

Original provisions	Amended provisions
<p><b>Article 34</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>If the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p> <p>If the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve account) (including the premiums from the fresh issue) at the time of the repurchase;</p>	<p><b>Article 37</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>If the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p> <p>If the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve account) (including the premiums from the fresh issue) at the time of the repurchase;</p>



Original provisions	Amended provisions
<p>(3) the Company shall make the following payments out of the Company's distributable profits:</p> <ul style="list-style-type: none"> <li>i. payment for the acquisition of the right to repurchase its shares;</li> <li>ii. payment for variation of any contract for the repurchase of its shares;</li> <li>iii. payment for the release of its obligations under any contract for the repurchase of shares;</li> </ul> <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account (or capital reserve fund account).</p> <p>In respect of redeemable shares that the issuer is entitled to repurchase:</p> <ul style="list-style-type: none"> <li>(1) the price shall not exceed a specific price limit if such shares are not repurchased through the market or by tender; and</li> <li>(2) if the repurchase is made by tender, tender shall be available to all shareholders on equal conditions.</li> </ul>	<p>(3) the Company shall make the following payments out of the Company's distributable profits:</p> <ul style="list-style-type: none"> <li>(i) payment for the acquisition of the right to repurchase its shares;</li> <li>(ii) payment for variation of any contract for the repurchase of its shares;</li> <li>(iii) payment for the release of its obligations under any contract for the repurchase of shares;</li> </ul> <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account (or capital reserve fund account).</p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 35</b> The Company or its subsidiaries shall not, at any time and in any manner, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said person includes any person who has directly or indirectly incurs any obligations due to the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time and in any manner, provide financial assistance to the aforesaid person for the purpose of reducing or discharging the obligations assumed by him.</p> <p>This article does not apply to the circumstances as stated in Article 37 of this Chapter.</p>	<p><b>Article 38</b> The Company or its subsidiaries shall not, at any time and in any manner, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said person includes any person who has directly or indirectly incurs any obligations due to the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time and in any manner, provide financial assistance to the aforesaid person for the purpose of reducing or discharging the obligations assumed by him.</p> <p>This article does not apply to the circumstances as stated in <b>Article 40</b> of this Chapter.</p>
<p><b>Article 37</b> The following acts shall not be deemed to be acts as prohibited in Article 35 herein:</p> <ol style="list-style-type: none"> <li>(1) the provision of financial assistance where the Company's principal purpose for giving that assistance is genuinely for the Company's interests and not for the purpose of acquiring the Shares, or the provision of such assistance is incidental to some broader objective of the Company;</li> <li>(2) the lawful distribution of the Company's assets by way of dividend;</li> <li>(3) the allotment of bonus shares as dividends;</li> <li>(4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</li> </ol>	<p><b>Article 40</b> The following acts shall not be deemed to be acts as prohibited in <b>Article 38</b> herein:</p> <ol style="list-style-type: none"> <li>(1) the provision of financial assistance where the Company's principal purpose for giving that assistance is genuinely for the Company's interests and not for the purpose of acquiring the Shares, or the provision of such assistance is incidental to some broader objective of the Company;</li> <li>(2) the lawful distribution of the Company's assets by way of dividend;</li> <li>(3) the allotment of bonus shares as dividends;</li> <li>(4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</li> </ol>

Original provisions	Amended provisions
<p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and</p> <p>(6) the Company's contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	<p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and</p> <p>(6) the Company's contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>
<p><b>Article 38</b> Share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p> <p>During the listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p> <p>(1) the purchaser of the shares and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, the Special Regulations and the Articles of Association;</p>	<p><b>Article 41</b> Share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p> <p>During the listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p> <p>(1) the purchaser of the shares and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, the Special Regulations and the Articles of Association;</p>

Original provisions	Amended provisions
<p>(2) the purchaser of the shares agrees with the Company, each of the Company's shareholders, directors, supervisors and senior management officers of the Company, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management officers, pursuant to which the directors and senior management officers undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.</p>	<p>(2) the purchaser of the shares agrees with the Company, each of the Company's shareholders, directors, supervisors and senior management officers of the Company, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management officers, pursuant to which the directors and senior management officers undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.</p>
<p><b>Article 39</b> The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. The documents of transfer and other documents in relation to the ownership of shares shall be registered with the share registrar entrusted by the Company.</p>	<p><b>【Deleted】</b></p>

Original provisions	Amended provisions
<p><b>Article 41</b> The Company shall maintain a register of shareholders and register the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the name, address (residence), occupation or nature of each shareholder;</li> <li>(2) the class and number of shares held by each shareholder;</li> <li>(3) the amount paid-up or payable in respect of shares held by each shareholder;</li> <li>(4) the serial numbers of the shares held by each shareholder;</li> <li>(5) the date on which each shareholder registers as a shareholder;</li> <li>(6) the date on which each shareholder ceases to be a shareholder.</li> </ol> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except with evidence to prove the contrary.</p>	<p><b>Article 43</b> The Company shall maintain a register of shareholders and register the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the name, address (residence), occupation or nature of each shareholder;</li> <li>(2) the class and number of shares held by each shareholder;</li> <li>(3) the amount paid-up or payable in respect of shares held by each shareholder;</li> <li>(4) the serial numbers of the shares held by each shareholder;</li> <li>(5) the date on which each shareholder registers as a shareholder;</li> <li>(6) the date on which each shareholder ceases to be a shareholder.</li> <li><b><u>(7) the restrictions such as pledge, freezing and other prohibition imposed on shares held by shareholders.</u></b></li> </ol> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except with evidence to prove the contrary.</p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 42</b> Subject to the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All instruments of transfer and other documents related to the ownership of any H shares or affecting the ownership of any H shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the Hong Kong Stock Exchange.</p> <p>Where two or more than two persons are registered as joint holders of any shares, they should be deemed as joint owners of such shares and subject to the following restrictions:</p> <ol style="list-style-type: none"> <li>(1) the restricted number of holders jointly registered shall not exceed four if the Company is entitled to restrict the number of shareholders of joint holders account;</li> <li>(2) all joint holders of any shares shall jointly and severally assume obligation for all amounts payable for relevant shares;</li> <li>(3) if one of the joint holders deceased, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board of Directors shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of the relevant shareholder where it deems appropriate to do so; and</li> </ol>	<p><b>Article 44</b> Subject to the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All instruments of transfer and other documents related to the ownership of any H shares or affecting the ownership of any H shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the Hong Kong Stock Exchange.</p>



Original provisions	Amended provisions
<p>(4) in case of joint holders of any shares, only the joint holder that is listed first in the register of shareholders shall be entitled to take relevant shares, receive notices of the Company, and attend the shareholders' general meetings of the Company or exercise the full voting right of the relevant shares. Any notice served to the aforesaid person shall be deemed as having been served to all the joint holders of the relevant shares. Any one of the joint holders may sign a proxy form, but if more than one joint holder attends the shareholders' general meeting in person or by proxy, the resolution made by the joint holder with priority shall be accepted as the sole resolution made on behalf of other joint holders (regardless of whether it is made in person or by proxy). In this respect, the priority of shareholders shall be determined according to the order of ranking of the joint holders of relevant shares in the register of shareholders.</p>	
<p><b>Article 47</b> Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession. Such personnel shall not transfer the Company's shares in their possession within half a year after they have terminated their employment with the Company. Such restrictions shall comply with the relevant provisions of the Main Board Listing Rules if H Shares are involved.</p>	<p><b>Article 49</b> Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession. Such personnel shall not transfer the Company's shares in their possession within half a year after they have terminated their employment with the Company. Such restrictions shall comply with the relevant provisions of the <u>HKEx</u> Listing Rules if H Shares are involved.</p>

Original provisions	Amended provisions
<p><b>Article 49</b> No share transfer may be entered in the register of shareholders within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 51</b> <u>Where the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company's shares are listed stipulate the period of closure of the register of shareholders</u> before the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, <u>such provisions shall prevail.</u></p>
<p><b>Article 55</b> A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. All classes of shareholders of the Company shall rank pari passu over any distribution by way of dividend or any other forms of distribution.</p> <p>All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</p> <p>A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p><b>Article 57</b> A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>

<b><u>Original provisions</u></b>	<b><u>Amended provisions</u></b>
<p><b>Article 56</b> Holders of ordinary shares of the Company shall have the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</li> <li>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;</li> <li>(3) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries;</li> <li>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</li> <li>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> <li>1. a copy of the Articles of Association upon payment of a reasonable charge;</li> <li>2. the right to inspect for free or the right to inspect and copy subject to payment of a reasonable charge: <ol style="list-style-type: none"> <li>(1) a copy of register of all classes of shareholders;</li> </ol> </li> </ol> </li> </ol>	<p><b>Article 58</b> Holders of ordinary shares of the Company shall have the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</li> <li>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;</li> <li>(3) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries;</li> <li>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</li> <li>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> <li>1. a copy of the Articles of Association upon payment of a reasonable charge;</li> <li>2. the right to inspect for free or the right to inspect and copy subject to payment of a reasonable charge: <ol style="list-style-type: none"> <li>(1) a copy of register of all classes of shareholders;</li> </ol> </li> </ol> </li> </ol>

<u>Original provisions</u>	<u>Amended provisions</u>
<p>(2) personal particulars of directors, supervisors, general manager and other senior management officers of the Company, including;</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and positions;</p> <p>(e) identity document and numbers thereof.</p> <p>(3) a report on the state of the issued share capital of the Company;</p> <p>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</p> <p>(5) special resolutions of the Company;</p> <p>(6) reports showing the quantity and par value in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares); the latest audited financial statements of the Company;</p>	<p>(2) personal particulars of directors, supervisors, general manager and other senior management officers of the Company, including;</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and positions;</p> <p>(e) identity document and numbers thereof.</p> <p>(3) a report on the state of the issued share capital of the Company;</p> <p>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</p> <p>(5) special resolutions of the Company;</p> <p>(6) reports showing the quantity and par value in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares); the latest audited financial statements of the Company;</p>

Original provisions	Amended provisions
<p>(7) minutes of the shareholders' general meetings (for shareholders' review only);</p> <p>(8) corporate bond counterfoils, minutes of shareholders' general meetings (for shareholders' inspection only), special resolutions of shareholders' general meetings, resolutions of the Board and resolutions of the Supervisory Committee of the Company;</p> <p>(9) copy of the latest annual inspection report filed with the State Administration for Industry &amp; Commerce of the PRC or other competent authorities.</p>	<p>(7) minutes of the shareholders' general meetings (for shareholders' review only);</p> <p>(8) corporate bond counterfoils, minutes of shareholders' general meetings (for shareholders' inspection only), special resolutions of shareholders' general meetings, resolutions of the Board and resolutions of the Supervisory Committee of the Company;</p> <p>(9) copy of the latest annual inspection report filed with the State Administration for Industry &amp; Commerce of the PRC or other competent authorities.</p>
<p>The Company shall deposit the documents in clauses (1) to (9) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Main Board Listing Rules available for free inspection of the public and the holders of overseas-listed foreign shares.</p>	<p>The Company shall deposit the documents in clauses (1) to (9) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the <b>HKEx</b> Listing Rules available for free inspection of the public and the holders of overseas-listed foreign shares.</p>
<p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p>	<p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p>
<p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p>	<p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p>
<p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p>	<p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p>
<p>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</p>	<p>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</p>
<p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>

Original provisions	Amended provisions
/	<p><u>Article 59 Where a shareholder requests to inspect the relevant information as mentioned in Article 58 or asks for relevant documents, he/she shall provide the Company with documents showing the class and number of shares he/she holds. The Company shall provide such information as requested by the shareholder whose identification has been verified.</u></p>
/	<p><u>Article 60 If any resolution of a shareholders' general meeting or board meeting is in violation of the laws and administrative regulations, the shareholders shall have the right to request the court to invalidate the said resolution.</u></p> <p><u>If the meeting convening procedures and voting methods of the shareholders' general meetings or board meetings of the Company are in violation of the laws, administrative regulations or these Articles of Association, if the contents of any resolution are in breach of these Articles of Association, the shareholders shall have the right to request the court to annul the said procedures, methods or resolutions within 60 days after the date of the resolution.</u></p>
/	<p><u>Article 61 Where any director or member of the senior management personnel violates any laws or these Articles of Association in his/her performance of duties and powers and thereby causes any loss to the Company, shareholders who individually or jointly hold 1% or more of the Company's shares for 180 days consecutively or more may request the Supervisory Committee in writing to file a lawsuit with the people's court. Where the Supervisory Committee violates any laws or these Articles of Association in its performance of duties and powers and thereby causes any loss to the Company, shareholders may request the board of directors in writing to file a lawsuit with the people's court.</u></p> <p><u>Where the Supervisory Committee or the board of directors refuses to file a lawsuit upon receipt of an aforementioned written request in the preceding paragraph, or where it fails to file a lawsuit within 30 days upon receipt of the request, or where it is in an emergency that the failure to initiate a lawsuit immediately may cause irretrievable damage to the interests of the Company, the aforementioned shareholders in the preceding paragraph shall have the right to directly file a lawsuit with the people's court in his/her own name to protect the interest of the Company.</u></p> <p><u>In the event that the legitimate rights and interests of the Company are impaired and losses are incurred thereof, the aforementioned shareholders in the first paragraph of this Article shall have the right to file a lawsuit with the people's court in accordance with the provisions in the preceding two paragraphs of this Article.</u></p>



Original provisions	Amended provisions
/	<p><b>Article 62</b> <u>Where any director or member of the senior manager personnel does any act jeopardizing the shareholders' interests by violating any laws or these Articles of Association, shareholders shall have the right to file a lawsuit with the people's court.</u></p>
<p><b>Article 57</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) to assume liability of the Company based on the shares held by them;</li> <li>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</li> <li>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</li> </ol> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p><b>Article 63</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) not to <u>surrender the shares</u> after approval and registration by the Company, except as provided in laws and regulations;</li> <li><b>(4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company;</b></li> </ol> <p><b><u>Where the shareholder's abuse of its power causes damage to other shareholders, such shareholder shall be liable to compensation in accordance with the laws.</u></b></p> <p><b><u>Where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, such shareholder shall bear joint liability for the debts of the Company.</u></b></p> <ol style="list-style-type: none"> <li>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</li> </ol> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>

Original provisions	Amended provisions
<p><b>Article 58</b> In addition to obligations imposed by laws, administrative regulations 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 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> <ol style="list-style-type: none"> <li>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</li> <li>(2) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;</li> <li>(3) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right and voting right, but excluding any corporate restructuring proposal submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.</li> </ol>	<p><b>Article 64</b> <u>The controlling shareholder and actual controller of the Company may not take advantage of their related (connected) relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.</u></p> <p><u>If a shareholder holding more than 5% of the Company's voting shares pledges the shares held by him/her/it, he/she/it shall make a written report to the Company at the date of the event.</u></p> <p><u>The controlling shareholder and actual controller of the Company bear a fiduciary duty towards the Company and public shareholders. The controlling shareholder shall exercise its/his/her rights as an investor in strict accordance with the laws. The controlling shareholder may not use means such as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its/his/her controlling position to harm the lawful rights and interests of the Company and the public shareholders.</u></p> <p>In addition to obligations imposed by laws, administrative regulations 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 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> <ol style="list-style-type: none"> <li>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</li> <li>(2) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;</li> <li>(3) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right and voting right, but excluding any corporate restructuring proposal submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.</li> </ol>

<b><u>Original provisions</u></b>	<b><u>Amended provisions</u></b>
<p><b>Article 61</b> The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to decide the Company's operational guidelines and investment schemes;</li> <li>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</li> <li>(3) to consider and approve the reports of the Board of Directors;</li> <li>(4) to consider and approve the reports of the Supervisory Committee;</li> <li>(5) to consider and approve the Company's annual financial budgets and final accounts;</li> <li>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</li> <li>(7) to resolve on increase or reduction in the Company's registered capital;</li> <li>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</li> <li>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</li> <li>(10) to formulate and amend the Articles of Association;</li> <li>(11) to consider the motions put forward by shareholders individually or jointly holding 5% or more of the Company's shares with voting rights;</li> <li>(12) to decide the engagement, re-appointment or dismissal of the accounting firms;</li> <li>(13) to consider and approve the external guarantees subject to the approval of the shareholders' general meeting;</li> </ol>	<p><b>Article 67</b> The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to decide the Company's operational guidelines and investment schemes;</li> <li>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</li> <li>(3) to consider and approve the reports of the Board of Directors;</li> <li>(4) to consider and approve the reports of the Supervisory Committee;</li> <li>(5) to consider and approve the Company's annual financial budgets and final accounts;</li> <li>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</li> <li>(7) to resolve on increase or reduction in the Company's registered capital;</li> <li>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</li> <li>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</li> <li>(10) to amend the Articles of Association;</li> <li>(11) to consider the motions put forward by shareholders individually or jointly holding <b>3%</b> or more of the Company's shares with voting rights;</li> <li>(12) to decide the engagement, re-appointment or dismissal of the accounting firms;</li> <li>(13) to consider and approve the external guarantees subject to the approval of the shareholders' general meeting;</li> </ol>

Original provisions	Amended provisions
<p>(14) to consider the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(15) to consider the share incentive plan;</p> <p>(16) to consider and approve matters on change of the use of proceeds;</p> <p>(17) to consider and approve any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider and approve other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.</p>	<p>(14) to consider the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(15) to consider the share incentive plan;</p> <p>(16) to consider and approve matters on change of the use of proceeds;</p> <p>(17) to consider and approve any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider and approve other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.</p>
<p>The shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the annual general meeting:</p> <p>Subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p> <p>To authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>	<p><b><u>Subject to the laws, regulations and mandatory provisions of the listing rules of the listing place</u></b>, the shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to at the annual general meeting.</p>

Original provisions	Amended provisions
<p><b>Article 63</b> The following guarantees provided to third parties by the Company shall be subject to consideration and approval at general meetings:</p> <ol style="list-style-type: none"> <li>(1) any guarantee provided after the total amount of guarantees provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</li> <li>(2) any guarantee provided after the total amount of guarantees provided by the Company has reached or exceeded 30% of the latest audited total assets;</li> <li>(3) a guarantee provided to a party whose asset-liability ratio is higher than 70%;</li> <li>(4) a single guarantee, the amount of which exceeds 10% of the latest audited net assets;</li> <li>(5) a guarantee provided to shareholders, de facto controller and their connected/related parties;</li> <li>(6) other provisions of guarantees that are required to be submitted to the general meeting for approval as prescribed by the laws and the Articles of Association. The provision of guarantee to third parties other than as mentioned above shall be subject to the consideration and approval of the board of directors as authorized by the general meeting.</li> </ol>	<p><b>Article 69</b> The following guarantees provided to third parties by the Company shall be subject to consideration and approval at general meetings:</p> <ol style="list-style-type: none"> <li>(1) <b><u>a single guarantee, the amount of which exceeds 10% of the Company's latest audited net assets;</u></b></li> <li>(2) any guarantee <b>provided</b> after the total amount of guarantees provided by the Company <b>and its controlled subsidiaries</b> exceeds <b>50%</b> of the Company's latest audited <b>net assets</b>;</li> <li>(3) a guarantee provided to a party whose asset-liability ratio is higher than 70%;</li> <li>(4) <b><u>guarantees of which the guaranteed amount in the twelve consecutive months exceeds 50% of the Company's latest audited net assets and the absolute amount exceeds RMB50 million;</u></b></li> <li>(5) <b><u>guarantees of which the guaranteed amount in the twelve consecutive months exceeds 30% of the Company's latest audited total assets;</u></b></li> <li>(6) a guarantee provided to shareholders, de facto controller and their connected/related parties;</li> </ol>

Original provisions	Amended provisions
	<p>(7) <u>other guarantees as specified by the stock exchanges where the Company's shares are listed and the Articles of Association. The provision of security for third parties other than as mentioned above shall be subject to the review and approval of the Board of Directors as authorized by the general meeting. When the board of directors considers the guarantee matters, such matters shall be passed by approval of more than two-thirds of the directors present at the board meeting. When the general meeting considers the guarantee matters in item (5) of the first paragraph, such matters shall be passed by approval of more than two-thirds of the voting rights held by the shareholders present at the meeting.</u></p> <p><u>The "external guarantee" in these Articles of Association refers to the guarantee provided by the Company to others, including the guarantee provided by the Company to its controlled subsidiaries. The "total amount of guarantees provided by the Company and its controlled subsidiaries" refers to the sum of the total external guarantees provided by the Company (including the guarantees provided by the Company to its controlled subsidiaries) and the total external guarantees provided by the Company's controlled subsidiaries.</u></p> <p><u>When the general meeting considers the resolution regarding guarantees provided to shareholders, actual controllers and their related parties, such shareholders or shareholders controlled by the actual controllers shall not participate in the voting, and such resolution shall be passed by approval of more than half of the voting rights held by other shareholders present at the general meeting.</u></p> <p><u>If the Company provides guarantees for a wholly-owned subsidiary or guarantees for a controlled subsidiary and other shareholders of such subsidiary would provide guarantees in proportion to their rights and interests, and such guarantees fall within the scope of items (1) to (4) of the first paragraph of this article, they can be exempted from being submitted to the general meeting for consideration, except as otherwise stipulated in the Articles of Association.</u></p>



Original provisions	Amended provisions
<p><b>Article 65</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</li> <li>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</li> <li>(3) where any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) in writing for the convening of an extraordinary general meeting;</li> <li>(4) when deemed necessary by the Board of Directors or when requested by the Supervisory Committee;</li> <li>(5) when proposed by two or more of independent non-executive directors;</li> <li>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.</li> </ol> <p>In any of the circumstances referred to in subparagraphs (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.</p>	<p><b>Article 71</b> A general meeting shall either be an <b>annual general meeting</b> or an extraordinary general meeting. <b>Annual general meetings</b> shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p><b>The Company</b> shall convene an extraordinary general meeting within 2 months from the date of <b>occurrence</b> of <b>any one of the following circumstances</b>:</p> <ol style="list-style-type: none"> <li>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</li> <li>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</li> <li>(3) where any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) in writing for the convening of an extraordinary general meeting;</li> <li>(4) when deemed necessary by the Board of Directors or when requested by the Supervisory Committee;</li> <li>(5) when proposed by two or more of independent non-executive directors;</li> <li>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.</li> </ol> <p>In any of the circumstances referred to in subparagraphs (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.</p>

Original provisions	Amended provisions
/	<p>Article 72 The right to propose to the Board that an extraordinary general meeting be convened shall be exercised by more than two of the independent non-executive directors of the Company together. The independent non-executive directors' proposal that an extraordinary general meeting be convened shall be in writing. Concerning the above request, the Board shall, in accordance with the law and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the Board does not agree to convene an extraordinary general meeting, it shall explain the reasons in writing and make an announcement accordingly.</p>
/	<p>Article 73 The Supervisory Committee is entitled to propose an extraordinary general meeting to the Board, which shall be made in writing. Concerning the above request, the Board shall, in accordance with the law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days of the decision. Any changes made to the original request in the notice shall be agreed by the Supervisory Committee.</p> <p>If the Board disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to convene the general meeting. The Supervisory Committee shall then be entitled to convene and hold the meeting itself.</p>

Original provisions	Amended provisions
<p><b>Article 66</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <ol style="list-style-type: none"> <li>(1) two or more Shareholder(s) individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</li> <li>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, the requesting shareholder(s) may request the Supervisory Committee to convene the extraordinary general meeting or class shareholders' meeting.</li> <li>(3) Where the Supervisory Committee fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</li> </ol> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Supervisory Committee to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>	<p><b>Article 74</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <ol style="list-style-type: none"> <li>(1) two or more Shareholder(s) individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. <b><u>The Board shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting or class shareholders' meeting within ten days after receiving such requisition(s).</u></b></li> <li>(2) <b><u>In the event that the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days after receiving such requisition(s), shareholders individually or collectively holding 10% or more of the Company's shares shall be entitled to propose to the Supervisory Committee to convene the extraordinary general meeting or class shareholders' meeting, provided that such proposal shall be made in writing.</u></b></li> <li>(3) <b><u>In the event that the Supervisory Committee agrees to convene an extraordinary general meeting, the notice of the general meeting or class shareholders' meeting shall be issued within five days after receiving such proposal. Any changes to the original proposal made in the notice shall require prior approval of the shareholders concerned.</u></b></li> </ol> <p><b><u>Failure of the Supervisory Committee to issue the notice of the general meeting within required time frame shall be deemed as failure of the Supervisory Committee to convene and preside over a general meeting, in which case, shareholders individually or collectively holding 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over the meeting on its/his/her/their own.</u></b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
	<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Supervisory Committee to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>
/	<p><b><u>Article 75 In the event that the Supervisory Committee or the shareholder(s) decide(s) to convene the shareholders' general meeting on its/his/her/their own, the Supervisory Committee or the shareholder(s) shall notify the board of directors in writing, and file with the branch office of the CSRC at the place where the Company resides and the stock exchange(s).</u></b></p> <p><b><u>The shareholding of the shareholder(s) who convene(s) a shareholders' general meeting shall be no less than 10% prior to the announcement of resolutions of the shareholders' general meeting.</u></b></p> <p><b><u>The convening shareholder(s) shall submit relevant evidencing documents to the branch office of the CSRC at the place where the Company resides as well as the stock exchange(s) upon the issuance of notice of the shareholders' general meeting and announcement of resolutions of the shareholders' general meeting.</u></b></p>
/	<p><b><u>Article 76 The board of directors and the secretary to the board of directors shall cooperate when the Supervisory Committee or the shareholder(s) proceed to convene(s) a shareholders' general meeting on its/his/her/their own. The board of directors shall provide the register of shareholders as at the record date.</u></b></p> <p><b><u>Requisite costs of the meetings convened by the Supervisory Committee or shareholder(s) on its/his/her/their own shall be borne by the Company.</u></b></p>

Original provisions	Amended provisions
<p><b>Article 67</b> To convene a shareholders' general meeting, the Company shall notify all shareholders of the time, place and matters to be considered at the meeting 20 days before the date of meeting; an extraordinary general meeting shall be notified to all shareholders 15 days before the date of meeting.</p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting; the Board of Directors shall notify other shareholders within 2 days after the receipt of such proposal and table the provisional motion to the general meeting for consideration. The contents of the provisional motion shall fall within the scope of duties of the general meeting, with clear topics and specific resolutions.</p> <p>A general meeting shall not transact matters not stated in the two above-mentioned notices of meeting.</p> <p>Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council during 20 days to 25 days prior to the date of the meeting. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p><b>Article 77</b> For the <b>Company</b> to convene an <b>annual</b> general meeting, the <b>convener</b> shall notify all shareholders of the time, place and matters to be considered at the meeting 20 days before the date of meeting; an extraordinary general meeting shall be notified to all shareholders 15 days before the date of meeting. <b><u>The calculation of relevant time frame is exclusive of the date on which such meeting is held.</u></b></p> <p><b>Article 78</b> <b><u>The contents of proposals before the general meeting shall fall within the authority of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws and these Articles of Association.</u></b></p> <p><b><u>Proposal before the general meeting shall be in writing.</u></b></p> <p><b>Article 79</b> <b><u>The Board, Supervisory Committee and shareholders individually or jointly holding more than 3% of shares in the Company are entitled to make proposals at the general meeting.</u></b></p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the <b>convener</b> 10 days before the date of shareholders' general meeting; the <b>convener</b> shall <b><u>issue a supplemental notice of the general meeting and make a public announcement of the contents of such provisional motion(s)</u></b> and table the provisional motion to the general meeting for consideration. The contents of the provisional motion shall fall within the scope of duties of the general meeting, with clear topics and specific resolutions.</p> <p><b><u>Except as provided in the preceding paragraph, the convener shall not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.</u></b></p> <p><b><u>Any motion which is not stated in the notice of shareholders' general meeting or not in compliance with Article 78 of these Articles of Association shall not be voted and passed as resolutions at the shareholders' general meeting.</u></b></p>

Original provisions	Amended provisions
	<p>Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>
<p><b>Article 68</b> Notice of a shareholders' general meeting shall:</p> <ol style="list-style-type: none"> <li>(1) be in writing;</li> <li>(2) specify the time, place and date of the meeting;</li> <li>(3) set out the matters to be considered at the meeting;</li> <li>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</li> </ol>	<p><b>Article 80</b> Notice of a shareholders' general meeting shall:</p> <ol style="list-style-type: none"> <li>(1) be in writing;</li> <li>(2) specify the time, place and date of the meeting;</li> <li>(3) set out the matters to be considered at the meeting;</li> <li>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</li> </ol>

Original provisions	Amended provisions
<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that <b><u>all shareholders are entitled to attend the general meeting</u></b> and a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p> <p><b><u>(9) specify the record date for shareholders who are entitled to attend the shareholders' general meeting;</u></b></p> <p><b><u>(10) specify the name and telephone number of the contact person for the meeting.</u></b></p>
/	<p><b><u>Article 87 The Company shall be responsible for preparing the meeting register of the attending persons. The meeting register shall contain the names (or names of the legal persons), ID card numbers, addresses of the residence, the number of shares held or represented with voting rights, the names of the principals (or names of the legal persons) and other matters.</u></b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
/	<p><u>Article 88 The convener and the legal advisers retained by the Company shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the number of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of voting shares in their possession, registration for the meeting shall be ended.</u></p>
/	<p><u>Article 89 When convening a shareholders' general meeting, all directors, supervisors and the secretary to the board of directors shall attend the meeting in person while the managers and other senior management personnel shall be in attendance the meeting as non-voting participants.</u></p>



Original provisions	Amended provisions
<p><b>Article 75</b> A shareholders' general meeting shall be convened and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the meeting shall be convened and presided over by the vice chairman of the Board of Directors; where both the chairman and the vice chairman of the Board of Directors are unable to attend the meeting, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p><b>Article 90</b> A shareholders' general meeting shall be convened and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the meeting shall be convened and presided over by the vice chairman of the Board of Directors; where both the chairman and the vice chairman of the Board of Directors <b><u>are unable to perform or fail to perform their duties, a director shall be jointly elected by more than half of the directors to preside over the meeting.</u></b></p> <p>A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the presider of the meeting violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a presider of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the presider of the meeting.</p>

<u>Original provisions</u>	<u>Amended provisions</u>
/	Article 91 <u>The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling and voting at general meeting, and cover notification, registration, consideration of proposals, voting, vote counting, announcement of voting results, adoption of meeting resolutions, keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the Board by the general meeting. The contents of the authorization shall be clear and specific. The Rules of Procedure for General Meetings shall be annexed to the Articles of Association and shall be prepared by the Board of Directors and approved by the general meeting of shareholders.</u>
/	Article 92 <u>The Board and the Supervisory Committee shall report on their work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.</u>
/	Article 93 <u>The directors, supervisors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting, unless the matter involves trade secrets of the Company that cannot be disclosed at a general meeting.</u>

Original provisions	Amended provisions
/	<p><u>Article 94 The presider of the meeting shall announce the number of shareholders and proxies present at the meeting in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting in person and the total number of voting shares held by them.</u></p> <p><u>Minutes shall be kept of general meetings and the secretary to the Board shall be responsible therefor.</u></p> <p><u>The meeting minutes shall include:</u></p> <ol style="list-style-type: none"> <li><u>(1) time, place and agenda of the meeting and name of the convener;</u></li> <li><u>(2) name of the presider of the meeting and directors, supervisors, managers and other senior management members present or in attendance at the meeting;</u></li> <li><u>(3) number of the present shareholders and proxies, the total number of voting shares they represent and the percentage of the total shares of the Company they represent;</u></li> <li><u>(4) the discussions in respect of each proposal, highlights of the speeches made at the meeting and the voting results;</u></li> <li><u>(5) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;</u></li> <li><u>(6) the name of lawyers, counting officers and scrutinizers;</u></li> <li><u>(7) such other matters which shall be recorded in the meeting minutes in accordance with the Articles of Association.</u></li> </ol>
/	<p><u>Article 95 The convener shall ensure that the meeting minutes are true, accurate and complete. The directors, supervisors and secretary to the Board who attended the meeting, the convener or his/her representative and the presider of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.</u></p>

Original provisions	Amended provisions
/	<p><b>Article 96</b> The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner. At the same time, the convener shall deliver a report to the branch office of the CSRC at the place where the Company resides and the stock exchange(s).</p>
<p><b>Article 76</b> Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, more than one-half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting or cast abstention vote. If a shareholder or his proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his proxy shall not be counted in the voting results of the Company.</p>	<p><b>Article 97</b> Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, <b><u>one-half or more</u></b> of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p>
<p><b>Article 77</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one votes upon voting at the shareholders' general meeting. However, shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p>	<p><b>Article 98</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one votes upon voting at the shareholders' general meeting.</p> <p><b><u>When a shareholders' general meeting reviews on significant matters which have an impact on the interests of small and medium investors, the voting of medium and small investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.</u></b></p>

Original provisions	Amended provisions
<p>Where any shareholder is, under the applicable laws and regulations and the HKEx Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>	<p>Shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p><b><u>The Company's board of directors, independent non-executive directors and shareholders who meet the relevant regulations may publicly solicit shareholders' voting rights. When soliciting shareholders' voting rights, they shall fully disclose the specific voting intention and other information to the persons solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</u></b></p> <p><b><u>When the general meeting reviews matters in relation to related (connected) transactions, the related (connected) shareholders shall not participate in voting. The number of shares with voting rights as represented by such shareholders shall not be counted as part of the total number of valid voting shares. The announcement of the resolutions of the general meeting shall fully disclose the votes of non-related (unconnected) shareholders.</u></b></p> <p>Where any shareholder is, under the applicable laws and regulations and the HKEx Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p> <p><b><u>On the premise of ensuring the legality and effectiveness of the general meeting, the Company shall give priority to providing modern information technology means such as a network-based voting platform through various means and channels to facilitate the participation of shareholders in the general meeting.</u></b></p>

Original provisions	Amended provisions
<p><b>Article 78</b> At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after a vote is carried out by a show of hands:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least two shareholders present in person or by proxy entitled to vote; and</p> <p>(3) one or more shareholders present in person or by proxy and representing 10% or more shares carrying the right to vote at the meeting individually or jointly. Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.</p>	<p><b>【Deleted】</b></p>
<p>/</p>	<p><b>Article 99</b> <u>In addition to the resolutions on procedures or administrative matters of the general meeting as stipulated by the HKEx Listing Rules (which can be made by the presider of the meeting on the principle of good faith and voted by show of hands), the general meeting shall apply the voting methods of disclosed ballot or other methods permitted by the securities regulatory rules of the places where the Company's shares are listed.</u></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 79</b> A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution of that meeting.</p>	<p><b>Article 100</b> A poll demanded on such matters as the election of <b>presider</b> or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matters shall be taken at such time as the <b>presider</b> may decide, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution of that meeting.</p>
<p><b>Article 81</b> In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</p>	<p><b>Article 102</b> In the case of an equality of votes, the <b>presider</b> of the meeting shall have a casting vote.</p>
<p><b>Article 82</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) work reports of the Board of Directors and the Supervisory Committee;</li> <li>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</li> <li>(3) appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and manner of payment thereof;</li> <li>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</li> <li>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</li> </ol>	<p><b>Article 103</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) work reports of the Board of Directors and the Supervisory Committee;</li> <li>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</li> <li>(3) appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and manner of payment thereof;</li> <li>(4) the Company's annual financial budgets and final accounts, <b>the Company's annual report</b>, balance sheets, income statements and other financial statements;</li> <li>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</li> </ol>

<b><u>Original provisions</u></b>	<b><u>Amended provisions</u></b>
<p><b>Article 83</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</li> <li>(2) issue of corporate debentures of the Company;</li> <li>(3) demerger, merger, dissolution and liquidation of the Company;</li> <li>(4) change of corporate form of the Company;</li> <li>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</li> <li>(6) amendment to the Articles of Association;</li> <li>(7) consideration and implementation of share incentive scheme;</li> <li>(8) any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</li> <li>(9) other matters required by the HKEx Listing Rules to be adopted by special resolution.</li> </ol>	<p><b>Article 104</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</li> <li>(2) issue of corporate debentures of the Company;</li> <li>(3) demerger, merger, dissolution and liquidation of the Company;</li> <li>(4) change of corporate form of the Company;</li> <li>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</li> <li>(6) amendment to the Articles of Association;</li> <li>(7) <b><u>repurchase of the shares of the Company;</u></b></li> <li><b><u>(8)</u></b> consideration and implementation of share incentive scheme;</li> <li><b><u>(9)</u></b> any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</li> <li><b><u>(10)</u></b> other matters required by the listing rules of the <b><u>stock exchange(s) on which the shares of the Company are listed</u></b> to be adopted by special resolution.</li> </ol>



Original provisions	Amended provisions
<p><b>Article 84</b> All directors, supervisors, general managers and other senior management officers shall attend the shareholders' general meeting as non-voting participants if being requested. The directors, supervisors, general managers and other senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanation in respect of inquiries of shareholders at the shareholders' general meeting, except for those matters in relation to business secrets of the Company which cannot be made public.</p>	<p><b>【Deleted】</b></p>
<p><b>Article 85</b> The chairman of the meeting shall determine whether a resolution at a shareholders' general meeting is passed based on the voting result. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	<p><b>Article 105</b> The presider of the meeting shall determine whether a resolution at a shareholders' general meeting is passed based on the voting result. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>
<p>/</p>	<p><b>Article 106</b> <u>The list of candidates for directors and supervisors (not being staff representatives) shall be submitted to the general meeting for voting by way of proposal.</u></p> <p><u>When the shareholders in the general meeting vote in respect of the election of directors and supervisors (not being staff representatives), a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</u></p> <p><u>The “cumulative voting system” as referred above means that when a director or supervisor (not being staff representatives) is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used. The Board of Directors shall announce the profile and basic information of each candidate for directors or supervisors to the shareholders.</u></p>
<p>/</p>	<p><b>Article 108</b> <u>In addition to the cumulative voting system, the general meeting shall resolve all the proposals separately. Where there are several proposals for the same matter, such proposals shall be resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolutions can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused to vote at the general meeting.</u></p>

<u>Original provisions</u>	<u>Amended provisions</u>
/	<p><u>Article 109 When considering a proposal, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new proposal and may not be voted on at the current general meeting.</u></p>
/	<p><u>Article 110 The same voting right shall only be exercised by one means, either through on-site voting or via internet or other voting means. If the same voting right is exercised by more than one means, the result of the first vote cast shall prevail.</u></p>
/	<p><u>Article 111 Before the general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is interested in the matter to be discussed, the relevant shareholder and its/his/her proxy shall not participate in vote counting or scrutinize the voting.</u></p> <p><u>When a general meeting vote on proposals, the counting of votes and scrutinizing of voting shall be conducted jointly by lawyers, shareholder representatives and supervisor representatives. The voting results shall be announced during the meeting. The voting results shall be contained in the meeting minutes.</u></p> <p><u>A shareholder of the Company or its/his/her proxy, who uses the internet or other voting methods, shall be entitled to verify its/his/her voting results through relevant voting system.</u></p>
/	<p><u>Article 112 The conclusion of the general meeting on-site cannot be earlier than voting by internet or other methods. The presider of the meeting shall announce the voting circumstances and results of each resolution, and shall also announce whether the resolutions have been passed according to the voting results.</u></p> <p><u>Before the voting results are officially announced, the Company, counting officers, scrutinizers, major shareholders, the online voting service provider and all relevant parties in relation to voting on-site, by internet and otherwise shall be obligated to keep confidential the voting results.</u></p>

Original provisions	Amended provisions
/	<p><b>Article 113</b> A shareholder (including its/his/her proxy) present the meeting shall vote in favor of or against or abstain from voting on each resolution relating to every matter which has been put to vote at the relevant meeting, except for the declaration by securities registration and settlement institutions as the nominal holders of shares that can be traded through mutual stock market access between the Mainland and Hong Kong, according to the intention of actual holders.</p> <p><b>Ballot papers that are left in blank, unduly completed or illegible or that have not been used, are deemed as waiver of voting rights by the voter, and the voting results corresponding to the shares in their possession shall be classified as “Abstain from voting”.</b></p> <p><b>If a shareholder or its/his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.</b></p>
<p><b>Article 87</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p>	<p><b>Article 114</b> If the <b>presider</b> of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the presider of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the presider of the meeting may demand that the votes be counted immediately after the declaration of the result, and the presider of the meeting shall have the votes counted immediately.</p>
<p><b>Article 88</b> If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the address of the Company.</p>	<p>If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the address of the Company.</p>

<u>Original provisions</u>	<u>Amended provisions</u>
/	<p><u>Article 115 An announcement on the resolutions of a general meeting shall be made promptly. The announcement should list out the number of shareholders or their proxies present at the meeting, the total number of voting shares of such shareholders or proxies, the ratio of such voting shares to total voting shares of the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of domestic shareholders and foreign shareholders shall be compiled separately, and announced accordingly.</u></p> <p><u>In the event that a proposal is not passed at a general meeting, or a resolution passed at a previous general meeting is modified at this general meeting, a special note shall be made in the announcement on the resolutions of the general meeting.</u></p>
/	<p><u>Article 116 If the proposal on election of director or supervisor is passed at the general meeting, the term of office of the new director or supervisor shall commence on the date on which the resolution is approved at the shareholders' meeting or the date otherwise determined at the shareholders' meeting.</u></p>
/	<p><u>Article 117 Where a proposal on cash dividends, bonus shares or capital reserve capitalization has been approved at the general meeting, the Company shall implement the specific scheme within two months after conclusion of the general meeting.</u></p>

Original provisions	Amended provisions
<p><b>Article 90</b> Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>A class shareholder shall, in accordance with the laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.</p> <p>Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders. Where the capital of the Company includes shares which do not carry voting rights, the words “non- voting” must appear in the designation of such shares.</p> <p>Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p><b>Article 119</b> Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>A class shareholder shall, in accordance with the laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.</p> <p>Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders.</p>
<p><b>Article 91</b> Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with Articles 95 to 99 of the Articles of Association.</p> <p>No approval by a shareholders’ general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.</p> <p>The transfer by the Company’s holders of domestic shares of the shares held thereby to overseas investors for listing and trading overseas, shall not be deemed as the Company’s intention to vary or abrogate the rights of class shareholders.</p>	<p><b>Article 120</b> Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with <b>Articles [122] to [126]</b> of the Articles of Association.</p> <p>No approval by a shareholders’ general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.</p> <p>The transfer by the Company’s holders of domestic shares of the shares held thereby to overseas investors for listing and trading overseas, shall not be deemed as the Company’s intention to vary or abrogate the rights of class shareholders.</p>

Original provisions	Amended provisions
<p><b>Article 93</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of Article 94 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <ol style="list-style-type: none"> <li>(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the Hong Kong Stock Exchange under Article 29 of the Articles of Association, a “controlling shareholder” within the meaning of Article 59 of the Articles of Association;</li> <li>(2) in the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 of the Articles of Association, a shareholder who is related to the agreement;</li> <li>(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.</li> </ol> <p><b>Article 94</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to Article 95 of the Articles of Association.</p>	<p><b>Article 122</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of <b>Article [121]</b> of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <ol style="list-style-type: none"> <li>(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the Hong Kong Stock Exchange under <b>Article 32</b> of the Articles of Association, a “controlling shareholder” within the meaning of <b>Article [60]</b> of the Articles of Association;</li> <li>(2) in the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under <b>Article 32</b> of the Articles of Association, a shareholder who is related to the agreement;</li> <li>(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.</li> </ol> <p><b>Article 123</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to <b>Article [122]</b> of the Articles of Association.</p>

Original provisions	Amended provisions
<p><b>Article 95</b> In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 45 days prior to the date of the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve the written reply confirming his attendance at the class meeting to the Company 20 days prior to the date of the meeting. When calculating the time limit, the date of meeting shall not be included. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the shareholders of at least one-third of the issued shares of that class.</p> <p>Where the number of shares carrying rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying rights to vote at the meeting, the Company may hold the class meeting based thereon. If it does not reach that percentage, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered at, and the date and place for, the meeting. Once an announcement has been so made, the Company may convene the class meeting.</p> <p>If the listing rules of the stock exchange(s) on which the Company's shares are listed have specific provisions, such provisions shall be complied with.</p>	<p><b>Article 124</b> In the event that the Company convenes a class meeting, a written notice shall be issued <b><u>with reference to the requirements on notice period for extraordinary general meetings as stipulated in the Articles of Association</u></b> to shareholders whose names appear on the register of shareholders of such class, specifying the <b><u>time, place and matters to be considered at the meeting.</u></b></p> <p>If the listing rules of the stock exchange(s) on which the Company's shares are listed have specific provisions, such provisions shall be complied with.</p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 108</b> A director may resign before expiration of his term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board of Directors being less than the statutory minimum requirement, the said directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re-elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</p> <p>Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.</p> <p>Where not otherwise provided by law, the Company in general meeting shall have power by ordinary resolution to remove any director (including a managing or other executive director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.</p> <p>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days.</p>	<p><b>Article 137</b> A director may resign before expiration of his term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board of Directors being less than the statutory minimum requirement, the said directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re-elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</p> <p>Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.</p> <p>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days.</p> <p>The period for lodgment of the aforesaid notice(s) shall commence no earlier than the date after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days before the date of such general meeting.</p>



<u>Original provisions</u>	<u>Amended provisions</u>
The period for lodgment of the aforesaid notice(s) shall commence no earlier than the date after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days before the date of such general meeting.	
<b>Article 109</b> A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association.	<b>Article 138</b> A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within <b><u>two years after such expiry of term.</u></b>
/	<b>Article 140</b> <b><u>If a director has violated the laws, administrative regulations, regulations of authorities or these Articles of Association in performing his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.</u></b>

Original provisions	Amended provisions
<p><b>Article 111</b> The Company shall have independent non-executive directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 15 of the Articles of Association shall apply to independent non-executive directors. At least one independent non-executive director of the Company shall be an accounting professional. Independent non-executive directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.</p> <p>The independent non-executive director of the Company shall satisfy the basic conditions set forth below:</p> <ol style="list-style-type: none"> <li>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</li> <li>(2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;</li> <li>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;</li> <li>(4) having at least five years of working experience in legal or economic areas, or other experience indispensable for performing the duties as independent non-executive directors;</li> <li>(5) other requirements provided in the Articles of Association.</li> </ol>	<p><b>Article 141</b> The Company shall have independent non-executive directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 15 of the Articles of Association shall apply to independent non-executive directors. At least one independent non-executive director of the Company shall be an accounting professional. Independent non-executive directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.</p> <p>The independent non-executive director of the Company shall satisfy the basic conditions set forth below:</p> <ol style="list-style-type: none"> <li>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</li> <li>(2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;</li> <li>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;</li> <li>(4) having at least five years of working experience in legal or economic areas, or other experience indispensable for performing the duties as independent non-executive directors;</li> <li>(5) other requirements provided in the Articles of Association.</li> </ol> <p><b><u>As regards the system of independent non-executive directors, if not provided in this section, the provisions of relevant laws, administrative regulations, departmental rules and listing rules of the stock exchange(s) where the shares of the Company are listed shall apply.</u></b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 112</b> Any director who has withdrawn from his office without permission or who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss.</p>	<p>[Deleted]</p>
<p>/</p>	<p><b>Article 143</b> <u>Any director, before the expiration of his/her term of service, shall be liable for the losses of the Company caused by his/her absence from the Company without approval or violation of the laws, administrative regulations, regulations of authorities or these Articles of Association in performing his/her duties.</u></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 114</b> The Company shall have a board of directors which shall consists of 6 to 9 directors, the number of independent non-executive directors shall not be less than 3 and shall be more than one-third of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p>The board of directors shall have one chairman, one vice chairman who shall be elected and removed by a majority of directors. The term of office of the chairman, the vice chairman shall be three years, renewable upon re-election.</p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two. Directors are not required to hold shares of the Company.</p> <p>Save as otherwise required by the laws, regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed, the terms of office of independent non-executive directors shall be three years, renewable upon re-election, but shall not exceed nine years.</p>	<p><b>Article 144</b> The Company shall have a board of directors which shall consists of 6 to 9 directors, the number of independent non-executive directors shall not be less than 3 and shall be more than one-third of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p>The board of directors shall have one chairman, one vice chairman who shall be elected and removed by a majority of directors. The term of office of the chairman, the vice chairman shall be three years, renewable upon re-election.</p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two. Directors are not required to hold shares of the Company.</p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 115</b> The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene the shareholders' general meeting, to propose at the shareholders' general meeting to pass the relevant matters and report its work to the shareholders' general meeting;</li> <li>(2) to implement the resolutions of the shareholders' general meetings;</li> <li>(3) to decide on the Company's business plans and investment plans;</li> <li>(4) to formulate the Company's annual financial budgets and final accounts;</li> <li>(5) to formulate the Company's profit distribution plan and plan for recovery of losses;</li> <li>(6) to formulate proposals for the increase or decrease of the registered capital of the Company, the issue of shares and corporate bonds or other securities, and the listing;</li> <li>(7) to formulate proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;</li> <li>(8) to decide on the establishment of the Company's internal management structure;</li> <li>(9) to appoint or dismiss the Company's general manager and secretary of the Board of Directors, and to appoint or dismiss other senior management officers, such as the deputy general manager and the chief financial officer of the Company pursuant to the nominations of the general manager;</li> <li>(10) to decide on the matters relating to the remuneration of the aforesaid senior management officers;</li> </ol>	<p><b>Article 145</b> The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene the shareholders' general meeting and report its work to the shareholders' general meeting;</li> <li>(2) to implement the resolutions of the shareholders' general meetings;</li> <li>(3) to decide on the Company's business plans and investment plans;</li> <li>(4) to formulate the Company's annual financial budgets and final accounts;</li> <li>(5) to formulate the Company's profit distribution plan and plan for recovery of losses;</li> <li>(6) to formulate proposals for the increase or decrease of the registered capital of the Company, the issue of shares and corporate bonds or other securities, and the listing;</li> <li>(7) to formulate proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;</li> <li><b><u>(8) to decide, within the authority granted to them in shareholders' general meeting, on matters such as external investment, purchase or disposal of assets, pledges on assets, financial management arrangements, bank facilities and related (connected) transactions of the Company;</u></b></li> <li><b><u>(9) to consider and approve external guarantees provided by the Company that need not to be considered and approved by the general meeting under Article [69] of these Articles of Association;</u></b></li> <li><b><u>(10)</u></b> to decide on the establishment of the Company's internal management structure;</li> </ol>

Original provisions	Amended provisions
<p>(11) to formulate the Company's basic management system;</p> <p>(12) to formulate proposals for amendment to the Articles of Association;</p> <p>(13) to decide on investment, acquisition or sale of assets, financing, connected person transactions, etc. as specified in the Listing Rules of Hong Kong Stock Exchange;</p> <p>(14) to decide on other major affairs of the Company, save for matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p>(15) to exercise other functions and powers conferred by the laws and regulations, the Listing Rules of Hong Kong Stock Exchange, the Articles of Association or the general meetings.</p> <p>The Board shall also be responsible for the following issues:</p> <p>(1) to formulate the Company's corporate governance system and to review and improve its corporate governance;</p> <p>(2) to review and supervise the training for and continuous professional development of directors and senior management;</p> <p>(3) to review and supervise the systems formulated and observation thereof by the Company and to make relevant disclosures as per the laws and relevant provisions of the securities regulatory authority of the place where the Company's shares are listed;</p> <p>(4) to work out the Company's code of conduct and relevant compliance manual for its employees and directors, and to review and supervise their behaviors.</p>	<p><b><u>(11)</u></b> to appoint or dismiss the Company's general manager and secretary of the Board of Directors, and to appoint or dismiss other senior management officers, such as the deputy general manager and the chief financial officer of the Company pursuant to the nominations of the general manager, <b><u>and to decide on the matters relating to their remuneration, rewards and punishments;</u></b></p> <p><b><u>(12)</u></b> to formulate the Company's basic management system;</p> <p><b><u>(13)</u></b> to formulate proposals for amendment to the Articles of Association;</p> <p><b><u>(14)</u></b> to manage the information disclosure of the Company;</p> <p><b><u>(15)</u></b> to propose to the general meeting the appointment or replacement of an accounting firm that provides audit services to the Company;</p> <p><b><u>(16)</u></b> to receive the work reports of Company's manager(s) and inspect his/her work;</p> <p><b><u>(17)</u></b> to decide on other major affairs of the Company, save for matters to be resolved at general meetings as required by the Company Law and the Articles of Association;</p> <p><b><u>(18)</u></b> to exercise other functions and powers conferred by the laws and regulations, the Listing Rules of Hong Kong Stock Exchange, the Articles of Association or the general meetings.</p> <p>Except for the matters specified in subparagraphs (6), (7) and <b><u>(13)</u></b> or other listing rules which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p> <p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>

Original provisions	Amended provisions
<p>The Board shall be responsible for the above corporate governance functions and may also assign its responsibilities to one or more special committees under it.</p> <p>Except for the matters specified in subparagraphs (6), (7) and (12) or other listing rules which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p> <p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p> <p>When the decision on major affairs should be made by the Communist Party Committee of the Company in the course of study on the decision on major affairs by the Board of Directors, the Board of Directors should accept advises from the Communist Party Committee in priory.</p>	<p>When the decision on major affairs should be made by the Communist Party Committee of the Company in the course of study on the decision on major affairs by the Board of Directors, the Board of Directors should accept advises from the Communist Party Committee in priory.</p> <p><b>Article 146    <u>The Board shall also be responsible for the following matters:</u></b></p> <ol style="list-style-type: none"> <li data-bbox="810 521 1396 619"><b><u>(1)    to formulate the Company's corporate governance system and to review and improve its corporate governance;</u></b></li> <li data-bbox="810 651 1396 749"><b><u>(2)    to review and supervise the training for and continuous professional development of directors and senior management;</u></b></li> <li data-bbox="810 780 1396 1006"><b><u>(3)    to review and supervise the systems formulated and observation thereof by the Company and to make relevant disclosures as per the laws and relevant provisions of the securities regulatory authority of the place where the Company's shares are listed;</u></b></li> <li data-bbox="810 1038 1396 1315"><b><u>(4)    to formulate the Company's code of conduct and relevant compliance manual for its employees and directors, and to review and supervise their behaviors. The Board shall be responsible for the above corporate governance functions and may also assign its responsibilities to one or more special committees under it.</u></b></li> </ol>
/	<p><b>Article 147    <u>The Board of the Company shall explain at the shareholders' general meeting any modified audit opinion in respect of the financial report of the Company made by the certified public accountant.</u></b></p>
/	<p><b>Article 148    <u>The Board shall formulate the rules of procedures for board meetings to ensure implementation of the resolutions of the general meeting, improve work efficiency and ensure scientific decision-making. The rules of procedures for board meetings shall be drafted by the Board and submitted to the shareholders' general meeting for approval.</u></b></p>

<b><u>Original provisions</u></b>	<b><u>Amended provisions</u></b>
<p><b>Article 117</b> The chairman of the Board of Directors is entitled to the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over the board meetings;</li> <li>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;</li> <li>(3) to sign share certificates, bonds and other marketable securities of the Company;</li> <li>(4) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</li> <li>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board of Directors after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</li> <li>(6) to define the systems necessary for the operation of the Board of Directors, and coordinate its operation;</li> <li>(7) to hear regular and non-regular performance reports from the Company's senior management officers, and to provide the Board of Directors with steering comments on the implementation of board resolutions;</li> <li>(8) to nominate a candidate for the general manager and the secretary to the Board of Directors of the Company;</li> <li>(9) to exercise any other functions and powers conferred by laws, regulations, the Articles of Association or the Board of Directors.</li> </ol>	<p><b>Article 150</b> The chairman of the Board of Directors is entitled to the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over general meetings and to convene and preside over the board meetings;</li> <li>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;</li> <li>(3) to sign share certificates, bonds and other marketable securities of the Company;</li> <li>(4) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</li> <li>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board of Directors after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</li> <li>(6) to define the systems necessary for the operation of the Board of Directors, and coordinate its operation;</li> <li>(7) to hear regular and non-regular performance reports from the Company's senior management officers, and to provide the Board of Directors with steering comments on the implementation of board resolutions;</li> <li>(8) to nominate a candidate for the general manager and the secretary to the Board of Directors of the Company;</li> <li>(9) to exercise any other functions and powers conferred by laws, regulations, the Articles of Association or the Board of Directors.</li> </ol>



Original provisions	Amended provisions
<p>In the event that the chairman of the Board of Directors is unable to perform his duties, he may direct the vice chairman to perform his duties. In the event that the vice chairman of the Board of Directors is unable to or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.</p>	<p><b><u>The vice chairman of the Board of Directors shall assist the chairman to perform his duties.</u></b></p> <p>In the event that the chairman of the Board of Directors is unable to perform his duties, he may direct the vice chairman to perform his duties. In the event that the vice chairman of the Board of Directors is unable to or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.</p>
<p><b>Article 118</b> The Board of Directors shall meet regularly and the meetings of the Board of Directors shall be held at least four times every year, and convened by the chairman of the Board of Directors. A 14 days' prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within 5 days upon receipt of proposal:</p> <ol style="list-style-type: none"> <li>(1) when proposed by the shareholders representing one tenth or more of voting rights;</li> <li>(2) when proposed jointly by one-third or more of the directors;</li> <li>(3) when proposed by the chairman of the Board of Directors;</li> <li>(4) when proposed by more than two independent non-executive directors;</li> <li>(5) when proposed by the Supervisory Committee;</li> <li>(6) when proposed by the general manager.</li> </ol>	<p><b><u>Article 151 Board meetings consist of regular meetings and extraordinary meetings.</u></b> The meetings of the Board of Directors shall be held at least four times every year, and convened by the chairman of the Board of Directors. A 14 days' prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within 5 days upon receipt of proposal:</p> <ol style="list-style-type: none"> <li>(1) when proposed by the shareholders representing one tenth or more of voting rights;</li> <li>(2) when proposed jointly by one-third or more of the directors;</li> <li>(3) when proposed by the chairman of the Board of Directors;</li> <li>(4) when proposed by more than two independent non-executive directors;</li> <li>(5) when proposed by the Supervisory Committee;</li> <li>(6) when proposed by the general manager.</li> </ol>

Original provisions	Amended provisions
<p><b>Article 119</b> To hold regular meetings and extraordinary meetings of the Board, the Office of the Board shall deliver written notice of the meeting to all the directors, supervisors, and the secretary to the Board the general manager by email, post, fax or person within fourteen days and five days in advance respectively. If not delivered by hand, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p>	<p><b>Article 152</b> To hold regular meetings and extraordinary meetings of the Board, the Office of the Board shall deliver written notice of the meeting to all the directors, supervisors, and the secretary to the Board the general manager by email, post, fax or person within fourteen days and five days in advance respectively. If not delivered by hand, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p>
/	<p><b>Article 153 <u>Notice of board meeting shall contain:</u></b></p> <p><b>(1) <u>date and venue of the meeting;</u></b></p> <p><b>(2) <u>duration of the meeting;</u></b></p> <p><b>(3) <u>matters and proposals;</u></b></p> <p><b>(4) <u>date of issuance of the notice;</u></b></p> <p><b>(5) <u>convening method.</u></b></p>
<p><b>Article 121</b> The board meeting may not be held unless half or more of the directors are present.</p> <p>Each director has one vote. Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors.</p> <p>In the case of an equality of votes, the chairman shall have a casting vote.</p>	<p><b>Article 155</b> The board meeting may not be held unless half or more of the directors are present.</p> <p><b><u>For any vote on board resolutions, each director has one vote.</u></b> Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors.</p> <p>In the case of an equality of votes, the chairman shall have a casting vote.</p>

Original provisions	Amended provisions
/	<p><b>Article 156</b> <u>If a director is related to an enterprise involved in a matter on which a resolution is to be made at a board meeting, he/she may not exercise his/her right to vote regarding such resolution, nor may he/she exercise the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than one-half of the directors without a related (connected) relationship are present, and the resolutions made at such board meeting shall require adoption by more than one-half of the directors without a related (connected) relationship. If the board meeting is attended by less than three directors without a related (connected) relationship, the matter shall be submitted to the general meeting for consideration.</u></p> <p><u>Resolutions in respect of related (connected) transactions of the Company made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</u></p>
/	<p><b>Article 157</b> <u>Resolutions at board meetings may be voted on by open ballot or by a show of hands. On the premise of ensuring the Directors to fully express their opinions, resolutions at the extraordinary board meetings may be voted on and adopted by means of video conference, telephone, fax or e-mail, which shall be signed by the participating Directors.</u></p>
<p><b>Article 122</b> A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reasons, he may appoint in writing other directors to attend the meeting on his behalf. The scope of authorization shall be specified in the power of attorney.</p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a board meeting nor appoint representative to attend on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.</p>	<p><b>Article 158</b> A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reasons, he may appoint in writing other directors to attend the meeting on his behalf. <u>The power of attorney shall set out the name of the proxy, subject matters of representation, scope of the authorization and valid period, with the signature or seal of the appointer.</u></p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a board meeting nor appoint representative to attend on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.</p>

Original provisions	Amended provisions
<p><b>Article 123</b> Any material matters to be decided by the Board of Directors must be proceeded strictly according to specified procedures. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When one-fourth or more of directors or two or more of independent non-executive directors consider that the information and materials of the matters are insufficient or, they are unable to make a decision on the matters by other reasons, they may jointly propose to postpone the board meeting or delay the discussion of certain matters to be resolved in the board meeting, and the Board of Directors shall adopt the relevant proposal.</p> <p>Resolutions in respect of connected transactions of the Company made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>	<p><b>Article 159</b> Any material matters to be decided by the Board of Directors must be proceeded strictly according to specified procedures. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When one-fourth or more of directors or two or more of independent non-executive directors consider that the information and materials of the matters are insufficient or, they are unable to make a decision on the matters by other reasons, they may jointly propose to postpone the board meeting or delay the discussion of certain matters to be resolved in the board meeting, and the Board of Directors shall adopt the relevant proposal.</p>
<p><b>Article 125</b> The Board of Directors shall keep minutes of decisions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p>	<p><b>Article 161</b> The Board of Directors shall keep minutes of decisions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. <b><u>Minutes of the Board meeting shall be kept as the Company's files for no less than 10 years.</u></b></p> <p>Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p>

Original provisions	Amended provisions
/	<p><b>Article 162</b> <u>Minutes of Board meetings shall include the followings:</u></p> <p>(1) <u>date and venue of the meeting and the name of the convener;</u></p> <p>(2) <u>names of the attending Directors and names of the Directors (proxies) appointed by others to attend the Board meeting;</u></p> <p>(3) <u>agenda of the meeting;</u></p> <p>(4) <u>summary of the statement of the Directors;</u></p> <p>(5) <u>the voting method for, and result of, each motion (the voting results shall state the numbers of votes for, votes against and abstention).</u></p>
<p><b>Article 130</b> The Company shall have one general manager who shall be removed by the Board of Directors, a number of deputy general managers who shall be nominated by the general manager and appointed and removed by the Board of Directors. A director may serve concurrently as the general manager, deputy general manager or other senior management officers.</p>	<p><b>Article 167</b> The Company shall have one general manager who shall be removed by the Board of Directors, a number of deputy general managers who shall be nominated by the general manager and appointed and removed by the Board of Directors. A director may serve concurrently as the general manager, deputy general manager or other senior management officers.</p>
<p><b>Article 131</b> The general manager shall serve a term of three years, and may be reelected for successive terms.</p>	<p>The general manager and deputy general manager shall serve a term of three years, and may be reelected for successive terms.</p> <p><b><u>The Company shall have one chief financial officer who shall be appointed or removed by the Board. The chief financial officer shall be accountable to the Board and general manager.</u></b></p>
/	<p><b>Article 168</b> <u>Any person who have other administrative duties, other than acting as director or supervisor, in an entity of the controlling shareholder of the Company is not allowed to act as senior management officers of the Company.</u></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 132</b> The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management and report to the Board of Directors;</li> <li>(2) to organize the implementation of the resolutions of the Board of Directors, the Company's annual business plans and investment plans;</li> <li>(3) to draft the Company's annual financial budget plans and final accounts, and to put forward the proposal to the Board of Directors;</li> <li>(4) to draft the Company's basic management system and the plan for establishment of the Company's internal management organization;</li> <li>(5) to formulate the specific rules and regulations of the Company;</li> <li>(6) to propose to the Board of Directors the employment and dismissal of the deputy general managers and other senior management officers such as chief financial officer;</li> <li>(7) to employ and dismiss the responsible management personnel and general staffs other than those to be employed and dismissed by the Board of Directors;</li> <li>(8) to propose to convene extraordinary board meetings;</li> <li>(9) to decide the Company's other issues within the scope of the authority of the Board of Directors;</li> <li>(10) to decide on such projects as investment, acquisition or disposal and financing which do not need to be decided by the Board or the shareholders' general meeting;</li> <li>(11) to exercise other functions and powers as conferred by these Articles of Association and the Board.</li> </ol>	<p><b>Article 169</b> The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management and report to the Board of Directors;</li> <li>(2) to organize the implementation of the resolutions of the Board of Directors, the Company's annual business plans and investment plans;</li> <li>(3) to draft the Company's annual financial budget plans and final accounts, and to put forward the proposal to the Board of Directors;</li> <li>(4) to draft the Company's basic management system and the plan for establishment of the Company's internal management organization;</li> <li>(5) to formulate the specific rules and regulations of the Company;</li> <li>(6) to propose to the Board of Directors the employment and dismissal of the deputy general managers and chief financial officer;</li> <li>(7) to employ and dismiss the responsible management personnel and general staffs other than those to be employed and dismissed by the Board of Directors;</li> <li>(8) to propose to convene extraordinary board meetings;</li> <li>(9) to decide the Company's other issues within the scope of the authority of the Board of Directors;</li> <li>(10) to decide on such projects as investment, acquisition or disposal and financing which do not need to be decided by the Board or the shareholders' general meeting;</li> <li>(11) to exercise other functions and powers as conferred by these Articles of Association and the Board.</li> </ol>

<u>Original provisions</u>	<u>Amended provisions</u>
Senior management officers other than the general managers shall assist the general manager in his works and may exercise part of the functions and powers entrusted by the general manager.	Senior management officers other than the general managers shall assist the general manager in his works and may exercise part of the functions and powers entrusted by the general manager.
When the decision on major affairs should be made by the Communist Party Committee of the Company in the course of study on the decision on major affairs by the general manager, the general manager should accept advises from the Communist Party Committee in priory.	When the decision on major affairs should be made by the Communist Party Committee of the Company in the course of study on the decision on major affairs by the general manager, the general manager should accept advises from the Communist Party Committee in priory.
<b>Article 134</b> In the exercise of his powers, the general manager shall comply with the laws, administrative regulations and the Articles of Association, and fulfill his duties in good faith and diligence.	<b>Article 171</b> In the exercise of his powers, the general manager shall comply with the laws, administrative regulations and the Articles of Association, and fulfill his duties in good faith and diligence. <b><u>The general manager shall be liable for the losses of the Company caused by violation of the laws or the requirements of these Articles of Association in performing his/her duties.</u></b>
/	<b>Article 172</b> <b><u>The general manager shall formulate The Scope of Work of General Manager and submit to the Board for approval before implementation.</u></b>
/	<b>Article 173</b> <b><u>The general manager may tender resignation prior to the expiry of his term of office. The specific procedure concerning the general manager's resignation shall be stipulated by the employment contract by and between the general manager and the Company.</u></b>
<b>Article 135</b> The Company shall have one chief financial officer, who shall be appointed or removed by the Board of Directors. The chief financial officer shall be accountable to the Board of Directors and the general manager.	<b>【Deleted】</b>
/	<b>Section 1</b> <b><u>Supervisor</u></b>
/	<b>Article 174</b> <b><u>The provisions of these Articles of Association concerning the circumstances in which a person may not act as a director shall also apply to supervisor.</u></b>  <b><u>A director, general manager and senior management personnel may not act concurrently as a supervisor.</u></b>
/	<b>Article 175</b> <b><u>Each supervisor shall serve for a term of three years, whose term is renewable upon re-election when expired.</u></b>

<u>Original provisions</u>	<u>Amended provisions</u>
/	<u>Article 176 If a supervisor is not re-elected in time upon expiry of his/her term of office, or if the number of supervisors falls below the quorum due to a supervisor's resignation during his/her term of office, the original supervisor shall perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the provisions of these Articles of Association, until a newly elected supervisor assumes office.</u>
/	<u>Article 177 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</u>
/	<u>Article 178 Supervisors may attend board meetings and may raise queries or make proposals on matters of board resolutions.</u>
/	<u>Article 179 Supervisors shall not take advantage of their related (connection) relationship to prejudice the interests of the Company and shall be liable for any loss to the Company by doing so.</u>
/	<u>Article 180 Supervisors shall abide by the laws, administrative regulations and these Articles of Association, and shall be loyal and diligent to the Company. Supervisors shall not take any bribe or any other illegal proceeds by taking advantage of his/her position, nor shall he/she misappropriate any of the properties of the Company.</u>  <u>If a supervisor has violated the laws, administrative regulations, regulations of authorities or these Articles of Association in performing his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.</u>
/	<u>Section 2 Supervisory Committee</u>
<b>Article 139</b> The directors, the general manager and the senior management officers of the Company shall not act concurrently as supervisors.	<b>【Deleted】</b>



Original provisions	Amended provisions
<p><b>Article 140</b> The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to monitor any acts of directors, the general manager and other senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</li> <li>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company's interest;</li> <li>(3) to examine the Company's financial affairs;</li> <li>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders' general meetings; and if necessary, to engage professional institutions such as accounting firms and law firms to assist in the work, the cost incurred are to be borne by the Company;</li> <li>(5) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;</li> <li>(6) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</li> <li>(7) to submit proposals to the shareholders' general meeting;</li> <li>(8) to propose to convene an extraordinary meeting of the Board of Directors;</li> <li>(9) to institute a suit to the directors or senior management officers according to Article 151 of the Company Law;</li> </ol>	<p><b>Article 184</b> The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to monitor any acts of directors, the general manager and other senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</li> <li>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company's interest;</li> <li>(3) to examine the Company's financial affairs;</li> <li>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders' general meetings;</li> <li>(5) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;</li> <li>(6) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</li> <li>(7) to submit proposals to the shareholders' general meeting;</li> <li>(8) to propose to convene an extraordinary meeting of the Board of Directors;</li> <li>(9) to institute a suit to the directors or senior management officers according to Article 151 of the Company Law;</li> <li>(10) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</li> </ol>

<u>Original provisions</u>	<u>Amended provisions</u>
<p>(10) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend the board meetings and make enquiries or suggestions in respect of the resolutions of the Board of Directors.</p>	<p><b><u>The reasonable expenses incurred by the Supervisory Committee in engaging professional services, such as lawyers, certified public accountants and certified auditors, in the exercise of its powers and functions shall be borne by the Company.</u></b></p>
/	<p><b><u>Article 186 The Supervisory Committee shall formulate the Rules of Procedure of Supervisory Committee to clarify the methods of discussion and the voting procedures to ensure the efficiency and scientific decision-making of the Supervisory Committee.</u></b></p>

Original provisions	Amended provisions
<p><b>Article 142</b> The method for conducting businesses at the meetings of the Supervisory Committee: any voting at the Supervisory Committee shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Supervisory Committee shall be passed by the affirmative votes of two-thirds or more of the members of the Supervisory Committee.</p> <p>The Supervisory Committee shall record the decisions on matters discussed in the minutes, supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The minutes of the meeting of the Supervisory Committee shall be kept in the domicile of the company.</p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Supervisory Committee. Supervisors shall not merely specify their voting opinions without expressing their written opinions or reasons for voting. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Supervisory Committee within the period stipulated in the meeting notice.</p>	<p><b>Article 187</b> The method for conducting businesses at the meetings of the Supervisory Committee: any voting at the Supervisory Committee shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p><b><u>Voting at meetings, which include video conference, of the Supervisory Committee held in person may be conducted by a show of hands or disclosed ballot. If a supervisor attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Supervisory Committee, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of correspondence, and if a supervisor fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain from voting.</u></b></p> <p>A supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The president of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Supervisory Committee. Supervisors shall not merely specify their voting opinions without expressing their written opinions or reasons for voting. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Supervisory Committee within the period stipulated in the meeting notice.</p> <p><b><u>Resolutions of the Supervisory Committee shall be passed by the affirmative votes of two-thirds or more of the members of the Supervisory Committee.</u></b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
/	<p><b>Article 188</b> <u>The Supervisory Committee shall record the decisions on matters discussed in the minutes, supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The minutes of the meeting of the Supervisory Committee shall be kept as the Company's file for at least 10 years.</u></p>
/	<p><b>Article 189</b> <u>Notice of meeting of Supervisory Committee shall include the followings:</u></p> <p>(1) <u>date, venue and duration of the meeting;</u></p> <p>(2) <u>matters and proposals;</u></p> <p>(3) <u>date of issuance of the notice.</u></p>
<b>Article 143</b> In case that the Supervisory Committee discovers any unusual operation of the Company, the Supervisory Committee may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.	【Deleted】
<b>Article 144</b> A supervisor shall carry out his supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.	【Deleted】

Original provisions	Amended provisions
<p><b>Article 145</b> The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <ol style="list-style-type: none"> <li>(1) an individual who has no civil capacity or has restricted civil capacity;</li> <li>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences;</li> <li>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</li> <li>(4) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;</li> <li>(5) persons with a comparatively large amount of personal debts due and unsettled;</li> <li>(6) persons who have committed criminal offences and are still under investigation by law administration authorities;</li> <li>(7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;</li> <li>(8) persons who are not natural persons;</li> <li>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</li> </ol>	<p><b>Article 190</b> The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <ol style="list-style-type: none"> <li>(1) an individual who has no civil capacity or has restricted civil capacity;</li> <li>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences, <b><u>where not more than five years have elapsed since the expiration of the period of enforcement; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of enforcement;</u></b></li> <li>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</li> <li>(4) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;</li> <li>(5) persons with a comparatively large amount of personal debts due and unsettled;</li> <li>(6) persons who have committed criminal offences and are still under investigation by law administration authorities;</li> <li>(7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;</li> <li>(8) persons who are not natural persons;</li> </ol>

Original provisions	Amended provisions
<p>(10) other persons stipulated by relevant laws and regulations of the place where the Company's shares are listed.</p>	<p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p> <p><b><u>(10) persons who have been prohibited from accessing the securities market as penalization by the CSRC, where the specified prohibition period has not expired yet;</u></b></p> <p><b><u>(11) other persons stipulated by relevant laws and regulations of the place where the Company's shares are listed.</u></b></p> <p><b><u>If a director is elected or appointed in violation of this Article of Association, such election, appointment or employment shall be invalid. The Company shall dismiss the existing director who commits any act mentioned in this article during his/her tenure of office.</u></b></p>
<p><b>Article 152</b> Except in the circumstances prescribed in Article 58 of the Articles of Association, liabilities of a director, supervisor, the general manager and other senior management officers arising from the violation of a specified duty may be released by informed shareholders at a general meeting.</p>	<p><b>Article 197</b> Except in the circumstances prescribed in <b>Article 63</b> of the Articles of Association, liabilities of a director, supervisor, the general manager and other senior management officers arising from the violation of a specified duty may be released by informed shareholders at a general meeting.</p>

Original provisions	Amended provisions
<p><b>Article 153</b> Where a director, supervisor, the general manager, or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors under the normal circumstances.</p> <p>Subject to such exceptions specified in the Articles of Association as the Hong Kong Stock Exchange may approve, a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board of Directors in respect of any contract, transaction or arrangement in which he or any of his close associates as defined in the applicable Listing Rules of the Hong Kong Stock Exchange in effect from time to time has any material interest or any other relevant proposals. Unless the interested director, supervisor, the president or other senior management officer of the Company has disclosed his interest in accordance with paragraph 1 of this Article and the contract, transaction or arrangement has been approved by the Board of Directors at a meeting in which the interested director, supervisor, the general manager or other senior management officer is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor, the general manager or other senior management officer concerned.</p> <p>A director, supervisor, the general manager and other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related parties have interest.</p>	<p><b>Article 198</b> Where a director, supervisor, the general manager, or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors under the normal circumstances.</p> <p>A director shall not be entitled to vote on <b><u>(nor shall be counted in the quorum in relation to) any resolution of the Board of Directors</u></b> in respect of any contract, transaction or arrangement in which he or any of his close associates as defined in the <b><u>securities</u></b> listing rules in effect from time to time <b><u>in a timely manner</u></b> has any material interest or any other relevant proposals. Unless the interested director, supervisor, the president or other senior management officer of the Company has disclosed his interest in accordance with paragraph 1 of this Article and the contract, transaction or arrangement has been approved by the Board of Directors at a meeting in which the interested director, supervisor, the general manager or other senior management officer is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor, the general manager or other senior management officer concerned.</p> <p>A director, supervisor, the general manager and other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related parties have interest.</p>

Original provisions	Amended provisions
<p><b>Article 158</b> A guarantee for a loan provided by the Company in breach of paragraph 1 of Article 158 shall be unenforceable against the Company unless:</p> <ol style="list-style-type: none"> <li>(1) the loan was provided to a related party of a director, supervisor, the general manager, or other senior management officer of the Company or its controlling shareholders and at the time the loan was advanced the lender did not know of the relevant circumstances;</li> <li>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</li> </ol>	<p><b>Article 203</b> A guarantee for a loan provided by the Company in breach of <b>paragraph 1 of Article 191</b> shall be unenforceable against the Company unless:</p> <ol style="list-style-type: none"> <li>(1) the loan was provided to a related party of a director, supervisor, the general manager, or other senior management officer of the Company or its controlling shareholders and at the time the loan was advanced the lender did not know of the relevant circumstances;</li> <li>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</li> </ol>
<p><b>Article 161</b> The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with its director, supervisor or senior management officer wherein his emoluments are stipulated. The written contract shall include at least the following provisions:</p> <ol style="list-style-type: none"> <li>(1) Directors, supervisors and senior management officers shall undertake to the Company that they will observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions of the Hong Kong Stock Exchange, and agree that the Company is entitled to access to the remedial measures as prescribed in the Articles of Association. The contract and their positions shall not be transferred;</li> <li>(2) Directors, supervisors and senior management officers shall undertake to the Company (for and on behalf of each shareholder) that they will observe and fulfill their obligations to shareholders stipulated in the Articles of Association;</li> <li>(3) The arbitration clauses as provided in Article 207 of the Articles of Association.</li> </ol>	<p><b>Article 206</b> The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with its director, supervisor or senior management officer wherein his emoluments are stipulated.</p> <p>The aforesaid emoluments include:</p> <ol style="list-style-type: none"> <li>(1) emoluments in respect of his service as director, supervisor or senior management officer of the Company;</li> <li>(2) emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company;</li> <li>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and</li> <li>(4) payment for compensation for loss of office, or as consideration in connection with his retirement from office.</li> </ol> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>



<u>Original provisions</u>	<u>Amended provisions</u>
<p>The aforesaid emoluments include:</p> <ol style="list-style-type: none"> <li>(1) emoluments in respect of his service as director, supervisor or senior management officer of the Company;</li> <li>(2) emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company;</li> <li>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and</li> <li>(4) payment for compensation for loss of office, or as consideration in connection with his retirement from office.</li> </ol> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>	

Original provisions	Amended provisions
<p><b>Article 164</b> The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place overseas where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</p>	<p><b>Article 209</b> The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p>The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, <u><b>unless the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company's shares are listed require that the financial statements of the Company shall also be prepared in accordance with either international accounting standards, or that of the place overseas where the Company's shares are listed.</b></u> If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</p>
/	<p><b>Article 210</b> The Company shall submit an <u><b>annual financial and accounting report to the CSRC and the stock exchanges within 4 months from the end of each financial year, submit an interim financial and accounting report to the CSRC and the stock exchanges within 2 months from the end of the first six months of each financial year, and submit a quarterly financial and accounting report to the CSRC and the stock exchanges within 1 month from the end of the first 3 months and the first 9 months of each financial year.</b></u></p> <p><u><b>The above financial and accounting reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules.</b></u></p>
<p><b>Article 165</b> The Company's Board of Directors shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and regulatory documents promulgated by the local government and the competent governmental authorities require the Company to prepare.</p>	<p><b>Article 211</b> The Company's Board of Directors shall place before the shareholders at every <u><b>annual</b></u> general meeting such financial reports which the relevant laws, administrative regulations and regulatory documents promulgated by the local government and the competent governmental authorities require the Company to prepare.</p>

Original provisions	Amended provisions
<p><b>Article 168</b> The Company shall publish its financial reports twice every financial year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as in accordance with either the international accounting standards or that of the place overseas where the Company's shares are listed.</p>	<p><b>Article 214</b> The Company shall publish its financial reports twice every financial year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, <b><u>unless the laws, administrative regulations, departmental rules and securities regulatory rules in the place where the Company's shares are listed require that</u></b> the financial statements of the Company shall also be prepared in accordance with either international accounting standards, or that of the place overseas where the Company's shares are listed.</p>
/	<p><b>Article 218</b> <u>The basic principles for the Company's profit distribution policy are as follows:</u></p> <p>(1) <u>the Company shall fully consider the returns to investors;</u></p> <p>(2) <u>the Company's profit distribution policy shall maintain continuity and stability, while taking into account the Company's long-term interests, the interests of all shareholders as a whole and the Company's sustainable development;</u></p> <p>(3) <u>the Company shall preferentially adopt cash dividend for profit distribution.</u></p>
<p><b>Article 172</b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares.</p>	【Deleted】

Original provisions	Amended provisions
/	<p data-bbox="810 214 1396 278"><b>Article 219 The specific policies on the Company's profit distribution are as follows:</b></p> <ol style="list-style-type: none"> <li data-bbox="810 310 1396 566"><b>(1) form of profit distribution: The Company may distribute dividends in the form of cash, shares, a combination of cash and shares or other legal means. The amount of profit distribution shall not exceed the accumulated distributable profits and shall not impair the Company's ability to operate on a going concern basis.</b></li> <li data-bbox="810 597 1396 789"><b>(2) intervals of profit distribution: The Company shall adopt a consistent and stable profit distribution policy and distribute profit once a year in principle. The Company may make interim profit distribution subject to conditions.</b></li> <li data-bbox="810 821 1396 885"><b>(3) the specific conditions and proportion of the Company's cash dividend:</b></li> </ol> <p data-bbox="810 917 1396 1364"><b>If the distributable profit (being the remaining net profit after the recovery for losses and provision of reserves by the Company) realized by the Company for the year or half-year is a positive amount, and there are no special circumstances such as significant investment plans or significant cash expenditures, the Company shall distribute dividends in cash, and the profits distributed in cash shall not be less than 10% of the distributable profits realized during the year provided that the funds demand for normal production and operation and sufficient amount of statutory reserve have been met by the Company.</b></p>

Original provisions	Amended provisions
	<p><u>The Board of the Company shall take into consideration various factors, including the features of the industry in which the Company operates, development stage, its own business model and profit level as well as whether there are significant capital expenditure arrangements, to distinguish the following situations and formulate differentiated cash dividend policies:</u></p> <p>(i) <u>Where the Company is in a mature development stage with no significant capital expenditure arrangements, the profit distributed by means of cash dividends shall not be less than 80% of the total profit to be distributed;</u></p> <p>(ii) <u>Where the Company is in a mature development stage with significant capital expenditure arrangements, the profit distributed by means of cash dividends shall not be less than 40% of the total profit to be distributed;</u></p> <p>(iii) <u>Where the Company is in a growing development stage with significant capital expenditure arrangements, the profit distributed by means of cash dividends shall not be less than 20% of the total profit to be distributed.</u></p> <p>(iv) <u>Where the Company is in a development stage difficult to distinguish but with significant capital expenditure arrangements, the preceding provision may apply.</u></p> <p>(4) <u>specific conditions for the Company to issue stock dividends</u></p> <p><u>In the event that the Company's business is in good condition and the Board of Directors believes that the Company is growing, the dilution of net assets per share and the price of shares do not match the size of the Company's share capital, and the issuance of stock dividends is beneficial to the interests of all shareholders of the Company as a whole, the Company may propose a stock dividend distribution plan as long as it satisfies the above cash dividend conditions.</u></p>

Original provisions	Amended provisions
/	<p data-bbox="810 214 1390 304"><u>Article 220 The procedures for reviewing the Company's profit distribution plans are as follows:</u></p> <p data-bbox="810 336 1390 795">(1) <u>the Company's annual profit distribution plan shall be proposed and formulated by the Board of Directors in accordance with the provisions of the Articles of Association, profitability, capital supply and demand. Subject to opinions expressed by independent non-executive directors, it shall be submitted to the general meeting for approval after consideration and approval by the Board of Directors. Independent directors may propose dividend proposals by soliciting the opinions of minority shareholders and submit directly to the Board of Directors for consideration.</u></p> <p data-bbox="810 832 1390 1229">(2) <u>when the general meeting considers the profit distribution plan, the Company shall provide shareholders with an online voting method, or any ways in which the Board of Directors, independent non-executive directors and shareholders who meet the relevant requirements may from the record date of the general meeting to the date of the general meeting, solicit votes of shareholders, especially the votes of minority and medium shareholders, regarding the profit distribution plan resolution.</u></p> <p data-bbox="810 1266 1390 1779">(3) <u>subject to the cash dividend conditions stipulated in the Articles of Association, when the Company has significant investment opportunities, good investment prospects and major capital needs and decides to suspend the cash dividend plan temporarily, the Board of Directors shall make specific explanations on the reasons for not distributing cash dividends, the use and plan of funds not used for dividends and other matters and disclose in its periodic report, which is subject to opinions expressed by independent non-executive directors and shall be submitted to the general meeting for consideration and then disclosed on the Company's designated media.</u></p>

Original provisions	Amended provisions
	<p>(4) <u>any necessary adjustments or changes to the cash dividend policy as stipulated in the Articles of Association shall be for the purpose of protecting shareholders' rights and interests, and the Board of Directors shall thoroughly discuss the reasonableness behind such amendment or change to the profit distribution plan, and submit a special resolution to the general meeting for consideration. The resolution shall be passed only if more than two-thirds of the voting rights held by shareholders present at the general meeting vote for it.</u></p>
/	<p>Article 221 <u>The Company may amend the profit distribution policy in the following circumstances:</u></p> <p>(1) <u>in case of force majeure such as war or act of God;</u></p> <p>(2) <u>major changes in national laws, regulations and industry policies which would have a significant adverse impact on the Company's production and operation, resulting in the Company's operating losses;</u></p> <p>(3) <u>the ratio of net cash flow generated by the Company's operating activities to net profit is less than 20% for three consecutive accounting years due to major changes in the external operating environment or its own operating conditions;</u></p> <p>(4) <u>the profit distribution policy requires amendment due to major changes in the Company's own operating conditions;</u></p> <p>(5) <u>it is necessary to amend the Company's profit distribution policy to protect shareholders' rights or to maintain the Company's normal and sustainable development.</u></p>

Original provisions	Amended provisions
<p><b>Article 223</b> The Company shall appoint a payment receiving agent for holders of overseas-listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange. The payment receiving agent appointed by the Company for holders of overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which nobody has claimed only after 6 years or more of the declaration of such dividends.</p> <p>If the Company ceases sending dividend warrants by post to a holder of overseas-listed foreign shares, it should provide that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>	<p><b>Article 223</b> The Company shall appoint a payment receiving agent for holders of overseas-listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange. The payment receiving agent appointed by the Company for holders of overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which nobody has claimed. <b><u>Such rights, however, shall not be exercised before the expiry of the relevant applicable period.</u></b></p> <p>If the Company ceases sending dividend warrants by post to a holder of overseas-listed foreign shares, it should provide that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>



<u>Original provisions</u>	<u>Amended provisions</u>
<p>In relation to the exercise of right to issue warrants to bearer, no warrant thereof shall be issued to replace one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the power to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas-listed foreign shares who is untraceable under the following circumstances:</p> <p>(1) during a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(2) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</p>	<p>In relation to the exercise of right to issue warrants to bearer, no warrant thereof shall be issued to replace one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the power to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas-listed foreign shares who is untraceable under the following circumstances:</p> <p>(1) during a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(2) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</p>
/	<p><b><u>Article 224 The Board of Directors of the Company shall complete the distribution of dividends (or shares) within two months after the approval of the profit distribution plan at the general meeting of the Company.</u></b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p><b>Article 176</b> Unless otherwise provided in the relevant or administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average offer price of the relevant foreign exchange quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>	<p><b>Article 226</b> Unless otherwise provided in the relevant or administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average <b>mid-price</b> of the relevant foreign exchange quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>
<p>/</p>	<p><b>Article 227</b> <u>The Company shall implement an internal audit system with designated auditors to carry out internal auditing and supervision of the Company's financial income and expenditure and economic activities.</u></p>
<p>/</p>	<p><b>Article 228</b> <u>The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the Board. The auditor general shall be accountable to the Board of Directors and report on his/her work.</u></p>

Original provisions	Amended provisions
<p><b>Article 184</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign its office by depositing at the Company's legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <ol style="list-style-type: none"> <li>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</li> <li>ii. a statement of any such circumstances that should be explained.</li> </ol> <p>The Company shall, within fourteen days after receipt of the written notice referred to in paragraph (2) of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under subparagraph (2) (ii) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. If the notice contains the statement as referred in the paragraph (2) of Article 185, the Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares (i.e. the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement under subparagraph (2) (ii) of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	<p><b>Article 236</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign its office by depositing at the Company's legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <ol style="list-style-type: none"> <li>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</li> <li>ii. a statement of any such circumstances that should be explained.</li> </ol> <p>The Company shall, within fourteen days after receipt of the written notice referred to in paragraph (2) of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under subparagraph (2) (ii) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. If the notice contains the statement as referred in the subparagraph (2) (ii) of <b>this Article</b>, the Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares (i.e. the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement under subparagraph (2) (ii) of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>

<b><u>Original provisions</u></b>	<b><u>Amended provisions</u></b>
<p><b>Article 185</b> Notices of the Company may be delivered by the following means:</p> <ol style="list-style-type: none"> <li>(1) by designated person;</li> <li>(2) by mail;</li> <li>(3) by fax or electronic mail;</li> <li>(4) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;</li> <li>(5) by way of announcement;</li> <li>(6) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</li> <li>(7) by any other means as approved by relevant regulatory authorities at the places where the Company's shares are listed or as specified in the Articles of Association.</li> </ol>	<p><b>Article 237</b> Notices of the Company may be delivered by the following means:</p> <ol style="list-style-type: none"> <li>(1) by designated person;</li> <li>(2) by mail;</li> <li>(3) by fax or electronic mail;</li> <li>(4) by way of publishing information on websites designated by the Company and the <b>stock exchanges</b>, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;</li> <li>(5) by way of announcement;</li> <li>(6) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</li> <li>(7) by any other means as approved by relevant regulatory authorities at the places where the Company's shares are listed or as specified in the Articles of Association.</li> </ol>

Original provisions	Amended provisions
<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall also be published on the Company’s website at the same time. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign shares by personal delivery or prepaid mail so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p> <p>Holders of the Company’s overseas-listed foreign shares shall select electronic version or mail in writing to receive corporate communication that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.</p>	<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall also be published on the Company’s website at the same time. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign shares by personal delivery or prepaid mail so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p> <p>Holders of the Company’s overseas-listed foreign shares shall select electronic version or mail in writing to receive corporate communication that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.</p>

Original provisions	Amended provisions
<p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of the Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of the Hong Kong Stock Exchange.</p> <p>If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.</p>	<p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of the Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of the Hong Kong Stock Exchange.</p> <p>If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.</p>
<p><b>Article 194</b> Where the Company is dissolved pursuant to subparagraphs (1), (3) and (5) of Article 195 hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by the shareholders' general meeting by ordinary resolution. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the people's court for appointing relevant persons to form the liquidation committee for liquidation.</p>	<p><b>Article 246</b> Where the Company is dissolved pursuant to subparagraphs (1), (3) and (5) of <b>Article 245</b> hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by the shareholders' general meeting by ordinary resolution. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the people's court for appointing relevant persons to form the liquidation committee for liquidation.</p>
<p><b>Article 198</b> The liquidation committee shall, after examining the Company's assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders' general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts.</p>	<p><b>Article 250</b> The liquidation committee shall, after examining the Company's assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders' general meeting or the relevant governing authority for confirmation.</p> <p>The <b>remaining</b> assets of the Company <b>after the</b> payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes and payment of the Company's debts <b>shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.</b></p>

<u>Original provisions</u>	<u>Amended provisions</u>
<p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new business activities.</p>	<p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings. <b><u>The assets of the Company shall not be distributed to the shareholders before the repayment in accordance with the preceding provision.</u></b></p> <p>During the liquidation period, the Company shall not commence any new business activities.</p>
/	<p><b><u>Article 253 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law.</u></b></p> <p><b><u>None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he misappropriate any of the properties of the Company.</u></b></p> <p><b><u>Where any of the members of the liquidation committee causes any loss to the Company or any creditor by intention or due to gross negligence, he/she shall make corresponding compensations.</u></b></p>
/	<p><b><u>Article 254 If the Company is declared bankrupt in accordance with the laws, liquidation shall be implemented pursuant to the laws on corporate winding up.</u></b></p>

Original provisions	Amended provisions
<p><b>Article 205</b> The Company shall act according to the following principles to settle disputes:</p> <p>(1) For any disputes or claims of rights between holders of overseas-listed foreign shares and the Company; between holders of overseas-listed foreign shares and the directors, supervisors, the general manager or other senior management officers of the Company; between holders of overseas-listed foreign shares and holders of domestic shares, that arise based on the rights and obligations stipulated in the Articles of Association, the Company Law and other relevant laws and administrative regulations, any such disputes or claims of rights relevant to the affairs of the Company shall be referred by the relevant parties to arbitration.</p> <p>Where the abovementioned dispute or claim of rights is referred to arbitration, it shall be the entire claim or dispute, and all persons (being the Company or shareholders, directors, supervisors, the general manager or other senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall abide by arbitration.</p> <p>Disputes regarding definition of shareholders and register of shareholders may be resolved other than by way of by arbitration.</p> <p>(2) The claimant shall refer the arbitration to the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant</p> <p>(3) If any disputes or claims of rights arising out of Item (1) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, save as otherwise provided in laws and administrative regulations.</p>	<p><b>Article 259</b> The Company shall act according to the following principles to settle disputes:</p> <p>(1) For any disputes or claims of rights between holders of overseas-listed foreign shares and the Company; between holders of overseas-listed foreign shares and the directors, supervisors, the general manager or other senior management officers of the Company; between holders of overseas-listed foreign shares and holders of domestic shares, that arise based on the rights and obligations stipulated in the Articles of Association, the Company Law and other relevant laws and administrative regulations, any such disputes or claims of rights relevant to the affairs of the Company shall be referred by the relevant parties to arbitration.</p> <p>Where the abovementioned dispute or claim of rights is referred to arbitration, it shall be the entire claim or dispute, and all persons (being the Company or shareholders, directors, supervisors, the general manager or other senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall abide by arbitration.</p> <p>Disputes regarding definition of shareholders and register of shareholders may be resolved other than by way of by arbitration.</p> <p>(2) The claimant shall refer the arbitration to the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant</p> <p>(3) If any disputes or claims of rights arising out of Item (1) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, save as otherwise provided in laws and administrative regulations.</p>



Original provisions	Amended provisions
<p>(4) The decision made by the arbitral body shall be final and conclusive, and shall be binding on all parties.</p> <p>(5) The arbitration agreement shall be reached by directors or senior management and the Company which represents both itself and each of the shareholders.</p> <p>(6) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>	<p>(4) The decision made by the arbitral body shall be final and conclusive, and shall be binding on all parties.</p>
<p><b>Article 206</b> In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.</p> <p>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p> <p>In the Articles of Association, the meaning of “connected transaction” refers to the connected transaction as defined in Listing Rules of the Hong Kong Stock Exchange.</p>	<p><b>Article 260</b> In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.</p> <p>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p> <p><b><u>In the Articles of Association, “related (connected) relationship” means the relationship between the Company’s controlling shareholder, actual controller, a director, a supervisor or senior management member (including the associates of the above parties as defined in the HKEx Listing Rules and Listing Rules) on the one hand and an enterprise he/she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company’s interests; however, enterprises controlled by the state shall not be deemed to have a related (connected) relationship merely by virtue of the fact that such enterprises are under the common control of the state.</u></b></p>
<p><b>Article 209</b> Upon approval of the Articles of Association at the shareholders’ general meeting, the Articles of Association shall come into effect from the date on which the shares of the Company are listed on the main board of The Stock Exchange of Hong Kong Limited. Prior to the Articles of Association becoming effective, the existing Articles of Association will continue to be in force until the Articles of Association becoming effective.</p>	<p><b><u>Article 263 The Articles of Association shall come into force on the date the Company completes the initial public offering of its A shares and such A shares are listed on the main board of Shenzhen Stock Exchange (hereinafter referred to as “Shenzhen Stock Exchange”) and shall supersede the existing articles of association of the Company filed with the administration authorities for industry and commerce.</u></b></p>