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**Pharmaron Beijing Co., Ltd.\***

**康龍化成（北京）新藥技術股份有限公司**

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

**(Stock Code: 3759)**

**(1) PROPOSED INCREASE IN THE REGISTERED CAPITAL;  
AND  
(2) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Pharmaron Beijing Co., Ltd.\* (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) hereby announces that, the Board resolved and approved, among others: (i) the proposed increase in the registered capital of the Company; and (ii) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

**1. PROPOSED INCREASE IN REGISTERED CAPITAL**

By reason of the capitalization of reserve which formed part of the profit distribution plan of the Company for the year ended December 31, 2022, the registered capital and the total number of shares of the Company shall be changed accordingly.

The total number of shares of the Company has increased from 1,191,154,804 shares to 1,786,732,206 shares and the registered capital has increased from RMB1,191,154,804 to RMB1,786,732,206. As a result of the changes of the registered capital of the Company above, the Board proposed to change the registered capital of the Company from RMB1,191,154,804 (divided into 1,191,154,804 shares) to RMB1,786,732,206 (divided into 1,786,732,206 shares).

**2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The China Securities Regulatory Commission (the “**CSRC**”) issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) on February 17, 2023 which came into effect on March 31, 2023 (the “**New PRC Regulations**”). On the same date as the above-mentioned New PRC Regulations took effect, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council of the PRC (the “**Special Regulations**”) on August 4, 1994, and the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) issued by the CSRC on August 27, 1994 were repealed and no longer applicable.

Pursuant to the New PRC Regulations, (i) the Mandatory Provisions shall cease to apply and the Company as a PRC issuer shall formulate the Articles of Association in line with the New PRC Regulations and other guidelines on the articles of association issued by the CSRC in place of the Mandatory Provisions; and (ii) holders of domestic shares and H shares are no longer deemed to be different classes of shareholders, thus the class meeting requirement applicable to holders of domestic shares and H shares are no longer necessary and removed.

In light of the implementation of the New PRC Regulations and the repeal of the Special Regulations and the Mandatory Provisions, The Stock Exchange of Hong Kong Limited published a consultation paper on the relevant consequential amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) on February 24, 2023. The relevant amendments to the Listing Rules became effective on August 1, 2023.

In addition, on August 1, 2023, the CSRC issued the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), pursuant to which more detailed regulations on the appointment of independent directors were stipulated, which primarily include standardizing the qualification requirements of independent directors, strengthening the functions of special committees of the Board, setting up special meeting requirements for independent directors, and regulating the on-site working hours of independent directors. The Management Measures for Independent Directors of Listed Companies will come into effect on September 4, 2023. A one-year transition period is provided from the date of implementation of the Management Measures for Independent Directors of Listed Companies.

By virtue of the increase in the registered capital of the Company, and in order to (i) conform to the latest applicable laws and regulations of the People’s Republic of China and the relevant consequential amendments to the Listing Rules as mentioned above; and (ii) incorporate certain housekeeping amendments, the Board resolved and approved, among others, the following proposed amendments (collectively, the “**Proposed Amendments**”) to the Articles of Association:

Before Revision	After Revision
<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), the Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), <b>the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市對公司章程作補充修改的意見的函) (the “Letter of Opinions on Amendments”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆 (國函[2019]97號)), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions, to safeguard the legitimate rights and interests of Pharmaron Beijing Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</b></p>	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), the Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), <b>the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Rules of the Shenzhen Stock Exchange for Stock Listing on the GEM (《深圳證券交易所創業板股票上市規則》), and the relevant provisions of other laws, regulations and normative documents</b> to safeguard the legitimate rights and interests of Pharmaron Beijing Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>
<p>Article 6 The registered capital of the Company is <b>RMB1,191,154,804.</b></p>	<p>Article 6 The registered capital of the Company is <b>RMB1,786,732,206.</b></p>

Before Revision	After Revision
<p>Article 10 The Articles of Association shall come into force from the date on which they were considered and passed at the shareholders’ general meeting of the Company. The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles of Association.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each shareholder and among the shareholders, and shall be binding on the Company and its shareholders, directors, supervisors and members of senior management. <b>All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.</b> Shareholder may sue other shareholders, and shareholders may sue directors, supervisors, managers and other senior management of the Company. Shareholders may sue the Company and the Company may sue the shareholders, directors, supervisors, managers and other senior management according to the Articles of Association.</p> <p><b>For the purpose of the foregoing paragraph, “sue” includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution.</b></p>	<p>Article 10 The Articles of Association shall come into force from the date on which they were considered and passed at the shareholders’ general meeting of the Company. The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles of Association.</p> <p>The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each shareholder and among the shareholders, and shall be binding on the Company and its shareholders, directors, supervisors and members of senior management. Shareholders may sue other shareholders, and shareholders may sue directors, supervisors, managers and other senior management of the Company. Shareholders may sue the Company and the Company may sue the shareholders, directors, supervisors, managers and other senior management according to the Articles of Association.</p>
<p>Article 15 The stocks of the Company shall take the form of shares. <b>The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include domestic shares and foreign shares. If required, upon approval by the company approval authorities delegated by the State Council, the Company may create shares of other classes according to the requirements of relevant laws and administrative rules.</b></p>	<p>Article 15 The stocks of the Company shall take the form of shares.</p>

Before Revision	After Revision
<p>Article 16 The Company may, with approval from the securities regulatory authorities under the State Council, issue shares to domestic and overseas investors.</p> <p>For the purpose of the preceding paragraph, the term “overseas investors” shall refer to investors from foreign countries or Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company. The term “domestic investors” shall refer to investors inside the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.</p>	<p><b>Deleted</b></p>
<p>Article 17 The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign shares. The shares listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>The foreign currency referred to in the preceding paragraph is a legal currency (other than RMB) of other countries or regions which is recognized by the foreign exchange administration authority of the State and can be used for payment of the Company’s shares.</p> <p>The Company’s overseas-listed foreign shares listed in Hong Kong refer to shares approved to be listed on the Hong Kong Stock Exchange, denominated in RMB and subscribed for and traded in Hong Kong dollars.</p> <p>Both holders of domestic shares and overseas-listed foreign shares are holders of ordinary shares, and have the same rights and obligations.</p>	<p><b>Deleted</b></p>
<p>Article 19 All the shares issued by the Company shall <b>have a par value</b>, denominated in RMB which shall be <b>RMB1 for each share</b>.</p>	<p><b>Article 17</b> All the shares issued by the Company shall be denominated in RMB.</p>

Before Revision	After Revision
<p>Article 20 The <b>domestic shares</b> issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited Shenzhen Branch. The overseas-listed foreign shares issued by the Company are mainly deposited at the custodian company of Hong Kong Securities Clearing Company Limited. <b>Upon the completion of overseas offering and listing of the Company’s shares, domestic shareholders of the Company may transfer shares of the Company held by them to overseas investors and they may convert shares of the Company held by them to overseas-listed shares upon approvals of the State Council or its securities regulatory authorities. Listing and trading of such shares on overseas stock exchange(s) shall also comply with the regulatory procedures, provisions and requirements of overseas securities market(s). No shareholder’s class meeting for voting is required in respect of the aforementioned shares to be listed and traded in overseas stock exchanges under the aforementioned circumstance. Domestic shares held by the Company’s shareholders will be converted to overseas-listed shares after obtaining the approval for overseas listing and trading. Domestic shares shareholders and foreign shares shareholders, being holder of ordinary shares of the Company shall enjoy equal rights in the distribution of dividends or distributions in any other forms. The Company shall not impair any right attached to the shares they hold by reason that they have not disclosed their interest to the Company.</b></p>	<p><b>Article 18</b> The <b>domestic-listed domestic shares (“A Shares”)</b> issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited Shenzhen Branch. The overseas-listed foreign shares issued by the Company are mainly deposited at the custodian company of Hong Kong Securities Clearing Company Limited.</p>
<p>Article 22 The shareholding structure of the Company is: <b>1,191,154,804</b> ordinary shares, including <b>990,130,054</b> shares held by holders of domestic-listed domestic shares, and <b>201,024,750</b> shares held by holders of H shares.</p>	<p><b>Article 20</b> The shareholding structure of the Company is <b>1,786,732,206</b> ordinary shares, including <b>1,485,195,081</b> shares held by holders of A Shares, and <b>301,537,125</b> shares held by holders of H shares.</p>

Before Revision	After Revision
<p>Article 23 Subject to the approval of the Company’s plans for issuing overseas-listed foreign shares and domestic shares by the securities regulatory authorities of the State Council, the board of directors of the Company may arrange for implementation of such plan by separate issues. The Company may separately implement its plan for issuing overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval of the securities regulatory authorities of the State Council or within the period stipulated by the relevant applicable regulations.</p>	<p><b>Deleted</b></p>
<p>Article 24 Where the Company issues overseas-listed foreign shares and domestic shares respectively within the total number of shares specified in the issue plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several tranches subject to the approval of the securities regulatory authorities of the State Council.</p>	<p><b>Deleted</b></p>
<p>Article 26 Based on its operation and development requirements, in accordance with the relevant laws and regulations, and subject to the resolution at the general meeting, the Company may increase its capital by any of the following methods:</p> <ul style="list-style-type: none"> <li>(I) Public offering of shares;</li> <li>(II) Non-public offering of shares;</li> <li>(III) Placing new shares to its existing shareholders;</li> <li>(IV) Issuing bonus shares to its existing shareholders;</li> <li>(V) Capitalizing its capital common reserve;</li> <li>(VI) Any other means permitted by laws, administrative regulations and the relevant regulatory authorities.</li> </ul>	<p><b>Article 22</b> Based on its operation and development requirements, in accordance with the relevant laws and regulations, and subject to the resolution at the general meeting, the Company may increase its <b>share</b> capital by any of the following methods:</p> <ul style="list-style-type: none"> <li>(I) Public offering of shares;</li> <li>(II) Non-public offering of shares;</li> <li>(III) Placing new shares to its existing shareholders;</li> <li>(IV) Issuing bonus shares to its existing shareholders;</li> <li>(V) Capitalizing its capital common reserve;</li> <li>(VI) Any other means permitted by laws, administrative regulations and the relevant regulatory authorities.</li> </ul>

Before Revision	After Revision
<p>The Company's <b>increase of capital</b> by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the Company's shares are listed, be conducted in accordance with the procedures stipulated in the relevant laws, administrative regulations and departmental regulations of the PRC and the listing rules of the place where the Company's shares are listed.</p>	<p>The Company's <b>increase of registered capital by the aforesaid method shall</b>, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the Company's shares are listed, be conducted in accordance with the procedures stipulated in the relevant laws, administrative regulations and departmental regulations of the PRC and the listing rules of the place where the Company's shares are listed.</p> <p><b>Where the registered capital is increased in accordance with paragraph 1 of this Article, the Company shall not issue such preferred shares as can be converted into ordinary shares.</b></p>
<p>Article 29 Upon the approval of the relevant competent authorities of the State, the Company may repurchase its shares in one of the following manners:</p> <p>(I) Making a general offer to repurchase shares from all shareholders in proportion to their shareholdings;</p> <p>(II) Repurchase through open transaction in stock exchanges;</p> <p>(III) Repurchase through an off-market agreement;</p> <p>(IV) Other circumstances permitted by the laws, administrative regulations and the relevant competent authorities.</p>	<p><b>Deleted</b></p>
<p>—</p>	<p><b>(Addition)</b></p> <p><b>Article 25 Buy-back of shares of the Company can be conducted through open centralized trading, or otherwise recognized by laws and regulations and the China Securities Regulatory Commission.</b></p> <p><b>Buy-back of the Company's shares pursuant to item (III), item (V) and item (VI) of Article 24 of the Articles of Association shall be conducted through open centralized trading.</b></p> <p><b>Buy-back of shares of the Company shall be subject to the obligation of information disclosure according to the relevant provisions of the Company Law, the Hong Kong Listing Rules and more.</b></p>



Before Revision	After Revision
<p>Article 31 The repurchase of shares of the Company by an off-market agreement outside a stock exchange shall be approved in advance by the general meeting in accordance with the provisions of the Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner. The contract for the share buy-back referred to in the preceding paragraph includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back. The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder.</p>	<p><b>Deleted</b></p>
<p>Article 32 After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares within the period prescribed by laws and administrative regulations, and shall apply to the original company registration authority for registration of the change in its registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p><b>Deleted</b></p>
<p>Article 33 Unless the Company is in the course of liquidation, it shall comply with the following provisions in respect of the buy-back of its outstanding issued shares:</p> <p>(I) Where the Company buys back its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of proceeds of a new issue of shares made for the buy-back of shares;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(II) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:</p> <ol style="list-style-type: none"> <li>1. If the shares bought back were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</li> <li>2. If the shares bought back were issued at a price higher than their par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of the proceeds of a new issue of shares made for the buy-back of shares, provided that the amount paid out of the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares bought back nor shall it be more than the amount of the Company's premium account (or capital common reserve account) (including the premiums on the new issue of shares) at the time of such buy-back.</li> </ol> <p>(III) Payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> <li>1. Acquisition of rights to buy-back shares of the Company;</li> <li>2. Variation of any contract for repurchasing shares of the Company;</li> <li>3. Release of any of the Company's obligations under any contract for repurchasing its shares.</li> </ol>	

Before Revision	After Revision
<p>(IV) After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant regulations, the amount deducted from the distributable profits for payment for repurchasing shares at their par value shall be accounted for in the Company's premium account (or capital common reserve account). Where the laws, regulations, rules, normative documents and relevant requirements of the securities regulatory authorities in the place where the Company's securities are listed have any other provisions in respect of the financial arrangement related to the aforementioned share buy-back, such provisions shall prevail.</p>	

Before Revision	After Revision
<p>Article 35 Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time.</p> <p>...</p> <p>All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time.</p>	<p><b>Article 28 The Company shall establish the register of shareholders according to the certificate provided by the securities registration authority, and the register of shareholders is sufficient evidence to prove that the shareholders hold the shares of the Company. The original register of holders of shares listed in Hong Kong Stock Exchange shall be kept in Hong Kong, and the Company shall keep a duplicate of the register of holders of overseas-listed foreign shares at the Company's address and make it available for access by shareholders, but the Company may be permitted to suspend the register of members on terms equivalent to those in Section 632 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times. If there are any inconsistencies between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</b></p> <p>Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time.</p> <p>...</p> <p>All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time.</p>

Before Revision	After Revision
<p>Article 39 The Company or its subsidiaries shall not, by any means at any time, provide any financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company shall include a person who directly or indirectly assumes any obligations for the purpose of the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations. The provisions in this Article shall not apply to the circumstances stated in Article 41 of the Articles of Association.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 40 For the purpose of the Articles of Association, “financial assistance” includes but not limited to the following means:</p> <p>(I) Gift;</p> <p>(II) Guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligation by the obligator), or indemnity (other than indemnity arising from the Company’s own fault) and release or waiver of rights;</p> <p>(III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract;</p> <p>(IV) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction in the Company’s net assets.</p> <p>For the purpose of this Article, “assuming an obligation” includes the assumption of obligations by way of contract or the entering into an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor’s financial position by any other means.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 41 The following activities shall not be deemed to be activities prohibited under Article 39 of the Articles of Association:</p> <p>(I) The financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company;</p> <p>(II) The lawful distribution of the Company’s assets by way of dividends;</p> <p>(III) The allotment of shares as dividends;</p> <p>(IV) A reduction of registered capital, a repurchase of shares or a reorganization of the capital structure of the Company in accordance with the Articles of Association;</p> <p>(V) The provision of a loan 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 that, to the extent that the assets are reduced, the financial assistance is paid out of the distributable profits of the Company);</p> <p>(VI) The provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company).</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 42 The share certificates of the Company shall be in registered form. The following particulars shall be stated on a share certificate:</p> <p>(I) The name of the Company;</p> <p>(II) The date of incorporation of the Company;</p> <p>(III) The class and par value of the shares and the number of shares represented by the certificate;</p> <p>(IV) The serial number of the share certificate;</p> <p>(V) Other items as required to be specified by the Company Law and other laws and regulations and the stock exchange(s) in the place where the Company's shares are listed.</p> <p>The Company may issue overseas-listed shares in the form of overseas depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and deposit of securities in the place where the shares of the Company are listed.</p>	<p><b>Deleted</b></p>



Before Revision	After Revision
<p>Article 43 During the period of listing of the H Shares issued by the Company in Hong Kong, the Company shall ensure that all relevant documents relating to its securities listed in the Hong Kong Stock Exchange include the statements stipulated below and shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(I) The acquirer of Shares agrees with the Company and each Shareholder of the Company, and the Company agrees with each Shareholder, to observe and comply with the Company Law and other relevant laws, regulations and the Articles of Association.</p> <p>(II) The acquirer of shares agrees with the Company, each shareholder, Director, Supervisor and senior management members of the Company and the Company acting for itself and for each director, supervisor and senior management member agrees with each shareholder to refer all differences and claims arising from the Articles of Association or any rights or obligation conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p> <p>(III) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.</p> <p>(IV) The acquirer authorizes the Company to enter into a contract on his behalf with each of the director and senior management member whereby such directors, and senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 44 The share certificates shall be signed by the chairman of the board of directors. Where the signatures of other senior management of the Company are required by the securities regulatory authorities of the place(s) in which the Company's shares are listed, the share certificates shall also be signed by such other senior management. The signature of chairman of the board of directors or other senior management of the Company on the share certificates may also be in printed form. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities where the shares of the Company are listed shall prevail.</p>	<p><b>Deleted</b></p>
<p>Article 45 The Company shall maintain a register of shareholders, which shall contain the following particulars:</p> <ul style="list-style-type: none"> <li>(I) The name, address (domicile), occupation or nature of each shareholder;</li> <li>(II) The class and number of shares held by each shareholder;</li> <li>(III) The amount paid or payable in respect of the shares held by each shareholder;</li> <li>(IV) The serial numbers of the shares held by each shareholder;</li> <li>(V) The date on which each shareholder is registered as a shareholder;</li> <li>(VI) The date on which each shareholder ceases to be a shareholder.</li> </ul>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>The register of shareholders shall be sufficient evidence to verify that a shareholder holds shares of the Company, except where evidence to the contrary exists. Subject to compliance of the Articles of Association and other applicable regulations, once the shares of the Company are transferred, the name of the transferee shall be included in the shareholders register as holder of such shares. The transfer and assignment of shares must be registered with the domestic and foreign share transfer registration agencies entrusted by the Company and shall registered in the shareholders register.</p> <p>If two or more persons are registered as joint holders of any of the shares, they shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions:</p> <p>(I) All the joint shareholders of any shares shall be jointly and severally liable for all amounts payable for the relevant shares;</p> <p>(II) If one of the joint shareholders is deceased, only the other surviving joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a death certificate of the relevant shareholder as necessary for the purpose of revising the relevant register of shareholders;</p>	

Before Revision	After Revision
<p>(III) In respect of the joint shareholder of any shares, only the joint shareholder whose name stands first in the register of shareholders has the rights to receive certificates of the relevant shares from the Company or receive notices or other documents of the Company. Any notice which is delivered to the aforementioned shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares. Any of the joint shareholders may sign a proxy form, provided that if more than one joint shareholders attend a meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote will be accepted to the exclusion of the vote(s) of the other joint shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the relevant share; and</p> <p>(IV) Any receipts issued to the Company by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Company.</p>	

Before Revision	After Revision
<p>Article 46 The Company may, pursuant to the understanding and agreements made between the securities competent authorities of the State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) for management. All transfer instruments shall be placed at the legal address of the Company or at the address specified by the board of directors from time to time. The original register of holders of shares listed in the Hong Kong Stock Exchange shall be kept in Hong Kong, and the Company shall keep a duplicate of the register of holders of overseas-listed foreign shares at the Company's address and make it available for access by shareholders; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</p>	<p><b>Deleted</b></p>
<p>Article 47 The Company shall keep a complete register of shareholders. The register of shareholders shall include the followings:</p> <p>(I) The register of shareholders kept at the Company's address other than those parts specified in items (II) and (III) of this Article;</p> <p>(II) The registers of shareholders of overseas-listed foreign shares of the Company kept in the places of the stock exchange(s) outside the PRC on which the shares are listed; and</p> <p>(III) The registers of shareholders kept in other places as the board of directors may decide necessary for the listing of the Company's shares.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 48 Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time. Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is kept.</p>	<p><b>Deleted</b></p>
<p>Article 49 Where relevant laws, administrative regulations, departmental rules and regulations, normative documents and listing rules of stock exchange in the place where the shares of the Company are listed have provisions on occasions when no change of registration in the shareholder register shall be carried out before convention of a shareholders' general meeting or before the record date of dividend distribution decided by the Company, such provisions shall be followed.</p>	<p><b>Deleted</b></p>
<p>Article 50 When the Company convenes a shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of meetings of the board of directors or the shareholders' general meetings shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall enjoy the relevant rights.</p>	<p><b>Deleted</b></p>
<p>Article 51 Any person who disputes the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 52 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Certificate”) is lost. If a shareholder who has lost his share certificate of domestic shares applies for a replacement share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law. If a shareholder who has lost his share certificate of overseas-listed foreign shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange(s) or other relevant provisions of the place where the original register of holders of overseas-listed shares is kept. Holders of overseas-listed foreign shares of the Company to be listed in Hong Kong who have lost their share certificates and applied for replacement of share certificates, such replacement shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the lost share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares;</p> <p>(II) No statement has been received by the Company from a person other than the applicant who request to have his name registered as a holder of the Relevant Shares before the Company decided to issue the replacement share certificate;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement of ninety (90) days;</p> <p>(IV) The Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered a copy of the announcement to be published to the stock exchange on which its shares are listed. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days. In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a photo copy of the announcement to be published;</p> <p>(V) If, upon expiration of the 90-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application;</p> <p>(VI) Where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly;</p>	



Before Revision	After Revision
<p>(VII) All expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p>	
<p>Article 53 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned replacement share certificate or a shareholder who thereafter registers as the owner of such shares (provided that he is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p><b>Deleted</b></p>
<p>Article 54 The Company shall not be liable for any damages sustained by any person due to the cancellation of the Original Certificate or the issue of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.</p>	<p><b>Deleted</b></p>
<p><b>Article 55 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders.</b></p> <p>Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.</p>	<p><b>Article 32</b> Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.</p>

Before Revision	After Revision
<p>Article 56 Shareholders of <b>ordinary shares</b> of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, host, attend or appoint proxy to attend shareholders' general meetings and exercise corresponding voting rights in accordance with the law;</p> <p>(III) The rights to supervise and manage of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(V) <b>The rights to obtain relevant information in accordance with the Articles of Association of the Company, including:</b></p> <p><b>1. to obtain a copy of the Articles of Association upon payment of the cost of such copy;</b></p>	<p><b>Article 33</b> Shareholders of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, host, attend or appoint a proxy to attend shareholders' general meetings and exercise corresponding voting rights in accordance with the law;</p> <p>(III) The rights to supervise and manage the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(V) The rights to obtain relevant information in accordance with the Articles of Association of the Company, including:</p> <p>1. to obtain a copy of the Articles of Association upon payment of the cost of such copy;</p> <p>2. to inspect and photocopy upon payment of a reasonable charge, of:</p> <p>(1) all parts of the register of shareholders (<b>for shareholders' inspection only</b>);</p> <p>(2) minutes of the shareholders' meeting (for shareholders' inspection only);</p> <p>(3) <b>regular reports of the Company, including (a) annual reports; (b) interim reports; (c) quarterly reports.</b></p>

Before Revision	After Revision
	<p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(VIII) Other rights conferred by law, administrative regulations, departmental regulations, and the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p>

Before Revision	After Revision
<p><b>2. to inspect and photocopy upon payment of a reasonable charge, of:</b></p> <p><b>(1) all parts of the register of shareholders;</b></p> <p><b>(2) personal particulars of each of the directors, supervisors, managers and other senior management of the Company, including: (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification documents and their numbers;</b></p> <p><b>(3) reports of the status of the Company's share capital;</b></p> <p><b>(4) reports for the aggregate par value and the number in respect of each class of shares as well as the highest and lowest price of shares repurchase paid by the Company since the end of the last financial year and all the expenses paid by the Company therefor (with a breakdown between domestic shares and H shares);</b></p> <p><b>(5) stubs of company bonds;</b></p> <p><b>(6) minutes of the shareholders' meeting (for shareholders' inspection only);</b></p> <p><b>(7) the Company's special resolutions, the Company's latest audited financial statements, reports of directors, accounting firm and board of supervisors;</b></p> <p><b>(8) the latest annual report filed with the competent authority of market and supervision and other competent authorities.</b></p> <p><b>The Company shall make the documents in (1), (3), (4), (6) and (8) above and any other applicable documents available for free inspection by the public and shareholders at the Company's Hong Kong address as required by the Hong Kong Listing Rules.</b></p>	

Before Revision	After Revision
<p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(VIII) Other rights conferred by law, administrative regulations, departmental regulations, listing rules of the place where the shares of Company are listed and the Articles of Association.</p>	
<p>Article 61 Shareholders of <b>ordinary shares</b> of the Company shall have the following obligations:</p> <p>(I) To abide by the laws, administrative regulations, departmental rules, normative documents, listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</p> <p>(III) Not to surrender the shares unless required by law and regulations;</p> <p>(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p>	<p><b>Article 38</b> Shareholders of the Company shall assume the following obligations:</p> <p>(I) To abide by the laws, administrative regulations, departmental rules, normative documents, listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholders;</p> <p>(III) Not to surrender the shares unless required by law and regulations;</p> <p>(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditor of the Company;</p>

Before Revision	After Revision
<p>(V) To be liable for obligations as required by the laws, administrative regulations, departmental rules, normative documents and listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Where shareholders of the Company abuse their shareholders’ rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws. Where shareholders of the Company abuse Company’s status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p> <p><b>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</b></p>	<p>(V) To be liable for obligations as required by the laws, administrative regulations, departmental rules, normative documents and listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Where shareholders of the Company abuse their shareholders’ rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws. Where shareholders of the Company abuse the Company’s status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p>
<p>Article 64 In addition to obligations imposed by laws, administrative regulations, departmental rules and regulations, normative documents of the place where the Company’s shares are listed or required by the listing rules of the stock exchange(s) in the place where the Company’s shares are listed, controlling shareholders, in exercising their rights as shareholders, shall not exercise their voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders:</p> <p>(I) To relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(II) To approve the misappropriation by a director or supervisor (for his own benefit or for the benefit of other person(s)), in any manner, of the Company’s assets, including but not limited to, any opportunities that are favorable to the Company;</p> <p>(III) To approve the misappropriation by a director or supervisor (for his own benefit or for the benefit of other person(s)) of the individual rights of other shareholders, including but not limited to, rights to distributions and voting rights save for a restructuring of the Company submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association.</p>	
<p>Article 65 The term “controlling shareholder” referred to in the preceding provision means a person who satisfies any one of the following conditions:</p> <p>(I) a person acting alone or in concert with others, is entitled to elect more than half of the board of directors;</p> <p>(II) a person acting alone or in concert with others, is entitled to exercise more than 30% (including 30%) or to control the exercise of more than 30% (including 30%) of the voting rights of the Company;</p> <p>(III) a person acting alone or in concert with others, holds more than 30% (including 30%) of the outstanding shares of the Company;</p> <p>(IV) a person acting alone or in concert with others, has de facto control over the Company in any other manner(s).</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 75 A shareholder who requests to convene a shareholder meeting shall proceed in accordance with the following procedures:</p> <p>(I) On a one vote per share basis, shareholders either individually or collectively holding more than 10% (inclusive) of the shares of the Company may, through signing one or more copies of written requisition(s) in the same form and content stating the topics to be discussed at the meeting, require the board of directors to convene an extraordinary general meeting or <b>a class meeting</b>. The aforesaid number of shares shall be calculated on the date on which the shareholder makes a written request. The board of directors shall, pursuant to laws, administrative regulations, the listing rules of the place where shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting <b>or the class meeting</b> within ten (10) days after receiving aforesaid written requisition(s);</p> <p>(II) In the event that the board of directors agrees to convene an extraordinary general meeting <b>or a class meeting</b>, the notice of the general meeting <b>or the class meeting</b> shall be issued within five (5) days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the shareholders concerned. Where the laws, administrative regulations, the relevant rule of the place where the shares of the Company are listed and the Articles of Association provided otherwise, the provisions shall prevail;</p>	<p><b>Article 50</b> A shareholder who requests to convene a shareholder meeting shall proceed in accordance with the following procedures:</p> <p>(I) On a one vote per share basis, shareholders either individually or collectively holding more than 10% (inclusive) of the shares of the Company may, through signing one or more copies of written requisition(s) in the same form and content stating the topics to be discussed at the meeting, require the board of directors to convene an extraordinary general meeting. The aforesaid number of shares shall be calculated on the date on which the shareholder makes a written request. The Board of Directors shall, pursuant to laws, administrative regulations, the listing rules of the place where shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving aforesaid written requisition(s);</p> <p>(II) In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board of Directors. Any change to the original proposal made in the notice requires prior approval of the shareholders concerned. Where the laws, administrative regulations, the relevant rule of the place where the shares of the Company are listed and the Articles of Association provided otherwise, the provisions shall prevail;</p>



Before Revision	After Revision
<p>(III) In the event that the board of directors does not agree to convene an extraordinary general meeting <b>or a class meeting</b>, or does not furnish any reply within ten (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 <b>or the class meeting</b> on a one vote per share basis, provided that such proposal shall be made in writing. In the event that the supervisory committee agrees to convene an extraordinary general meeting <b>or a class meeting</b>, the notice of the general meeting <b>or the class meeting</b> shall be issued within 5 days after receiving such requisition(s). Any changes to the original request made in the notice shall require prior approval of the shareholders concerned. Where the supervisory committee does not agree to convene an extraordinary general meeting <b>or a class meeting</b> or fails to issue the notice of the general meeting <b>or the class meeting</b> 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 (ninety) 90 consecutive days or more may, on a one vote per share basis, convene and preside over the meeting on his/her/their own. If the shareholders convene and hold a meeting because the board of directors does not hold the meeting as mentioned above, the reasonable expenses incurred by the shareholders shall be borne by the Company and deducted from the amount owed by the Company to the defaulting directors.</p>	<p>(III) In the event that the Board of Directors does not agree to convene an extraordinary general meeting, or does not furnish any replies within ten (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 on a one vote per share basis, provided that such proposal shall be made in writing. In the event that the supervisory committee agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after receiving such requisition(s). Any change to the original request made in the notice shall require prior approval of the shareholders concerned. Where the supervisory committee does not agree to convene an extraordinary general meeting or fails to issue the notice of the general meeting within the required time frame shall be deemed as a 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 ninety (90) consecutive days or more may, on a one vote per share basis, convene and preside over the meeting on his/her/their own. If the shareholders convene and hold a meeting because the Board of Directors does not hold the meeting as mentioned above, the reasonable expenses incurred by the shareholders shall be borne by the Company and deducted from the amount owed by the Company to the defaulting directors.</p>

Before Revision	After Revision
<p>Article 76 Where the supervisory committee or shareholders decide(s) to convene the shareholders' general meeting by itself/ themselves, it/they shall send out a written notice to the board of directors, and shall file with the stock exchange of <b>the place where shares of the Company are listed</b>.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% during the period from the date of announcing the notice of general meeting to the conclusion of the general meeting.</p> <p>The supervisory committee or convening shareholder shall submit relevant evidence to the stock exchange of <b>the place where shares of the Company are listed</b> upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>	<p><b>Article 51</b> Where the supervisory committee or shareholders decide(s) to convene the shareholders' general meeting by itself/ themselves, it/they shall send out a written notice to the Board of Directors, and shall file with the <b>Shenzhen</b> Stock Exchange <b>according to the provisions of the relevant laws and regulations</b>.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% during the period from the date of announcing the notice of the general meeting to the conclusion of the general meeting.</p> <p>The supervisory committee or convening shareholder shall submit relevant evidence to the <b>Shenzhen</b> Stock Exchange upon the issuance of the notice of the general meeting and the announcement of the resolutions of the general meeting <b>according to the provisions of the relevant laws and regulations</b>.</p>
<p>Article 77 The board of directors and the secretary to the board of directors shall provide cooperation, provide requisite support and perform their information disclosure obligations in a timely manner with respect to matters relating to a general meeting convened by the supervisory committee or shareholders on its/their own. The board of directors shall provide the register of shareholders as of the date of record date. Where the board of directors does not provide the register of shareholders, the convener may apply for the same to the securities registration and settlement institution of the place where shares of the Company are listed by holding the relevant announcement of notice for convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a shareholders' general meeting.</p>	<p><b>Article 52</b> The Board of Directors and the secretary to the board of directors shall provide cooperation, provide requisite support and perform their information disclosure obligations in a timely manner with respect to matters relating to a general meeting convened by the supervisory committee or shareholders on its/their own. The Board of Directors shall provide the register of shareholders as of the date of the record date. If the Board fails to provide the register of shareholders, the convener may request to access the register at the securities registration and clearing institution by presenting the relevant announcement of the notice of the general meeting <b>according to the provisions of the relevant laws and regulations</b>. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a shareholders' general meeting.</p>

Before Revision	After Revision
<p>Article 83 A notice of shareholders' general meeting shall:</p> <p>(I) be provided in writing;</p> <p>(II) specify the place, date and time of the meeting;</p> <p>(III) state the matters to be considered at the meeting;</p> <p>(IV) provide shareholders the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the causes and effects when the Company proposes mergers, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(V) in the event that any of the directors, supervisors, president (general manager) and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any director, supervisor, president (general manager) and other senior management as a shareholder in a manner different from how they affect the same class of other shareholders, the difference shall be explained;</p> <p>(VI) include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not be a shareholder;</p>	<p><b>Article 58</b> A notice of shareholders' general meeting shall:</p> <p><b>(I) Specify the place, date and time of the meeting;</b></p> <p><b>(II) Submit the matters and proposals to be considered at the meeting;</b></p> <p><b>(III) Contain a conspicuous statement that all shareholders shall be entitled to attend the general meeting and may appoint in writing one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not be a shareholder of the Company;</b></p> <p><b>(IV) Specify the record date for shareholders who are entitled to attend the general meeting;</b></p> <p><b>(V) State the names and telephone numbers of the permanent contact persons for the matters of the general meeting;</b></p> <p><b>(VI) Specify the voting time and voting procedures of the meeting for the online voting or other means of voting.</b></p> <p>The notice and the supplementary notice of the general meeting shall fully and completely disclose all the specific content of all proposals. If any matter to be discussed requires the opinions of the independent non-executive directors, the opinions and reasons of the independent non-executive directors shall be disclosed together with the issuance of such notice.</p>

Before Revision	After Revision
<p>(VIII) state the time and place for delivering the proxy form authorizing the proxy to vote at the relevant meeting;</p> <p>(IX) specify the record date of shareholdings of shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) state the names and telephone numbers of the contact persons for the general meeting;</p> <p>(XI) specify the voting time and voting procedures of the meeting for the online voting or other means of voting.</p> <p>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all the details of all proposals. If any matter to be discussed requires opinions of the independent non-executive directors, the opinions and reasons of the independent non-executive directors shall be disclosed together with the issuance of such notice.</p> <p>The starting time for voting through the online voting system at a general meeting is 9:15 am on the day the general meeting is held, and the voting shall conclude at 3:00 pm on the day on which the on-site general meeting held is adjourned. The time for online voting through the trading system of Shenzhen Stock Exchange shall be the trading hours on the day the general meeting is convened. If there are any special requirements under listing rules of stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.</p> <p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall be no less than 2 business days and no more than 7 business days. The shareholding record date shall not be changed once confirmed.</p>	<p>The starting time for voting through the online voting system at a general meeting is 9:15 am on the day the general meeting is held, and the voting shall conclude at 3:00 pm on the day on which the on-site general meeting held is adjourned. The time for online voting through the trading system of the Shenzhen Stock Exchange shall be the trading hours on the day the general meeting is convened. If there are any special requirements under the listing rules of the stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.</p> <p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall be no less than 2 business days and no more than 7 business days. The shareholding record date shall not be changed once confirmed.</p>

Before Revision	After Revision
<p>Article 88 All holders of ordinary shares listed on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Each shareholder entitled to attend and vote at the general meeting may attend and vote personally or by appointing one person (who is not necessary to be a shareholder(s)) as his proxy (proxies). The proxy (proxies) may, as authorized by the shareholder, exercise the following rights:</p> <p>(I) The shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) The rights to demand by himself or jointly with others in voting by way of poll;</p> <p>(III) The rights to vote.</p> <p>If a shareholder is cooperation, it may appoint one proxy to attend and vote at any general meetings of the Company, and such presence through appointment of proxy shall be deemed to attend in person. Such shareholder may authorize its proxy to sign the proxy form.</p>	<p><b>Article 63</b> All holders of ordinary shares listed on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Each shareholder entitled to attend and vote at the general meeting may attend and vote personally or by appointing <b>one representative</b> (who is not necessary to be a shareholder) as his/her proxy. The proxy may, as authorized by the shareholder, exercise the following rights:</p> <p>(I) The shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) The rights to demand by himself or jointly with others in voting by way of poll;</p> <p>(III) The rights to vote.</p> <p>If a shareholder is cooperation, it may appoint one proxy to attend and vote at any general meetings of the Company, and such presence through appointment of proxy shall be deemed to attend in person. Such shareholder may authorize its proxy to sign the proxy form.</p>

Before Revision	After Revision
<p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant laws of the place where the shares of the Company are listed, he/she is entitled to appoint proxy or the representative of the Company to act as his/her proxy(ies) at any general meeting, class meeting or creditors' meeting. However, if more than one <b>proxy</b> is appointed, the proxy form shall specify the number and class of shares represented by each of such <b>proxies</b> under the authorization. The proxy form shall be signed by the personnel authorized by the recognized clearing house. Such authorized <b>proxies</b> are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their agent (including the rights to speak and vote), as if they were the individual shareholders of the Company.</p>	<p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant laws of the place where the shares of the Company are listed, he/she is entitled to appoint proxy or the representative of the Company to act as his/her proxy(ies) at any general meeting, class meeting or creditors' meeting. However, if more than one <b>proxy</b> is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. The proxy form shall be signed by the personnel authorized by the recognized clearing house. Such authorized <b>proxies or corporate representatives shall enjoy the same legal rights as other shareholders enjoy</b>, and are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their agent (including the rights to speak and vote), as if they were the individual shareholders of the Company.</p>
<p><b>Article 91 Any proxy forms issued to a shareholder by the board of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting.</b> The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, the proxy may vote as he/she thinks fit.</p>	<p><b>Article 66</b> The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, the proxy may vote as he/she thinks fit.</p>

Before Revision	After Revision
<p><b>Article 92 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting.</b> Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company’s general meetings as the representative of such legal person.</p>	<p><b>Article 67</b> Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. <b>Without violating the relevant laws and regulations and regulatory rules of the place where the Company's shares are listed,</b> the notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting <b>within the time specified by the Company.</b></p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company’s general meetings as the representative of such legal person.</p>
<p>Article 107 The following matters shall be passed by way of a special resolution at a shareholders’ general meeting:</p> <p>(I) Amendment of the Articles of Association and its appendixes (including the rules of procedure for general meetings, the rules of procedure for meetings of the Board and the rules of procedure for meetings of the Supervisory Committee) (regardless of the form);</p>	<p><b>Article 81</b> The following matters shall be passed by way of a special resolution at a shareholders’ general meeting:</p> <p>(I) Modification of the Articles of Association and its appendixes (including the rules of procedure for general meetings, the rules of procedure for meetings of the Board and the rules of procedure for meetings of the Supervisory Committee) (regardless of the form);</p>

Before Revision	After Revision
<p>(II) <b>Amendment or abolition of all or any right appended to any class shares;</b></p> <p>(III) Increase or reduction of the registered capital; ...;</p> <p>(XII) Other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association and those that the shareholders' general meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.</p> <p>...</p>	<p>(II) Increase or reduction in the registered capital; ...;</p> <p>(XI) Other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association and those that the shareholders' general meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.</p> <p>...</p>
<p>Article 110 The chairman of the meeting shall be responsible for deciding whether or not a resolution at the shareholders' general meeting has been passed. His/her decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p><b>Deleted</b></p>
<p>Article 116 Voting at a shareholders' general meeting shall be in the form of a show of hands unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed, otherwise required by other laws and regulations or a poll is (before or after any vote by show of hands) demanded by the following persons:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders present in person or by proxy entitled to vote thereat;</p>	<p><b>Deleted</b></p>



Before Revision	After Revision
<p>(III) one or more shareholders (including proxies) individually or jointly holding more than 10% (inclusive) of all shares carrying voting rights at the meeting on a one vote per share basis. Unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed or demanded by any person in the meeting, or otherwise required by other laws and regulations, the chairman of the meeting shall declare whether a resolution has been passed based on a show of hands and record the result in the minutes of meeting as the conclusive evidence. There is no need to provide evidence of the number or percentage of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand.</p>	
<p>Article 117 A poll demanded on such matters as the election of chairman of the meeting or the suspension of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the outcome of the poll shall still be deemed to be a resolution of that meeting.</p>	<p><b>Deleted</b></p>
<p>Article 118 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all votes in the same way.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 119 The chairman of the general meeting may decide to allow a resolution which relates to a procedural or administrative matter of the shareholders' general meeting to be voted by a show of hands. Procedural and administrative matters include those relating to the duties of the chairman of a meeting to maintain the orderly proceeding of the meeting and/ or promote the business of the meeting to be properly and effectively dealt with while allowing all shareholders to have reasonable opportunity to express their views. When the number of votes cast for and against a resolution is the same, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.</p>	<p><b>Deleted</b></p>
<p>Article 129 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Apart from holders of other classes of shares, holders of domestic shares and H shares are regarded as shareholders of different classes.</p>	<p><b>Deleted</b></p>
<p>Article 130 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the shareholders' general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 132 to 136.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 131 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(I) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(II) conversion of all or part of the shares of such class into shares of another class or conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such conversion;</p> <p>(III) a removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;</p> <p>(IV) a reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;</p> <p>(V) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;</p> <p>(VI) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;</p> <p>(VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(VIII) an imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;</p> <p>(IX) an issuance of rights to subscribe for, or convert into, the shares of such class or another class;</p> <p>(X) an increase in the rights and privileges of the shares of another class;</p> <p>(XI) a restructuring plan of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring;</p> <p>(XII) any amendment to or repeal of the provisions of this section.</p>	
<p>Article 132 Shareholders of the affected class, whether or not having the right to vote at the shareholders’ general meeting, shall have the rights to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) and (XI) to (XII) in Article 131, except that interested shareholders shall not vote at class meetings.</p> <p>The term “interested shareholders” in the preceding paragraph shall have the following meanings:</p> <p>(I) if the Company has made a repurchase offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a stock exchange in accordance with Article 29 of the Articles of Association, the controlling shareholders as defined in the Articles of Association shall be the “interested shareholders”;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(II) if the Company has bought back its own shares by an agreement outside of a stock exchange in accordance with Article 29 of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest different from that interest of other shareholders of the same class shall be the “interested shareholders”.</p>	
<p>Article 133 Resolutions of a class meeting may be passed only by more than two-thirds of the voting rights of that class represented by the shareholders attending the meeting in accordance with Article 134.</p>	<p><b>Deleted</b></p>
<p>Article 134 Where the Company convenes a class meeting, the requirements as to the notice period of the meeting shall apply the relevant provisions in Articles 81 and 82 of the Articles of Association. If there are any special requirements under listing rules of stock exchange the place where the shares of the Company are listed, such requirements shall prevail.</p>	<p><b>Deleted</b></p>
<p>Article 135 The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat. The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a shareholders’ general meeting. The provisions of the Articles of Association in relation to the procedures for the holding of a shareholders’ general meeting shall be applicable to a class meeting.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 136 In addition to the holders of other classes of shares, holders of domestic-listed domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special procedures for voting in the class meetings shall not apply under the following circumstances:</p> <p>(I) Where the Company issues domestic-listed domestic shares and overseas-listed foreign shares, upon approval in the form of a special resolution by its shareholders at a shareholders' general meeting, either separately or concurrently, once every 12 months and the number of each of the domestic-listed domestic shares and overseas-listed foreign shares to be issued is not more than 20% of the same type of shares in issue;</p> <p>(II) Where the Company's plan to issue domestic-listed domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council;</p> <p>(III) Where a holder of domestic shares of the Company transfers its shares to a foreign investor with approval from the securities regulatory authorities under the State Council and such shares are listed on an overseas stock exchange.</p>	<p><b>Deleted</b></p>
<p>Article 137 A director of the Company is a natural person and needs not hold the shares of the Company.</p>	<p><b>Article 98</b> A director of the Company is a natural person.</p>

Before Revision	After Revision
<p>The directors shall include executive directors, non-executive directors and independent non-executive directors. The executive directors shall be the directors participating in the production and operation of the Company; the non-executive directors shall be the directors other than independent non-executive directors who do not participate in the production and operation of the Company; the independent non-executive directors shall be the directors who, pursuant to the Listing Rules of the Stock Exchange where the Company's shares are listed and the provisions of these Articles, is not holding any other positions in the Company other than the director and has no relationship with the Company and its substantial shareholders that may <b>prevent</b> him from making an independent and objective judgment.</p>	<p>Directors are not required to hold shares in the Company. The directors shall include executive directors, non-executive directors and independent non-executive directors. The executive directors shall be the directors participating in the production and operation of the Company; the non-executive directors shall be the directors other than independent non-executive directors who do not participate in the production and operation of the Company; the independent non-executive directors shall be the directors who, pursuant to the Listing Rules of the Stock Exchange where the Company's shares are listed and the provisions of these Articles, are not holding any other positions in the Company other than the director and have no <b>direct or indirect interests</b> with the Company, its substantial shareholders or <b>actual controller</b>, or other relationships that may <b>prevent</b> him/her from making an independent and objective judgment.</p>

Before Revision	After Revision
<p>Article 150 The board of directors shall perform the following duties:</p> <p>...</p> <p>The board of directors of the Company shall have the audit committee, and establish the nomination committee, remuneration and appraisal Committee, and other relevant special committees. The special committees shall be accountable to the board of directors and shall perform their duties in accordance with the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association and the authorization of the board of directors. Their proposals shall be submitted to the board of directors for deliberation and decision. All special committees are comprised of directors. The majority of members of the audit committee, the nomination committee, and the remuneration and appraisal committee shall be independent non-executive directors, who shall also be the conveners, provided that the convener of the audit committee shall be an accounting professional. The board of directors shall be responsible for formulating the working rules of the special committees and regulating their operation.</p>	<p><b>Article 111</b> The Board of Directors shall perform the following duties:</p> <p>...</p> <p>The Board of Directors of the Company shall have the audit committee, and establish the nomination committee, remuneration and appraisal Committee, and other relevant special committees. The special committees shall be accountable to the Board of Directors and shall perform their duties in accordance with the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for deliberation and decision. All special committees are comprised of directors. The majority of members of the audit committee, the nomination committee, and the remuneration and appraisal committee shall be independent non-executive directors, who shall also be the conveners, provided that the convener of the audit committee shall be an accounting professional, <b>and the members of the audit committee shall be non-executive directors and/or independent non-executive directors who are not senior management members of the Company.</b> The Board of Directors shall be responsible for formulating the working rules of the special committees and regulating their operation.</p>



Before Revision	After Revision
<p>Article 154 When the board of directors intends to dispose a fixed asset, if sum of the expected value of the said fixed asset and the value obtained from the fixed assets that are disposed within four months before this disposal proposal exceeds 33% of the value of fixed assets indicated in the balance sheet latest audited by the general meeting, then the board of directors shall not dispose or agree to dispose of the said fixed asset without the approval of the general meeting.</p> <p>The disposal of a fixed asset in this article includes the act of transferring asset interests, but excludes the act of providing guarantee by using a fixed asset.</p> <p>The validity of the Company's transaction for disposal of a fixed asset is not affected by the violation of the first clause of this article.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 170 The Company shall establish an independent non-executive director system. At least one third of the members of the board of directors shall be independent non-executive directors, which shall include at least one accountant. The composition of independent non-executive directors shall also comply with the listing rules of the stock exchange in the place where the stocks of the Company are listed. An independent non-executive director shall have more than five years' experience in legal, economic, managerial, accounting or financial work or other work required for fulfilling duties as independent director, and have the basic knowledge about operations of companies. He/she shall be familiar with the rules of the place where the stocks of the Company are listed, and ensure that he/she can give sufficient time and attention to perform his/her duties.</p> <p>The following persons shall not serve as the independent non-executive directors:</p> <p>(I) persons who hold a position in the listed company or its subsidiaries, <b>their immediate relatives</b> and major social relations;</p> <p>(II) persons who directly or indirectly hold more than 1% of the issued shares of the Company, or the natural person shareholders in the top ten shareholders of the Company, and such shareholders' <b>immediate relatives</b>;</p>	<p><b>Article 130</b> The Company shall establish an independent non-executive director system. At least one-third of the members of the Board of Directors shall be independent non-executive directors, which shall include at least one accountant. The composition and <b>qualification</b> of independent non-executive directors shall also comply with the listing rules of the stock exchange in the place where the stocks of the Company are listed <b>and/or</b> the provision of <b>the Articles of Association</b>. An independent non-executive director shall have more than five years' experience in legal, economic, managerial, accounting or financial work or other work required for fulfilling duties as independent director, and have the basic knowledge about operations of companies. He/she shall be familiar with the rules of the place where the stocks of the Company are listed, <b>excels in virtue, has no bad records such as major breach of trust</b> and ensures that he/she can give sufficient time and attention to perform his/her duties.</p> <p>The following persons shall not serve as independent non-executive directors:</p> <p>(I) Persons who hold a position in the listed company or its subsidiaries, their <b>spouses, parents, and children</b> and major social relations;</p> <p>(II) Persons who directly or indirectly hold more than 1% of the issued shares of the Company, or the natural person shareholders in the top ten shareholders of the Company, and such shareholders' <b>spouses, parents, and children</b>;</p>

Before Revision	After Revision
<p>(III) any employee of any corporate shareholder that directly or indirectly holds more than 5% of the Company’s issued shares, or any employee of any of the five largest corporate shareholders of the Company, and his/her <b>lineal relatives</b>;</p> <p>(IV) Persons who hold a position in the controlling shareholders, actual controller and its subsidiaries and <b>their immediate relatives</b>;</p> <p>(V) Persons who provides financial, legal or advisory services or other services for the Company, its controlling shareholders, its actual controller or their subsidiaries, including but not limited to all the employees of the project team of intermediaries providing services, reviewing officers, and officers, partners and principals signing the reports;</p> <p><b>(VI) Persons who hold a position in the entities that have major business transactions with the Company, its controlling shareholders, its actual controller or their subsidiaries, or that are the entities of controlling shareholders of the entities that have major business transactions with the Company, its controlling shareholders, its actual controller or their subsidiaries;</b></p> <p>(VII) Any person who falls under any of the above six categories during the past twelve months;</p> <p><b>(VIII) such other persons determined by the securities regulatory authorities where the shares of the Company are listed.</b></p>	<p>(III) Any employee of any corporate shareholder that directly or indirectly holds more than 5% of the Company’s issued shares, or any employee of any of the five largest corporate shareholders of the Company, and his/her <b>spouses, and parents, children</b>;</p> <p>(IV) Persons who hold a position in the controlling shareholders, actual controller’s subsidiaries and <b>their spouses, parents, and children</b>;</p> <p>(V) Persons who have major business transactions with the Company and its controlling shareholders or actual controllers or their respective subsidiaries, or persons who hold positions in units with major business transactions and their controlling shareholders or actual controllers;</p> <p>(VI) Persons who provide financial, legal, advisory, <b>sponsor</b> services or other services for the Company, its controlling shareholders, its actual controller or their subsidiaries, including but not limited to all the employees of the project team of intermediaries providing services, reviewing officers, and officers, partners, <b>directors, senior management</b> and principals signing the reports;</p> <p>(VII) Persons who have had any of the circumstances listed in items (1) to (6) within the last 12 months;</p> <p><b>(VIII) Other persons who are not independent as recognized by laws, administrative regulations, securities regulators in the place where the Company’s shares are listed or/ and as stipulated by the Company’s Articles of Association.</b></p>

Before Revision	After Revision
<p>“Major social relations” stated in the preceding paragraph refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.; “major business transactions” refer to the matters need to be submitted to the shareholders’ general meeting for consideration in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association, or other major matters determined by the Shenzhen Stock Exchange; “hold a position” refer to serving as the directors, supervisors, senior management and other employees. The subsidiaries of controlling shareholders and actual controllers of the Company stated in the items (IV), (V) and (VI) of the preceding paragraph exclude the subsidiaries without connected relationships with the listed company in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association.</p>	<p>“Major social relations” stated in the preceding paragraph refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law, <b>parents of son’s spouse, parents of daughter’s spouse</b>, etc.; “major business transactions” refer to the matters that need to be submitted to the shareholders’ general meeting for consideration in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association, or other major matters determined by the Shenzhen Stock Exchange; “hold a position” refers to serving as the directors, supervisors, senior management and other employees. The subsidiaries of controlling shareholders and actual controllers of the Company stated in items (IV), (V) and (VI) of the preceding paragraph exclude the subsidiaries without connected relationships with the listed company in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association.</p>
<p>Article 171 The board of directors, the Supervisory Committee, and shareholders who severally or jointly with other persons hold more than 1% of the issued shares of the Company shall have the right to nominate candidates as independent non-executive directors, and the nominated candidates shall become independent non-executive directors by election at a general meeting.</p>	<p><b>Article 131</b> The Board of Directors, the Supervisory Committee, and shareholders who severally or jointly with other persons hold more than 1% of the issued shares of the Company shall have the right to nominate candidates as independent non-executive directors, and the nominated candidates shall become independent non-executive directors by election at a general meeting.</p> <p><b>An investor protection agency established according to law may publicly request shareholders to entrust it with the exercise of the right to nominate independent non-executive directors on their behalf.</b></p> <p><b>The nominee as referred to in paragraph 1 shall not nominate any person with whom he or she has an interest or other closely related person who may affect the independent performance of his or her duties as an independent non-executive director candidate.</b></p>

Before Revision	After Revision
<p>Article 172 An independent non-executive director shall have the following special functions and powers in addition to the general functions and powers:</p> <p>(I) <b>material connected transactions (determined according to the standards required by the stock exchange where the Company’s shares are listed, hereinafter inclusive) shall, after the recognition by independent non-executive directors, be submitted to the board of directors for discussion. The independent non-executive directors may, before making a judgment, engage an intermediary to issue an independent financial advisor report as the basis for them to make the judgment;</b></p> <p>(II) <b>to propose to the board of directors to engage or remove an accounting firm;</b></p> <p>(III) <b>to propose to the board of directors to convene an extraordinary general meeting;</b></p> <p>(IV) <b>to put forward the proposals on profit distribution and conversion of capital reserve to share capital after collecting views from minority shareholders to the board of directors for consideration;</b></p> <p>(V) <b>to propose to convene a board meeting;</b></p> <p>(VI) <b>to collect voting rights from shareholders prior to the convening of a general meeting.</b></p> <p>(VII) <b>to engage an external auditing or advisory firm independently.</b></p>	<p><b>Article 132</b> An independent non-executive director shall have the following special functions and powers in addition to the general functions and powers:</p> <p>(I) <b>To independently employ intermediaries to audit, consult or verify specific matters of the Company;</b></p> <p>(II) <b>To propose to the Board of Directors to convene an extraordinary general meeting;</b></p> <p>(III) <b>To propose to convene a board meeting;</b></p> <p>(IV) <b>To publicly solicit the rights of shareholders from shareholders according to law;</b></p> <p>(V) <b>To express independent opinions on matters that may damage the rights and interests of listed companies or minority shareholders;</b></p> <p>(VI) <b>Other functions and powers as prescribed by laws, administrative regulations, the CSRC and the Articles of Association of the Company.</b></p>

Before Revision	After Revision
<p>The independent non-executive directors shall seek the consent of more than half of all the independent non-executive directors in exercising their functions and powers as prescribed in the above items (I) to (VI); the independent non-executive directors shall seek the consent of all the independent non-executive directors in exercising their functions and powers as prescribed in the above item (VII). The matters mentioned in the above items (I) and (II) shall, after the consent by more than half of all independent non-executive directors, be submitted to the board of directors for discussion.</p> <p>If the above-mentioned proposal is not accepted or the above functions and powers cannot be exercised properly, the Company shall disclose the relevant circumstances.</p>	<p>Where an independent non-executive director exercises the functions and powers listed in items (I) to (III) of the preceding paragraph, the director in question shall obtain the consent of more than half of all independent non-executive directors.</p> <p>Where an independent non-executive director exercises the functions and powers listed in paragraph I, the Company shall disclose them in a timely manner. Where the above powers cannot be exercised normally, the Company shall disclose the details and reasons.</p>
<p>—</p>	<p>(Addition)</p> <p>Article 133 The following matters shall be submitted to the board of directors of the Company for deliberation with the consent of more than half of all independent non-executive directors of the Company:</p> <ul style="list-style-type: none"> <li>(I) Connected transactions that should be disclosed;</li> <li>(II) Plans for the Company and relevant parties to change or waive commitments;</li> <li>(III) Decisions made and measures taken by the Board of Directors of the acquired listed company in relation to the acquisition;</li> <li>(IV) Other matters specified by law, administrative regulations, listing rules of the place where the shares of the Company are listed and/or the Articles of Association of the Company.</li> </ul>

Before Revision	After Revision
<p>Article 175 A work report shall be submitted to the annual general meeting of the Company by the independent non-executive directors. Such report shall set forth the following content:</p> <p>(I) His attendance at meetings of the Board throughout the year in terms of ways and number and his voting thereat, and the number of attendance at general meetings;</p> <p>(II) Independent opinions;</p> <p>(III) On-site inspection;</p> <p>(IV) Proposals for convening A meeting of the Board and employing or removing an accounting firm, independently employing an external auditor and an advisory body, and conducting on-site understanding and inspection;</p> <p>(V) Other measures taken by him/her to protect legitimate rights and interests of minority shareholders.</p>	<p><b>Article 136</b> A work report shall be submitted to the annual general meeting of the Company by the independent non-executive directors. Such report shall set forth the following content:</p> <p>(I) His attendance at meetings of the Board in terms of number and ways and his voting thereat, and the number of attendance at general meetings;</p> <p>(II) Participation in the work of special committees of the Board of Directors and special meetings of independent non-executive directors;</p> <p>(III) Review of relevant matters and exercise of special functions and powers of independent non-executive directors;</p> <p>(IV) Major matters, methods and results of communication with internal audit institutions and accounting firms undertaking audit services of the Company on the Company’s financial and business conditions;</p> <p>(V) Communication with minority shareholders;</p> <p>(VI) The time and content of work in the Company;</p> <p>(VII) Other situations concerning the performance of duties.</p> <p>The annual report of the independent non-executive director shall be disclosed at the latest when the Company issues the notice of the annual general meeting of shareholders.</p>

Before Revision	After Revision
<p>Article 176 The term of office for independent non-executive directors shall be the same as other directors of the Company, and they may offer themselves for re-election upon expiry of their term, but their re-appointment shall not exceed six (6) years.</p> <p>If an independent non-executive director fails to attend meetings of the Board in person for <b>three (3)</b> consecutive instances, <b>the Board may propose to the general meeting to replace such independent non-executive director. Where any independent non-executive director is not qualified to be an independent non-executive director as required by laws, regulations and the Articles of Association of the Company or not suitable to perform duties of an independent non-executive director, the Board shall make a proposal to remove such director at the general meeting.</b></p> <p>Prior to expiry of the term of his/her office, an independent non-executive director <b>may not be removed in the absence of proper reasons. In case of such removal prior to expiry of term of office, the Company shall make disclosure of such occurrence as a special item of disclosure.</b></p>	<p><b>Article 137</b> The term of office for independent non-executive directors shall be the same as other directors of the Company, and they may offer themselves for re-election upon expiry of their term, but their re-appointment shall not exceed six (6) years.</p> <p><b>Independent non-executive directors shall attend meetings of the Board in person. Where the independent non-executive director is unable to attend the meeting in person for any reason, such director shall review the meeting materials in advance, form a clear opinion, and entrust other independent non-executive directors to attend on his/her behalf in writing.</b> If an independent non-executive director fails to attend the board meeting in person for <b>two (2)</b> consecutive instances, <b>nor does he/she entrust another independent non-executive director to attend on his/her behalf, the Board of Directors shall, within thirty (30) days as of the date of such occurrence, propose to convene a general meeting of shareholders to remove such independent director.</b></p> <p><b>Where an independent non-executive director fails to comply with the provisions of Article 130 of the Articles of Association of the Company, he/she shall immediately stop performing his/her duties and resign from his/her office. Where he/she fails to resign, the Board of Directors shall, upon becoming aware of or should become aware of the fact, immediately remove him/her from office as required.</b></p>



Before Revision	After Revision
	<p data-bbox="847 187 1471 783"><b>Where an independent non-executive director resigns or is dismissed due to the circumstances specified in the preceding paragraph, resulting in the proportion of independent non-executive directors in the Board of Directors or its special committee not conforming to the listing rules of the place where the Company's shares are listed or the provisions of the Articles of Association of the Company, or the absence of accounting professionals among the independent non-executive directors, the Company shall complete the by-election within sixty (60) days as of the date of the occurrence of the aforesaid facts.</b></p> <p data-bbox="847 825 1471 1236"><b>Prior to expiry of the term of his/her office, the Company may remove him/her from his/her office in accordance with legal procedures. Where an independent non-executive director is removed prior to the expiry of the term of office, the Company shall disclose the specific reasons and basis in a timely manner. Where an independent non-executive director raises objections, the Company shall disclose them in a timely manner.</b></p>

Before Revision	After Revision
<p>Article 177 An independent non-executive director may resign before his/her term of office expires. In resigning his/her duties, an independent non-executive director shall tender a resignation to the Board, specifying any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of the Company's shareholders and creditors. If the resignation of an independent non-executive director causes the number of independent non-executive directors in the Board of the Company to <b>fall below the minimum requirements of the Articles of Association, the resignation of this independent non-executive director shall be effective only after the succeeding independent non-executive director has filled his/her vacancy.</b></p>	<p><b>Article 138</b> An independent non-executive director may resign before his/her term of office expires. In resigning his/her duties, an independent non-executive director shall tender a resignation to the Board, specifying any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of the Company's shareholders and creditors. <b>The Company shall disclose the reasons and concerns of the independent non-executive director for his/her resignation.</b> Where the number of independent non-executive directors on the Board of Directors <b>or the special committee</b> of the Company does not comply with the listing rules of the place where the Company's shares are listed or the provisions of the Articles of Association due to the resignation of the independent non-executive director, or there is a lack of accounting professionals among the independent non-executive directors, the independent non-executive director who intends to resign shall continue to perform his/her duties until the date of appointment of the new independent non-executive director. The Company shall complete the by-election within sixty (60) days as of the date of the resignation of the independent non-executive director.</p>

Before Revision	After Revision
<p>Article 186 The manager is accountable to the Board and exercises the following duties:</p> <p>(I) To take charge of the production operations and management tasks of the Company and organize the implementation of the Board’s resolutions, and to report his work to the Board;</p> <p>(II) To organize the implementation of the Company’s annual operating plan and investment plan;</p> <p>(III) To devise the set-up of the Company’s internal management structure;</p> <p>(IV) To devise the basic management policy of the Company;</p> <p>(V) To formulate the specific rules of the Company;</p> <p>(VI) To propose the appointment or removal of deputy managers and financial officers of the Company;</p> <p>(VII) To appoint or remove management personnel, aside from those requiring the Board in approving their appointment or removal;</p> <p>(VIII) Other duties as granted by the Company’s Articles of Association and the Board.</p> <p>The manager shall attend meetings of the Board, <b>but if he/she is not a director, he/she shall not have voting rights at meetings of the Board.</b></p>	<p><b>Article 147</b> The manager is accountable to the Board and exercises the following duties:</p> <p>(I) To take charge of the production operations and management tasks of the Company and organize the implementation of the Board’s resolutions, and to report his work to the Board;</p> <p>(II) To organize the implementation of the Company’s annual operating plan and investment plan;</p> <p>(III) To devise the set-up of the Company’s internal management structure;</p> <p>(IV) To devise the basic management policy of the Company;</p> <p>(V) To formulate the specific rules of the Company;</p> <p>(VI) To propose the appointment or removal of deputy managers and financial officers of the Company;</p> <p>(VII) To appoint or remove management personnel, aside from those requiring the Board in approving their appointment or removal;</p> <p>(VIII) Other duties as granted by the Company’s Articles of Association and the Board.</p> <p>The manager shall attend meetings of the Board.</p>

Before Revision	After Revision
<p>Article 202 The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three (3) supervisors. Among them, two (2) are shareholder representative supervisors and one (1) is employee representative supervisor. The Supervisory Committee shall have one (1) chairman. The <b>appointment and removal</b> of the chairman of the Supervisory Committee <b>shall be determined by the affirmative votes of two-thirds or more of the members of the Supervisory Committee.</b> The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor selected by more than one half of all supervisors shall convene and preside over the meeting of the Supervisory Committee.</p> <p>The Supervisory Committee shall consist of shareholder representatives and an appropriate proportion of the Company's employee representatives and the percentage of employee representatives shall not be less than one-third. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee meeting, the employee representatives' meeting, labour union or otherwise democratically.</p>	<p><b>Article 163</b> The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three (3) supervisors. Among them, two (2) are shareholder representative supervisors and one (1) is employee representative supervisor. The Supervisory Committee shall have one (1) chairman. The chairman of the Supervisory Committee shall be <b>elected by more than half the supervisors of the Supervisory Committee.</b> The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor selected by more than one-half of all supervisors shall convene and preside over the meeting of the Supervisory Committee.</p> <p>The Supervisory Committee shall consist of shareholder representatives and an appropriate proportion of the Company's employee representatives and the percentage of employee representatives shall not be less than one-third. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee meeting, the employee representatives' meeting, labour union or otherwise democratically.</p>

Before Revision	After Revision
<p>Article 203 Supervisors shall faithfully perform their supervisory obligations in accordance with laws, administrative regulations, the listing rules of the places where the shares of the Company are listed and the Articles of Association.</p> <p>The Supervisory Committee shall be accountable to the shareholders' general meeting and the Supervisory Committee shall perform the following duties:</p> <p>(I) to review the Company's reports prepared by the Board and to provide comments in writing;</p> <p>(II) to review the Company's financial condition;</p> <p><b>(III) to examine the financial information such as the financial reports, business reports and plans for distribution of profits to be submitted by the Board to the shareholders' general meetings, to engage certified public accountants or practicing auditors in the name of the Company to assist in the review whenever queries arise;</b></p> <p>(IV) to supervise the conducts of the directors and senior management in discharge of their duties and to advise on the dismissal of any director and senior management who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings;</p> <p>(V) to demand rectification from the directors and senior management of the Company where their conducts are detrimental to the interests of the Company;</p>	<p><b>Article 164</b> Supervisors shall faithfully perform their supervisory obligations in accordance with laws, administrative regulations, the listing rules of the places where the shares of the Company are listed and the Articles of Association.</p> <p>The Supervisory Committee shall be accountable to the shareholders' general meeting and the Supervisory Committee shall perform the following duties:</p> <p>(I) To review the Company's reports prepared by the Board and to provide comments in writing;</p> <p>(II) To review the Company's financial condition;</p> <p><b>(III) To supervise the conducts of the directors and senior management in discharge of their duties and to advise on the dismissal of any director and senior management who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings;</b></p> <p><b>(IV) To demand rectification from the directors and senior management of the Company where their conducts are detrimental to the interests of the Company;</b></p> <p><b>(V) To propose to convene an extraordinary general meeting, and to convene and preside over the shareholders' general meeting where the Board fails to perform its duties to convene or preside over a shareholders' general meeting as required under the Company Law;</b></p>

Before Revision	After Revision
<p>(VI) to propose to convene an extraordinary general meeting, and to convene and preside over the shareholders' general meeting where the Board fails to perform its duties to convene or preside over a shareholders' general meeting as required under the Company Law;</p> <p>(VII) to propose motions at a shareholders' general meeting;</p> <p>(VIII) to take legal actions against directors and senior management in accordance with Article 151 of the Company Law;</p> <p>(IX) to conduct investigations whenever queries or unusual conditions in the operation of the Company arise and, if necessary, to engage professional institutions such as accounting firms and law firms to assist in their work with expenses to be borne by the Company;</p> <p>(X) other duties as stipulated by the Articles of Association.</p>	<p>(VI) To propose motions at a shareholders' general meeting;</p> <p>(VII) To take legal actions against directors and senior management in accordance with Article 151 of the Company Law;</p> <p>(VIII) To conduct investigations whenever queries or unusual conditions in the operation of the Company arise and, if necessary, to engage professional institutions such as accounting firms and law firms to assist in their work with expenses to be borne by the Company;</p> <p>(IX) Other duties as stipulated by the Articles of Association.</p>
<p>Article 204 The Supervisory Committee shall meet at least once in every six (6) months. <b>The chairman of the Supervisory Committee shall be responsible for convening the meeting.</b> Supervisors can propose to convene an extraordinary supervisory committee meeting.</p> <p>The “one person one vote” policy shall be adopted in the voting of the Supervisory Committee; resolutions of the Supervisory Committee <b>shall be passed by more than two thirds of the supervisors.</b> The notice for convening a meeting or extraordinary meeting of the Supervisory Committee shall be served by: hand, mail, fax, e-mail, text message, electronic data exchange, etc., which can tangibly present the contents of the message; the time limit for notice shall be: notify or serve no later than (one) 1 day prior to the convening of the meeting or extraordinary meeting of the Supervisory Committee.</p>	<p><b>Article 165</b> The Supervisory Committee shall meet at least once every six (6) months. Supervisors can propose to convene an extraordinary supervisory committee meeting.</p> <p>The “one person one vote” policy shall be adopted in the voting of the Supervisory Committee; resolutions of the Supervisory Committee <b>shall be passed by more than half of the supervisors.</b></p> <p>The notice for convening a meeting or extraordinary meeting of the Supervisory Committee shall be served by: hand, mail, fax, e-mail, text message, electronic data exchange, etc., which can tangibly present the contents of the message; the time limit for notice shall be: notify or serve not later than one (1) day prior to the convening of the meeting or extraordinary meeting of the Supervisory Committee.</p>

Before Revision	After Revision
<p>Article 208 Reasonable expenses incurred by the Supervisory Committee in hiring lawyers, certified public accountants, practicing auditors and other professionals when exercising their functions and powers shall be borne by the Company.</p> <p>Chapter 8 Qualifications and Obligations of the Company's Directors, Supervisors and Senior Management.</p>	<p><b>Deleted</b></p>
<p>Article 209 The following persons shall not serve as directors, supervisors, manager or other senior management of the Company:</p> <p>(I) persons without capacity for or with limited capacity for civil conduct;</p> <p>(II) persons who have committed offences relating to corruption, bribery, embezzlement of property, misappropriation of property or disruption of socialist economic order and have been sentenced to criminal punishment, where less than five (5) years has elapsed since the date of completion of the imprisonment, or who have been deprived of their political rights due to the commission of a criminal offense, where less than five (5) years has elapsed since the date of enforcement;</p> <p>(III) persons who were former directors, factory managers or <b>president (general manager)</b> of a company or enterprise which was declared bankrupt and was liquidated due to <b>mismanagement</b> and who were personally liable for the bankruptcy of such company or enterprise, where less than three (3) years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p>	<p><b>Article 169</b> The following persons shall not serve as directors, supervisors, manager or other senior management of the Company:</p> <p>(I) persons without capacity for or with limited capacity for civil conduct;</p> <p>(II) persons who have committed offences relating to corruption, bribery, embezzlement of property, misappropriation of property or disruption of socialist economic order and have been sentenced to criminal punishment, where less than five (5) years has elapsed since the date of completion of the imprisonment, or who have been deprived of their political rights due to the commission of a criminal offense, where less than five (5) years has elapsed since the date of enforcement;</p> <p>(III) persons who were former directors, factory managers or <b>managers</b> of a company or enterprise which was declared bankrupt and was liquidated due to mismanagement and who were personally liable for the bankruptcy of such company or enterprise, where less than three (3) years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p>

Before Revision	After Revision
	<p>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who were personally liable, where less than three (3) years has elapsed since the date of the revocation;</p> <p>(V) persons who have a substantial amount of debts due and outstanding;</p> <p>(VI) persons other than a natural person;</p> <p>(VII) persons who have been punished by the CSRC through taking measures to ban them from the securities market for a period which has not yet expired;</p> <p><b>(VIII) persons who have been publicly identified by the stock exchange where the company's shares are listed as unfit to serve as a director, supervisor or senior management member of the Company, and the time limit has not expired;</b></p> <p>(IX) other contents specified by laws, administrative regulations, departmental rules or listing rules of stock exchange of the place where the shares of the Company are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, the election, appointment or employment shall be invalid. Any director fulfilling the circumstances in this Article during his/her tenure shall be removed by the Company.</p>



Before Revision	After Revision
<p>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who were personally liable, where less than three (3) years has elapsed since the date of the revocation;</p> <p>(V) persons who have a substantial amount of debts due and outstanding;</p> <p><b>(VI) persons who are under investigation of the judicial authority due to breach of criminal laws and the case is not closed;</b></p> <p><b>(VII) persons who are prohibited from acting as a leader of an enterprise by laws or administrative regulations;</b></p> <p>(VIII) persons other than a natural person;</p> <p>(IX) persons who have been punished by the CSRC through taking measures to ban them from the securities market for a period which has not yet expired;</p> <p><b>(X) persons who has been convicted by the competent authority for violation of securities regulations by acting fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</b></p> <p>(XI) other contents specified by laws, administrative regulations, departmental rules or listing rules of stock exchange of the place where the shares of the Company are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, the election, appointment or employment shall be invalid. Any director fulfilling the circumstances in this Article during his/her tenure shall be removed by the Company.</p>	

Before Revision	After Revision
<p>Article 225 The Company shall enter into a contract in writing with each director, supervisor and other senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, president (chief executive officer) and other senior management shall undertake to the Company that he/she shall observe and comply with the Company Law, the Special Provisions, the Articles of Association, the Codes on Takeovers and Mergers, the Codes on Share Repurchase, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in the Articles of Association and that neither the contract nor his/her office may be transferred;</p> <p>(II) The directors, supervisors, president and other senior management shall undertake to the Company that he/she shall observe and perform his/her duties to the shareholders as stipulated in the Articles of Association;</p> <p><b>(III) The arbitration clause shall be provided for in Article 287 hereof.</b></p>	<p><b>Article 185</b> The Company shall enter into a contract in writing with each director, supervisor and other senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, president (chief executive officer) and other senior management shall undertake to the Company that he/she shall observe and comply with the Company Law, the Special Provisions, the Articles of Association, the Codes on Takeovers and Mergers, the Codes on Share Repurchase, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in the Articles of Association and that neither the contract nor his/her office may be transferred;</p> <p>(II) The directors, supervisors, president and other senior management shall undertake to the Company that he/she shall observe and perform his/her duties to the shareholders as stipulated in the Articles of Association;</p> <p>The Company shall enter into a contract in writing with a director or supervisor to determine his/her emoluments subject to prior approval of general meeting. The above emoluments include:</p> <p>(I) emoluments in respect of his/her service as a director, supervisor or senior management of the Company;</p>

<b>Before Revision</b>	<b>After Revision</b>
<p>The Company shall enter into a contract in writing with a director or supervisor to determine his/her emoluments subject to prior approval of general meeting. The above emoluments include:</p> <p>(I) emoluments in respect of his/her service as a director, supervisor or senior management of the Company;</p> <p>(II) emoluments in respect of his/her service as a director, supervisor or senior management of a subsidiary of the Company;</p> <p>(III) emoluments in respect of other services for the management of the Company and its subsidiary;</p> <p>(IV) funds received by such directors or supervisors as compensation for their loss of office or for their retirement. A director or supervisor may not sue the Company for such benefits due to him on the grounds of the foregoing matters, except for under such contract as mentioned above.</p>	<p>(II) emoluments in respect of his/her service as a director, supervisor or senior management of a subsidiary of the Company;</p> <p>(III) emoluments in respect of other services for the management of the Company and its subsidiary;</p> <p>(IV) funds received by such directors or supervisors as compensation for their loss of office or for their retirement. A director or supervisor may not sue the Company for such benefits due to him on the grounds of the foregoing matters, except for under such contract as mentioned above.</p>

Before Revision	After Revision
<p>Article 226 The contract regarding emoluments entered into by and between the Company and its directors and supervisors shall provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the shareholders’ general meeting, have the rights to receive compensation or other payment for loss of their office or for their retirement. For the purposes of the preceding paragraph, the term “a takeover of the Company” shall refer to any of the following occasions:</p> <p>(I) anyone makes a tender offer to all the shareholders;</p> <p>(II) anyone making a tender offer aims at that the offer or becomes a controlling shareholder.</p> <p><b>The term “controlling shareholder” has the same definition as that provided in Article 65 of the Articles of Association.</b></p> <p>If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.</p>	<p><b>Article 186</b> The contract regarding emoluments entered into by and between the Company and its directors and supervisors shall provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the shareholders’ general meeting, have the rights to receive compensation or other payment for loss of their office or for their retirement. For the purposes of the preceding paragraph, the term “a takeover of the Company” shall refer to any of the following occasions:</p> <p>(I) anyone makes a tender offer to all the shareholders;</p> <p>(II) anyone making a tender offer aims at that the offeror becomes a controlling shareholder.</p> <p><b>The term “controlling shareholder” referred to in the preceding paragraph means a person who satisfies any one of the following conditions:</b></p> <p>(I) <b>a person acting alone or in concert with others, is entitled to elect more than half of the board of directors;</b></p> <p>(II) <b>a person acting alone or in concert with others, is entitled to exercise more than 30% (including 30%) or to control the exercise of more than 30% (including 30%) of the voting rights of the Company;</b></p> <p>(III) <b>a person acting alone or in concert with others, holds more than 30% (including 30%) of the outstanding shares of the Company;</b></p> <p>(IV) <b>a person acting alone or in concert with others, has de facto control over the Company in any other manner(s).</b></p> <p>If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.</p>

Before Revision	After Revision
<p>Article 229 The Board of the Company shall submit the financial reports prepared by the Company as required by the laws, administrative regulations and statutory documents promulgated by local governments and competent authorities to the shareholders at every annual general meeting.</p>	<p><b>Deleted</b></p>
<p>Article 230 The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p>	<p><b>Deleted</b></p>
<p>Article 231 The financial statements of the Company shall, in addition to being prepared in accordance with the PRC Accounting Standards for Business Enterprises and regulations, be prepared in accordance with either international accounting standards, or those of the place outside China where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its after-tax profits for relevant accounting years, the lower of the after tax-profits as shown in the two financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC Accounting Standards for Business Enterprises and regulations, and also in accordance with either international accounting standards or those of the place where the Company's shares are listed.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 233 Capital reserve includes the following items:</p> <p>(I) premium on shares issued at a premium price;</p> <p>(II) any other income designated for the capital reserve by the regulations of the finance regulatory department of the State Council.</p>	<p><b>Deleted</b></p>
<p>Article 238 The Company shall appoint receiving agents on behalf of the holders of the H Shares to receive on behalf of <b>such shareholders</b> dividends declared and all other monies owing by the Company in respect of such shares.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant provisions of the stock exchanges in the place where the Company is listed. The receiving agents appointed on behalf of holders of the H Shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p><b>Article 194</b> The Company shall appoint receiving agents on behalf of the holders of the H Shares to receive <b>and keep</b> on behalf of <b>those holders of overseas listed foreign shares</b> dividends declared and all other monies owing by the Company in respect of such shares, <b>to pay to those holders of overseas listed foreign shares.</b></p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant provisions of the stock exchanges in the place where the Company is listed. The receiving agents appointed on behalf of holders of the H Shares listed in the Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>

Before Revision	After Revision
<p>Article 243 The accounting firm appointed by the Company shall have the following rights:</p> <p>(I) to inspect the accounting books, records and vouchers of the Company at any time; to require the directors, managers or other senior management of the Company to provide relevant information and explanation;</p> <p>(II) to require the Company to take all reasonable steps to obtain from the Company's subsidiaries such information and explanation as are necessary for the purpose of discharging its duties;</p> <p>(III) to attend the shareholders' general meetings and to receive all notices of, and other information relating to, the meeting that any shareholder is entitled to, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's appointed accounting firm.</p>	<p><b>Deleted</b></p>
<p>Article 244 If there is a vacancy in the position of the accounting firm, any other accounting firm which has been engaged by the Company may continue to act in the period of vacancy.</p>	<p><b>Deleted</b></p>
<p>Article 245 Notwithstanding the terms set out in the contract between the accounting firm and the Company, shareholders at the shareholders' general meeting may, by way of ordinary resolution, resolve to remove such accounting firm before the expiration of its term of office, but without prejudice to the rights of the firm to claim for damages in respect of such removal.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 247 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders' general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>	<p><b>Deleted</b></p>
<p>Article 248 The auditing fee of the accounting firm shall be determined by the shareholders' general meeting or <b>other organizations independent of the board of directors.</b></p> <p><b>Article 249 The appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders at the shareholders' general meeting. The resolution of the shareholders' general meeting shall be filed with the CSRC.</b></p> <p>30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the shareholders' general meeting of the Company.</p>	<p><b>Article 200</b> The auditing fee of the accounting firm shall be approved by the shareholders' general meeting or other organizations other than the board of directors of the Company.</p> <p>30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the shareholders' general meeting of the Company.</p> <p>Where an accounting firm tenders its resignation, it shall inform the general meeting of whether there is any irregularity in the Company.</p>



Before Revision	After Revision
<p>Where it is intended to pass a resolution at a shareholders' general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to renew the engagement of an accounting firm engaged by the board of directors to fill up the vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions:</p> <p>(I) Before dispatch of the shareholders' general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm;</p> <p>(II) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures:</p> <ol style="list-style-type: none"> <li>1. Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement;</li> <li>2. Copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in the Articles of Association;</li> </ol> <p>(III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in item (II) of this Article, the accounting firm concerned may require the statement to be read out at the shareholders' general meeting and make further complaints;</p>	

Before Revision	After Revision
<p><b>(IV) The accounting firm to leave office is entitled to attend the following meetings:</b></p> <ol style="list-style-type: none"> <li><b>1. the shareholders’ general meeting at which its term of office shall expire;</b></li> <li><b>2. the shareholders’ general meeting at which the corresponding vacancy caused by its dismissal shall be filled;</b></li> <li><b>3. the shareholders’ general meeting convened for the resignation that it takes initiative to render.</b></li> </ol> <p><b>The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.</b></p> <p>Where the accounting firm resigns, it shall make clear to the shareholders’ general meeting whether there is any impropriety on the part of the Company.</p> <p><b>An accounting firm may resign its office by depositing a written resignation notice at the legal address of the Company. The resignation notice shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements:</b></p> <ol style="list-style-type: none"> <li><b>(I) a statement to the effect that there are no circumstances in connection with its resignation which should be brought to the notice of the shareholders or creditors of the Company; or</b></li> <li><b>(II) a statement of other circumstances considered necessary.</b></li> </ol>	

Before Revision	After Revision
<p><b>The Company shall deliver a copy of the notice to the relevant competent authorities within 14 days after receipt of such notice. If the notice contains the statement mentioned in item (II) under the preceding Article, the Company shall keep a duplicate of such statement in the Company and make it available to the shareholders. The Company shall also send a duplicate of such statement to each shareholder who has the right to receive the financial report of the Company through mail with prepaid postage to the addresses registered in the list of shareholders. If the notice of resignation of the accounting firm contains the statement referred in item (II) of paragraph II under this Article, the accounting firm may require the board of directors to hold an extraordinary general meeting to hear the explanation about relevant situations concerning its resignation.</b></p>	
<p>Article 263 For the merger or division of the Company, the board of directors of the Company shall put forth a plan. After it is approved in the procedure specified in the Articles of Association, relevant examination and approval formalities shall be completed according to law. The shareholders who object to the merger or division plan of the Company shall have the right to require the Company or the shareholders who agree to the merger or division plan of the Company to purchase their shares at a fair price. The content of the resolution on merger or division of the Company shall be made into a special document, for the reference of shareholders. The aforesaid document shall also be served to each holder of overseas listed foreign shares by mail or by other means permitted by the Stock Exchange of Hong Kong.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 264 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company’s merger resolution and shall announce <b>at least three times in newspapers within 30 days</b> from the date of the Company’s merger resolution. The creditors may require the Company to repay debts or provide corresponding guarantees within thirty days after receipt of the notice or within forty-five days after the announcement if the creditors haven’t received the notice.</p>	<p><b>Article 214</b> In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of the Company’s merger resolution and shall <b>announce in newspapers within thirty (30) days</b> from the date of the Company’s merger resolution. The creditors may require the Company to repay debts or provide corresponding guarantees within thirty (30) days after receipt of the notice or within forty-five (45) days after the announcement if the creditors haven’t received the notice.</p>
<p>Article 266 When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division, the parties to the division shall sign a division agreement and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within ten days from the date of the Company’s resolution to divide and shall announce <b>at least three times in newspapers or the information disclosure media designated by the Company within 30 days</b> from the date of the Company’s resolution to divide.</p>	<p><b>Article 216</b> When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division, the parties to the division shall sign a division agreement and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution to divide and shall announce <b>in newspapers or the information disclosure media designated by the Company within thirty (30) days</b> from the date of the Company’s resolution to divide.</p>

Before Revision	After Revision
<p>Article 272 If the Board decides that the Company shall be liquidated (except for such liquidation as a result of the Company’s declared bankruptcy), the notice of the shareholders’ general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay off its debts in full within 12 months after the liquidation has commenced. Upon passing of the resolution to liquidate the Company at the shareholders’ general meeting, the functions and powers of the Board shall cease immediately. The liquidation team shall take instructions from the shareholders’ general meeting and shall report to the shareholders’ general meeting on the liquidation team’s income and expenditure, the business of the Company and the progress of the liquidation at least once per year. It shall make a final report to the shareholders’ general meeting upon the completion of such liquidation.</p>	<p><b>Deleted</b></p>
<p>Article 277 Following the completion of the liquidation of the Company, the liquidation team shall <b>prepare a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China</b>, such committee shall submit the same to the shareholders’ general meeting or the people’s court for confirmation. And <b>within 30 days from the date of said confirmation made by the shareholders’ general meeting or the people’s court</b>, the Company shall submit the same to the company registration authority to apply for de-registration of the Company, and to announce that the Company is terminated.</p>	<p><b>Article 226</b> Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit it to the shareholders’ general meeting or the people’s court for confirmation, and the Company shall submit it to the company registration authority to apply for de-registration of the Company, and to announce that the Company is terminated.</p>

Before Revision	After Revision
<p>Article 281 Amendments to the Articles of Association passed by resolutions at the shareholders' general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval.</p>	<p><b>Article 230</b> Modifications to the Articles of Association passed by resolutions at the shareholders' general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval. <b>Where the company registration matters are involved, the change registration shall be handled according to law.</b></p>
<p>Article 282 Amendments to the Articles of Association involving the Mandatory Provisions shall become effective upon approval by the company examination departments authorized by the State Council and securities administration departments of the State Council; should the registration of the Company be involved, the change to such registration shall be handled according to laws.</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>Article 285 The Company shall comply with the following rules in settling disputes:</p> <p>(I) Whenever any disputes or claims concerning the affairs of the Company arise from any rights or obligations as provided in the Articles of Association, contracts concluded in accordance with the Articles of Association, the Company Law and other relevant laws and administrative regulations between the Company and a director or supervisor or senior management of the Company, between a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director or supervisor or senior management of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration. Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, supervisors or senior management of the Company or the Company, shall submit to arbitration. Disputes over who is a shareholder and over the share register do not have to be resolved through arbitration;</p>	<p><b>Deleted</b></p>

Before Revision	After Revision
<p>(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration;</p> <p>(III) If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre;</p> <p>(IV) If any disputes or claims are settled by way of arbitration in accordance with Item (I), the laws of the People’s Republic of China shall apply, except as otherwise provided in the laws and administrative regulations;</p> <p>(V) The award of the arbitral body is final and shall be binding on the parties thereto;</p> <p>(VI) 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>(VII) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict (save as otherwise provided in the laws, regulations and the Articles of Association).</p>	



Before Revision	After Revision
<p>Article 286 Definitions</p> <p>(I) Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting separately or consistently with others; or a shareholder who holds more than 30% of the shares externally issued by the Company when acting separately or consistently with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercising of more than 30% of the voting rights of the Company when acting separately or consistently with others; or a shareholder who factually controls the Company by other means when acting separately or consistently with others.</p> <p>(II) De facto controller: A person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangement.</p> <p>(III) Connected relations: Relations between a controlling shareholder, de facto controller, director, supervisor or senior management officer of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p>	<p><b>Article 233</b> Definitions</p> <p>(I) Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting separately or consistently with others; or a shareholder who holds more than 30% of the shares externally issued by the Company when acting separately or consistently with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercising of more than 30% of the voting rights of the Company when acting separately or consistently with others; or a shareholder who factually controls the Company by other means when acting separately or consistently with others.</p> <p>(II) De facto controller: A person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangement.</p> <p>(III) Connected relations: Relations between a controlling shareholder, de facto controller, director, supervisor or senior management officer of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p><b>(IV) People’s Court: A state organ that independently exercises judicial power on behalf of the People’s Republic of China in accordance with the relevant laws and regulations of the China (excluding Hong Kong, Macau and Taiwan).</b></p>

The serial number of the Articles of Association and the serial number of the quoted articles of the Articles of Association are adjusted according to the revision and are no longer listed in order. Except the revision to the above articles, no substantive changes are made to other contents of the Articles of Association. The above changes are ultimately subject to the approval by the Administration for Market Regulation.

Save for the Proposed Amendments, other provisions of the Articles of Association shall remain unchanged. Prior to the Proposed Amendments to the Articles of Association being approved by way of special resolution at the forthcoming extraordinary general meeting of the Company (the “**EGM**”), the existing Articles of Association shall remain valid.

The Proposed Amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Board is of the view that the proposed amendments (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions) will not compromise protection of the H shareholders of the Company and will not have material impact on measures relating to shareholder protection, as domestic shares and H shares are now regarded as one class of ordinary shares under the PRC laws, and the substantive rights attached to these two kinds of shares (including rights on voting, dividend and asset distribution upon liquidation) are the same.

The Board has also resolved to propose a resolution at the EGM to authorize the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association according to requests from the regulatory authorities.

## GENERAL

The Board considers that the said increase in the registered capital of the Company and amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. The proposed increase in the registered capital of the Company and the proposed amendments to the Articles of Association are subject to the consideration and approval by the Shareholders by way of special resolution at the EGM.

A circular containing, among other things, details about the proposed increase in the registered capital of the Company and the proposed amendments to the Articles of Association will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Pharmaron Beijing Co., Ltd.\***  
康龍化成(北京)新藥技術股份有限公司  
**Dr. Lou Boliang**  
*Chairman*

Beijing, the PRC  
August 27, 2023

*As at the date of this announcement, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Hu Baifeng and Mr. Li Jiaqing as non-executive Directors; Ms. Li Lihua, Mr. Zhou Qilin, Mr. Tsang Kwan Hung Benson and Mr. Yu Jian as independent non-executive Directors.*

\* *For identification purposes only*