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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your Shares in Onewo Inc., you should at once hand this circular, together with the accompanying proxy form to the purchaser(s) or the transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**Onewo Inc.**

**萬物雲空間科技服務股份有限公司**

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

**(Stock Code: 2602)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
THE RULES OF PROCEDURE FOR SHAREHOLDERS'  
GENERAL MEETINGS, THE RULES OF PROCEDURE FOR THE  
BOARD OF DIRECTORS AND THE RULES OF PROCEDURE FOR THE  
SUPERVISORY COMMITTEE**

**(2) PROPOSED PROFIT DISTRIBUTION PLAN FOR  
THE HALF YEAR OF 2023**

**(3) PROPOSED SCRIP DIVIDEND SCHEME IN RELATION TO  
PROFIT DISTRIBUTION FOR THE HALF YEAR OF 2023  
AND**

**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The Company will convene the Extraordinary General Meeting at Conference Hall, 1st Floor, Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Friday, December 8, 2023. A notice convening the Extraordinary General Meeting is set out on pages 124 to 125 of this circular.

A proxy form for use at the Extraordinary General Meeting is enclosed herewith. Shareholders who intend to appoint a proxy to attend the Extraordinary General Meeting shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish at the time.

November 21, 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles” or “Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, which, for the purpose of this circular, is for geographical reference only
“Company”, “our Company” or “the Company”	Onewo Inc. (萬物雲空間科技服務股份有限公司), a limited liability company incorporated in the PRC on February 20, 2001 and converted into a joint stock limited company incorporated in the PRC on March 20, 2018, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2602)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of the Company
“Eligible H Shareholder(s)”	the H Shareholder(s) as defined in “7. PROPOSED SCRIP DIVIDEND SCHEME IN RELATION TO PROFIT DISTRIBUTION FOR THE HALF YEAR OF 2023 – (x) Scope of Eligible H Shareholders” as set out in the “Letter from the Board” to this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened at Conference Hall, 1st Floor, Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Friday, December 8, 2023
“Group”, “our Group” or “the Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Hong Kong dollars and traded on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	November 15, 2023, being the latest practicable date for the purpose of ascertaining certain information set out in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》) (Zheng Wei Fa (1994) No. 21)
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for Shareholders’ General Meetings”	the Rules of Procedure for Shareholders’ General Meetings of the Company
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of the Company
“Rules of Procedure for the Supervisory Committee”	the Rules of Procedure for the Supervisory Committee of the Company
“Share(s)”	share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, only comprising our H Shares
“Shareholder(s)”	the shareholder(s) of the Company
“State Council”	the State Council of the PRC
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Trial Measures”	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》)
“%”	per cent

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## LETTER FROM THE BOARD

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### Onewo Inc.

### 萬物雲空間科技服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 2602)

***Executive Directors:***

Mr. Zhu Baoquan (*Chairman of the Board*)

Mr. He Shuhua

***Non-executive Directors:***

Mr. Wang Wenjin

Mr. Zhang Xu

Mr. Sun Jia

Mr. Zhou Qi

Mr. Yao Jinbo

***Independent non-executive Directors:***

Ms. Law Elizabeth

Mr. Chen Yuyu

Mr. Shen Haipeng

Mr. Song Yunfeng

***Registered office and headquarters:***

Meilin Vanke Center

No. 63 Meilin Road

Futian District, Shenzhen

PRC

***Principal place of business in Hong Kong:***

1806-07, 18/F

Laws Commercial Plaza

788 Cheung Sha Wan Road

Kowloon

Hong Kong

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
THE RULES OF PROCEDURE FOR SHAREHOLDERS'  
GENERAL MEETINGS, THE RULES OF PROCEDURE FOR THE  
BOARD OF DIRECTORS AND THE RULES OF PROCEDURE FOR THE  
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**(2) PROPOSED PROFIT DISTRIBUTION PLAN FOR  
THE HALF YEAR OF 2023**

**(3) PROPOSED SCRIP DIVIDEND SCHEME IN RELATION TO  
PROFIT DISTRIBUTION FOR THE HALF YEAR OF 2023  
AND**

**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is, among other things, to provide you with the notice of the EGM and the information on certain resolutions to be considered at the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the EGM.

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## LETTER FROM THE BOARD

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

On February 17, 2023, the State Council issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the CSRC released the Trial Measures and related guidelines, all of which have come into effect since March 31, 2023. Meanwhile, the Mandatory Provisions promulgated by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System on August 27, 1994 and 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》) promulgated by the State Council on August 4, 1994 had been abolished on the effective date of the Trial Measures. PRC issuers should formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC in place of the Mandatory Provisions. In view of the aforesaid circumstances, the Hong Kong Stock Exchange has also proposed certain amendments to the Listing Rules, which came into effect on August 1, 2023.

In addition, as disclosed in the announcement of the Company dated October 24, 2023, the H Share full circulation of the Company was completed on October 24, 2023. Upon the completion of the H Share full circulation of the Company, all issued Shares of the Company are H Shares.

In order to, among other things, (i) reflect the amendments required by the aforesaid relevant laws and regulations and continue to comply with all applicable regulatory requirements, and (ii) take into account the actual situation of the Company, the Board proposed certain consequential and housekeeping amendments to the Articles of Association (the “**Proposed Amendments**”). Given the Proposed Amendments, the Board also proposed to make consequential amendments to certain articles of the Rules of Procedure for Shareholders’ General Meetings, the Rules of Procedure for the Board of Directors and the Rules of Procedure for the Supervisory Committee.

The Company considers that the Proposed Amendments to the Articles of Association will not result in any adverse impact on the shareholder protection mechanism provided in the Articles of Association. Upon the Proposed Amendments becoming effective, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with the PRC laws in combination with its constitutional documents pursuant to Appendix 3 to the Listing Rules, and will further ensure its ongoing compliance with the aforementioned standards.

For details of the Proposed Amendments to the Articles of Association, please refer to Appendix I to this circular. Save for the Proposed Amendments in Appendix I, other provisions of the Articles of Association remain unchanged. Shareholders shall be aware that the Articles of Association (and/or the Proposed Amendments thereto) were prepared in Chinese and the English translation is for reference only. In the event of discrepancies in the translation and/or any inconsistencies between the Chinese and English versions, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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The resolution regarding the Proposed Amendments to the Articles of Association was considered and approved at the Board meeting on October 25, 2023, and is hereby submitted to the EGM as a special resolution for consideration and approval.

### **3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS**

Given the Proposed Amendments to the Articles of Association, the Company will put forward a proposal at the EGM to make corresponding amendments to the Rules of Procedure for Shareholders' General Meetings.

Details of the proposed amendments to the Rules of Procedure for Shareholders' General Meetings are set out in Appendix II to this circular. Shareholders shall be aware that the English version of the Rules of Procedure for Shareholders' General Meetings (and/or the proposed amendments thereto) is the translation of the Chinese version, and is provided for reference only. In the event of discrepancies in the translation and/or any inconsistencies between the Chinese and English versions, the Chinese version shall prevail.

The resolution regarding the proposed amendments to the Rules of Procedure for Shareholders' General Meetings was considered and approved at the Board meeting on October 25, 2023, and is hereby submitted to the EGM as a special resolution for consideration and approval.

### **4. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS**

Given the Proposed Amendments to the Articles of Association, the Company will put forward a proposal at the EGM to make corresponding amendments to the Rules of Procedure for the Board of Directors.

Details of the proposed amendments to the Rules of Procedure for the Board of Directors are set out in Appendix III to this circular. Shareholders shall be aware that the English version of the Rules of Procedure for the Board of Directors (and/or the proposed amendments thereto) is the translation of the Chinese version, and is provided for reference only. In the event of discrepancies in the translation and/or any inconsistencies between the Chinese and English versions, the Chinese version shall prevail.

The resolution regarding the proposed amendments to the Rules of Procedure for the Board of Directors was considered and approved at the Board meeting on October 25, 2023, and is hereby submitted to the EGM as a special resolution for consideration and approval.

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## LETTER FROM THE BOARD

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### 5. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

Given the Proposed Amendments to the Articles of Association, the Company will put forward a proposal at the EGM to make corresponding amendments to the Rules of Procedure for the Supervisory Committee.

Details of the proposed amendments to the Rules of Procedure for the Supervisory Committee are set out in Appendix IV to this circular. Shareholders shall be aware that the English version of the Rules of Procedure for the Supervisory Committee (and/or the proposed amendments thereto) is the translation of the Chinese version, and is provided for reference only. In the event of discrepancies in the translation and/or any inconsistencies between the Chinese and English versions, the Chinese version shall prevail.

The resolution regarding the proposed amendments to the Rules of Procedure for the Supervisory Committee was considered and approved at the meeting of the Supervisory Committee on October 25, 2023, and is hereby submitted to the EGM as a special resolution for consideration and approval.

### 6. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE HALF YEAR OF 2023

The Board proposes the payment of an interim dividend of RMB0.315 per Share (inclusive of tax) to the Shareholders for the six months ended June 30, 2023 (the “**2023 Interim Dividend**”), subject to Shareholders’ approval at the EGM. Regarding the payment of dividends, the dividends for H Shareholders will be declared in RMB but paid in Hong Kong dollars. The 2023 Interim Dividend is expected to be paid on or around January 31, 2024 to the Shareholders whose names appear on the register of members of the Company on December 22, 2023 (the “**Record Date**”). The actual amount of the 2023 Interim Dividend to be paid to H Shareholders in Hong Kong dollars will be calculated based on the arithmetic average of the central parity rate of Hong Kong dollars against RMB on the inter-bank foreign exchange market as announced by the China Foreign Exchange Trade System authorized by the People’s Bank of China for five consecutive working days prior to the date on which the distribution of the 2023 Interim Dividend is approved by the EGM (December 8, 2023) (including the day of the EGM).

In order to determine the eligibility for the entitlement to the proposed 2023 Interim Dividend, the register of members of the Company will be closed from December 18, 2023 to December 22, 2023 (both dates inclusive), during which period no transfer of Shares will be registered. In order to be eligible for the entitlement to the proposed 2023 Interim Dividend, all share transfer documents of the Company accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on December 15, 2023. For the withholding taxes involved in the 2023 Interim Dividend, please refer to the section headed “7. PROPOSED SCRIP DIVIDEND SCHEME IN RELATION TO PROFIT DISTRIBUTION FOR THE HALF YEAR OF 2023 – (v) Tax Arrangement” below.

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## LETTER FROM THE BOARD

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The resolution was considered and approved at the Board meeting on August 24, 2023, and is hereby submitted to the EGM as an ordinary resolution for consideration and approval.

### 7. PROPOSED SCRIP DIVIDEND SCHEME IN RELATION TO PROFIT DISTRIBUTION FOR THE HALF YEAR OF 2023

In order to effectively protect the rights and interests of Shareholders and broaden the means of dividend distribution, the Company intends to propose a special resolution at the EGM to approve the provision of a “scrip dividend” option for H Shareholders in the proposed profit distribution plan for the half year of 2023, that is, Eligible H Shareholders may freely choose to receive their dividends in cash or Shares of the same value (the “**Scrip Dividend Scheme**”). The timetable of the proposed Scrip Dividend Scheme is set out in Appendix V to this circular. If the resolution to consider the proposed profit distribution plan for the half year of 2023 (i.e. ordinary resolution 1) is not approved at the EGM, then the resolution will automatically become invalid and will not proceed in that case.

In accordance with the requirements of laws and regulations including the Company Law of the People’s Republic of China and the Listing Rules, the details of the proposed Scrip Dividend Scheme in relation to profit distribution for the half year of 2023 of the Company are as follows:

#### (i) Ways of Receiving 2023 Interim Dividend by Eligible H Shareholders

An Eligible H Shareholder may elect to receive the 2023 Interim Dividend in one of the following ways:

- (1) a cash dividend of RMB0.315 per Share (inclusive of tax) in respect of all Shares held by him/her on the Record Date; or
- (2) wholly in scrip H Shares (calculated as below); or
- (3) scrip Shares for a part of his/her Shares (not exceeding the number of Shares held by the H Shareholder on the Record Date) and the remainder in cash.

#### (ii) Calculation of the Number of Scrip H Shares to be Received by Eligible H Shareholders

$$\text{Number of scrip H Shares to be received} = \frac{\text{Number of Shares held by the H Shareholder on the Record Date for which election for scrip Shares is made} \times \text{2023 interim cash dividend per Share - Income tax}}{\text{Reference Price For Conversion}}$$

(rounded down to the nearest whole number)

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## LETTER FROM THE BOARD

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Regarding the payment of the 2023 Interim Dividend, the dividends for H Shareholders will be declared in RMB but paid in Hong Kong dollars, the actual amount of which will be calculated based on the arithmetic average of the central parity rate of Hong Kong dollars against RMB on the inter-bank foreign exchange market as announced by the China Foreign Exchange Trade System authorized by the People's Bank of China for five consecutive working days prior to the date on which the distribution of the 2023 Interim Dividend is approved by the EGM (December 8, 2023) (including the day of the EGM). If Eligible H Shareholders elect to receive scrip H Shares, then its Reference Price For Conversion is the average closing price of each H Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days prior to the Record Date (inclusive) (the “**Reference Price For Conversion**”).

### **(iii) Fractional Entitlements and Shares**

The number of scrip Shares to be issued to the Eligible H Shareholders will be rounded down to the nearest whole number. Fractional entitlements (i.e. the part less than 1 Share) to scrip H Shares under options (i)(2) and (i)(3) above will be disregarded and the benefit thereof will accrue to the Company.

New Shares issued to the Eligible H Shareholders pursuant to an election to receive part or all of their 2023 Interim Dividend in new Shares may be allocated in odd lots (i.e. less than 100 Shares per board lot). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of new Shares issued in odd lots. Eligible H Shareholders should be aware that odd lots are usually traded at a discount to the price of board lots.

### **(iv) Detail Information, Ranking and Rights of Scrip Shares**

- (1) Type of Shares: overseas listed foreign Shares (H Shares);
- (2) Nominal value: RMB1.00 each;
- (3) Place of listing: the new H Shares to be issued pursuant to the Scrip Dividend Scheme will be listed and traded on the Hong Kong Stock Exchange. The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the grant of the listing of, and permission to deal in, the new scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme;
- (4) Ranking and rights of the scrip Shares: unless otherwise provided by applicable laws and regulations of the PRC and the Articles of Association, the new H Shares to be issued upon the implementation of the Scrip Dividend Scheme shall rank *pari passu* with the Shares in issue by the Company. For the avoidance of doubt, the scrip Shares will not be entitled to the 2023 Interim Dividend of the Company.

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## LETTER FROM THE BOARD

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### (v) Tax Arrangement

The income tax withholding of the scrip Shares is deemed to be the income tax of the cash dividend. Before the scrip Shares are formally converted and issued, the Company shall withhold such income tax from the cash dividend that any H Shareholder is entitled to receive calculated on the basis of the number of Shares held by him/her on the Record Date, in accordance with relevant income tax laws and regulations of the PRC, and tax treaties between the PRC and other countries and regions.

Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares in the PRC and in Hong Kong and other tax effects.

The following are current tax laws and regulations, subject to change from time to time:

#### (1) *Overseas non-resident enterprise Shareholders*

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules, as a PRC domestic enterprise, the Company will, after withholding 10% of dividend as enterprise income tax, distribute the dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members (i.e. any Shareholders who hold H Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organizations and groups). After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, it shall refund the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement).

#### (2) *Overseas individual Shareholders*

Pursuant to the Notice on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

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## LETTER FROM THE BOARD

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If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant treatment under tax treaties, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures on Enjoying Treatment under Tax Treaties by Non-resident Taxpayers (State Taxation Administration Announcement 2015, No. 60) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist in refunding the excessive amount of tax withheld subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders.

### **(3) Eligible H Shareholders who elect to receive scrip Shares**

If an Eligible H Shareholder elects to receive scrip Shares (no matter if the 2023 Interim Dividend is received wholly or partly in new Shares), the Company is required to withhold income tax at an appropriate rate according to abovementioned types of H Shareholders before converting cash dividend into H Shares.

#### **(vi) The Implementation Period of the Scrip Dividend Scheme**

The implementation of the Scrip Dividend Scheme will be completed on or around January 31, 2024.

#### **(vii) Benefits of the Scrip Dividend Scheme**

Upon the implementation of the Scrip Dividend Scheme by the Company, the Shareholders are free to make their decisions to reinvest their dividends or obtain cash based on their own investment judgment or their cash needs. The implementation of the Scrip Dividend Scheme can effectively protect the rights and interests of Shareholders, broaden the means of dividend distribution, and give the Eligible H Shareholders an opportunity to increase their investment in the Company at market value without

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## LETTER FROM THE BOARD

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incurring brokerage fees, stamp duty and related dealing costs. Meanwhile, it will also benefit the Company's long-term development to the extent that such cash which would otherwise have been paid to the Eligible H Shareholders who elect to receive the new Shares in lieu of the cash dividend, either in whole or in part, will be retained for use as working capital by the Company.

**(viii) Conditions for Effectiveness**

The Scrip Dividend Scheme is conditional upon consideration and approval at the EGM, and performance of relevant approval procedures such as application by the Company to and obtaining the approval of the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the new H Shares issued pursuant to the Scrip Dividend Scheme on the Hong Kong Stock Exchange.

The Company will apply to Listing Committee of the Hong Kong Stock Exchange for the grant of the listing of, and permission to deal in, the new H Shares. It is expected that the dividend warrants and/or the definitive certificates for the new H Shares (in case the Eligible H Shareholders have elected to receive part or all of their 2023 Interim Dividend in the form of new Shares) will be posted to the respective Shareholders by ordinary mail at their own risk on January 31, 2024. Dealings in the new H Shares on the Hong Kong Stock Exchange are expected to commence on February 1, 2024, subject to the proper receipt of the definitive certificates for the new Shares by the relevant Eligible H Shareholders.

Subject to the granting of the listing of, and permission to deal in, the new H Shares issued pursuant to the Scrip Dividend Scheme on the Hong Kong Stock Exchange, such new H Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System with effect from the commencement date of dealings in the new H Shares on the Hong Kong Stock Exchange or such other date as designated by Hong Kong Securities Clearing Company Limited. Shareholders should seek the advice of their licensed securities dealer or registered institution in securities or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

If the above conditions are not satisfied, the Scrip Dividend Scheme will be void and the Company shall pay the 2023 Interim Dividend to H Shareholders wholly in cash.

H Shares of the Company are listed and traded on the Hong Kong Stock Exchange. Save as disclosed above, no Shares or debt securities of the Company is listed, or traded, on any other stock exchange, nor is listing, or trading, on any other exchange being, or proposed to be, sought.

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## LETTER FROM THE BOARD

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### (ix) Election Form

After the Scrip Dividend Scheme has been approved by the EGM, the Company will arrange to send, after the Record Date, a separate circular for the Scrip Dividend Scheme and an election form for Eligible H Shareholders to elect to receive the 2023 Interim Dividend wholly or partly in new Shares in lieu of cash dividend. If you wish to receive the 2023 Interim Dividend wholly in cash, you do not need to take any action.

If an Eligible H Shareholder elects to receive the 2023 Interim Dividend wholly in new Shares, or partly in cash and partly in new Shares, the Eligible H Shareholder should complete the election form. If an Eligible H Shareholder signs the election form but does not specify the number of Shares in respect of which he/she wishes to receive new Shares in lieu of cash dividend, or if an Eligible H Shareholder elects to receive new Shares in respect of a greater number of Shares than his/her registered holding as at the Record Date, then in either case, the Eligible H Shareholder will be deemed to have exercised his/her election to receive new Shares only in respect of all the Shares registered in his/her name on the Record Date.

The election form should be completed in accordance with the instructions printed thereon and returned to the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on January 15, 2024. Late submissions of the election form will not be accepted.

No acknowledgement of receipt of the election form will be issued by the Company. Elections in respect of the 2023 Interim Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant election forms are signed and lodged with the H Share registrar.

The latest time for return of the election form will be extended, as the case may be, in accordance with paragraph (1) or (2) below if a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal or post-super typhoon “extreme conditions” are in force in Hong Kong:

- (1) at any time before 12:00 noon and no longer in force after 12:00 noon on January 15, 2024. The latest time for return of the election form will be extended to 5:00 p.m. on the same business day; or
- (2) at any time between 12:00 noon and 4:30 p.m. on January 15, 2024. The latest time for return of the election form will be extended to 4:30 p.m. on the next business day when none of the above warning signals is in force at any time between 9:00 a.m. and 4:30 p.m.

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## LETTER FROM THE BOARD

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### **(x) Scope of Eligible H Shareholders**

Eligible H Shareholders include:

- (1) Shareholders whose registered addresses in the H Shares register of members of the Company are Hong Kong;
- (2) Shareholders whose registered addresses in the H Shares register of members of the Company are overseas (excluding addresses in jurisdictions with laws and regulations restricting or prohibiting their receipt of scrip Shares).

The circular for the Scrip Dividend Scheme and the election form will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction. No overseas Shareholder receiving a copy of the circular and/or the election form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received the circular and/or the election form for information only. For the avoidance of doubt, the new Shares are not being offered to the public (other than the Eligible H Shareholders) and the election forms are non-transferable.

Based on the H Shares register of members of the Company as at the close of the Latest Practicable Date, there were no overseas Shareholders with registered addresses outside Hong Kong. If there are any overseas Shareholders on the H Shares register of members of the Company on the Record Date, the Board will make enquiries in respect of the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges in those places pursuant to Rules 13.36(2) and 19A.38 of the Listing Rules. If, based on the legal advice provided by the legal advisers, the Directors are of the opinion that it is necessary or expedient to preclude the overseas Shareholders from receiving the scrip dividend by reason of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places, no scrip Shares will be payable to them and they will receive the full amount of the 2023 Interim Dividend in cash only.

### **(xi) Effect of the Scrip Dividend Scheme**

Based on the 1,178,468,700 H Shares in issue currently, the total cash dividend payable by the Company will be RMB371,217,640.50 (inclusive of tax) if all H Shareholders elect to receive cash dividend, which is equivalent to approximately HK\$403,960,233.25 calculated at the arithmetic average (i.e. HK\$1: RMB0.918946) of the central parity rate of Hong Kong dollars against RMB on the inter-bank foreign exchange market as announced by the China Foreign Exchange Trade System authorized by the People's Bank of China for five consecutive working days prior to the Latest Practicable Date (i.e. November 15, 2023) (including the Latest Practicable Date). If all H Shareholders elect to receive the 2023 Interim Dividend in form of scrip Shares in lieu of cash, and assuming calculation is based on, for instance, the average closing price of H Shares of the Company for the five consecutive trading days up to the Latest

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## LETTER FROM THE BOARD

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Practicable Date (i.e. five trading days between November 9, 2023 and November 15, 2023), being HK\$24.07 per Share (without taking into account withholding taxes), a maximum of approximately 16,782,726 scrip H Shares will be issued, representing approximately 1.42% of the total number of issued Shares of the Company.

Shareholders should note that their acceptance of the scrip Shares may lead to their obligation to make disclosure according to requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them are recommended to consult their own professional advisers.**

Whether or not it is in the Eligible H Shareholders' advantage to receive cash or new Shares, either in whole or in part, will depend on the individual circumstances of the Eligible H Shareholders. Therefore, each Eligible H Shareholder has to make his/her own decision and be solely responsible for the effects resulting therefrom. If the Eligible H Shareholders are in doubt as to the action to be taken, they should consult their own professional advisers. By electing the Scrip Dividend Scheme to receive their dividends in H Shares, the Eligible H Shareholders:

- (1) agree with the Company and each Shareholder of the Company, and the Company agrees with each Shareholder, to observe and comply with the provisions under the Company Law of the People's Republic of China and other relevant laws, administrative regulations and the Articles of Association.
- (2) agree with the Company, each Shareholder, Director, Supervisor, general manager and other senior management member of the Company, and the Company acting for itself and for each Director, Supervisor, general manager and other senior management member agrees with each Shareholder to refer disputes and claims arising from the Articles of Association or any rights or obligations stipulated by the Company Law of the People's Republic of China or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any referral 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.
- (3) agree with the Company and each Shareholder of the Company that Shares of the Company are freely transferable by the holder thereof.
- (4) authorize the Company to enter into a contract on his/her behalf with each Director, general manager and other senior management member whereby such Directors, general manager and other senior management members undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

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## LETTER FROM THE BOARD

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### (xii) Authorization Arrangements Relating to the Scrip Dividend Scheme

To serve the purpose of the Scrip Dividend Scheme, it will be proposed at the EGM to authorize the Board and relevant parties authorized by the Board to be in charge of the implementation of the Scrip Dividend Scheme in accordance with relevant laws and regulations within or outside the PRC and the Listing Rules. Details are set forth below:

- (1) engage intermediary agency(ies) in relation to the Scrip Dividend Scheme; approve and execute all acts, deeds, documents and other related matters where as required by, appropriate to, desirable for or associated with the issuance. Consider and approve, and sign on behalf of the Company the agreements in relation to the issuance, including but not limited to the engagement agreement(s) of intermediary agency(ies), etc.;
- (2) with reference to the H Share market price, decide if a discount would be made available to the Reference Price For Conversion of scrip Shares (i.e. the average closing price per H Share for the five consecutive trading days prior to the Record Date (inclusive)) (if applicable);
- (3) in accordance with the Scrip Dividend Scheme approved at the EGM, decide specific conversion plan (such as the method of handling the dividend balance, etc.), and based on the choice of H Shareholders, approve the issuance of corresponding number of new H Shares;
- (4) consider, approve, and execute, on behalf of the Company, statutory documents in relation to the Scrip Dividend Scheme to be submitted to the relevant regulatory authorities, carry out relevant approval procedures required by the regulatory authorities and the place in which the Company's Shares are listed, and complete all necessary filings, registrations and record-keeping procedures, etc. with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable), and adjust or cancel the Scrip Dividend Scheme as necessary in accordance with the requirements of the regulatory authorities or technical support;
- (5) as required by regulatory authorities within or outside the PRC, amend the agreements and statutory documents referred to in items (1) and (4) above;
- (6) approve the increase of registered capital of the Company after the issuance of the additional Shares, and make corresponding amendments to the Articles of Association of the Company in respect of total share capital and shareholding structure and other related content;

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## LETTER FROM THE BOARD

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- (7) deal with other necessary matters for the implementation of the Scrip Dividend Scheme, other than rights which are expressly stipulated by the relevant laws and regulations to be exercised by a Shareholders' general meeting; and
- (8) the Board further delegates to the general manager of the Company and his/her delegates for specific execution, while obtaining the approval and authorization by the Shareholders' general meeting in respect of items (1) to (7) above.

The authorization aforesaid shall be effective within 12 months from the date on which the Scrip Dividend Scheme is approved by the EGM.

This resolution was considered and approved at the Board meeting on August 23, 2023 and is hereby submitted to the EGM as a special resolution for consideration and approval.

### **8. EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at Conference Hall, 1st Floor, Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Friday, December 8, 2023. The notice of the EGM is set out on pages 124 to 125 of this circular.

In order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company has been closed from Wednesday, November 8, 2023 to Friday, December 8, 2023 (both dates inclusive), during which period no transfer of Shares will be registered. For unregistered holders of Shares of the Company who intend to attend the EGM, the share certificates and the share transfer documents must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at or before 4:30 p.m. on Tuesday, November 7, 2023. Shareholders whose names appear on the register of members of the Company on Friday, December 8, 2023 shall be entitled to attend and vote at the EGM.

The proxy form for use at the EGM is enclosed with this circular, and is available on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>). Shareholders who intend to appoint a proxy to attend the EGM shall complete the proxy form and return it to the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the scheduled time for holding the EGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes at the time.

According to Rule 13.39(4) of the Listing Rules, all resolutions considered and passed as appropriate at the EGM must be conducted by polls.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATIONS

The Directors consider that all resolutions set out in the notice of the EGM are in the best interests of the Company and the Shareholders as a whole. As such, the Directors recommend the Shareholders to vote for the resolutions set out in the notice of the EGM.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board

**Onewo Inc.**  
**Zhu Baoquan**

*Chairman, executive Director and general manager*

November 21, 2023

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*The English version is for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.*

Details of the Proposed Amendments to the Articles of Association are set out below:

No.	Original Articles	Proposed Amendments to the Articles
1	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on Overseas Share Offering and Listing of Joint Stock 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》) (hereinafter referred to as the “Special Regulations”), 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》) (hereinafter referred to as the “Mandatory Provisions”), the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders’ General Meetings (《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》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), and other relevant laws, regulations and rules for the purposes of safeguarding the legitimate rights and interests of Onewo Inc. (hereinafter referred to as the “Company” or “Onewo”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), <del>the Special Regulations of the State Council on Overseas Share Offering and Listing of Joint Stock 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》)</del> (hereinafter referred to as the “Special Regulations”), <del>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》)</del> (hereinafter referred to as the “Mandatory Provisions”), <del>the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》)</del>, <del>the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders’ General Meetings (《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》)</del>, <del>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”)</del>, and other relevant laws, regulations and rules for the purposes of safeguarding the legitimate rights and interests of Onewo Inc. (hereinafter referred to as the “Company” or “Onewo”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
2	<p>Article 2 The Company is a foreign-invested joint stock limited company established in accordance with the provisions of the Company Law, the Special Regulations and other relevant laws, administrative regulations and normative documents.</p> <p>The Company was entirely transformed and established by way of promotion on March 20, 2018. The Company was registered with the Administration of Industry and Commerce of Shenzhen Municipality on March 20, 2018 and obtained its business license with unified social credit code of 91440300727134579K.</p>	<p>Article 2 The Company is a foreign-invested joint stock limited company established in accordance with the provisions of the Company Law, <del>the Special Regulations</del> and other relevant laws, administrative regulations and normative documents.</p> <p>The Company was entirely transformed and established by way of promotion on March 20, 2018. The Company was registered with the Administration of Industry and Commerce of Shenzhen Municipality on March 20, 2018 and obtained its business license with unified social credit code of 91440300727134579K.</p>
3	Newly added	<b><u>Article 4 The Company’s registered capital is RMB1,178,468,700.</u></b>
4	<p>Article 6 Upon adoption through a special resolution at the shareholders’ general meeting of the Company and approval by relevant state departments, these Articles of Association shall take effect on the date the overseas listed foreign shares (“H Shares”) publicly issued by the Company are listed on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), and shall on its effective date replace the previous Articles of Association of the Company filed at the competent market supervision and administration authorities.</p>	<b>Deleted</b>
5	<p>Article 7 From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conducts of the Company, as well as the rights and obligations between the Company and its shareholders and among the shareholders.</p>	<p>Article 7 <b><u>The Articles of Association shall become effective from the date of adoption through a resolution at the shareholders’ general meeting of the Company.</u></b> From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conducts of the Company, as well as the rights and obligations between the Company and its shareholders and among the shareholders.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
6	<p>Article 8 The Articles of Association shall be legally binding upon the Company, its shareholders, Directors, Supervisors, general manager and other senior management members, all of above persons may make any claims in relation to the matters of the Company pursuant to the Articles of Association.</p> <p>A shareholder may initiate litigation against the Company pursuant to the Articles of Association; the Company may initiate litigation against any shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against another shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against the Directors, Supervisors, general manager and other senior management members of the Company pursuant to the Articles of Association.</p> <p>The litigation referred to in the preceding paragraph include initiation of proceedings in a court or the application of arbitration to an arbitration institution.</p>	<p>Article 8 The Articles of Association shall be legally binding upon the Company, its shareholders, Directors, Supervisors, general manager and other senior management members, all of above persons may make any claims in relation to the matters of the Company pursuant to the Articles of Association.</p> <p>A shareholder may initiate litigation against the Company, <b><u>its shareholders, Directors, Supervisors, general manager and other senior management members</u></b> pursuant to the Articles of Association; <del>the Company may initiate litigation against any shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against another shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against the Directors, Supervisors, general manager and other senior management members of the Company pursuant to the Articles of Association</del><b><u>the Company may initiate litigation against any shareholder, Director, Supervisor, general manager and other senior management member pursuant to the Articles of Association.</u></b></p> <p><del>The litigation referred to in the preceding paragraph include initiation of proceedings in a court or the application of arbitration to an arbitration institution.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
7	<p>Article 11 The business scope of the Company is: property services (only after obtaining a certificate of qualification issued by relevant administrative departments); housekeeping services; housing repair and maintenance related to property management, mechanical and electrical equipment of buildings, environment sanitation and landscaping design. Anti-theft alarm system, security TV monitoring system, building and apartment security electronic intercom system, access control system, patrol system engineering, design of parking management system engineering, on-site installation and maintenance (excluding civil engineering works); computer software and hardware on-site maintenance; real estate brokerage; property management information consultation, economic information consultation, business management consultation; wholesale, import and export of office supplies, sporting goods, textiles, daily necessities, clothing, footwear and hats, metal hardware and electrical products, and chemical products, and relevant ancillary business (not involving commodities subject to state-owned trade management, applications in accordance with the relevant state regulations to be made in relation to commodities subject to quota and license management and other commodities subject to management under special provisions). Advertising business (as for advertising operation subject to the approval and registration as required by the laws and the administrative regulations, it shall be carried out only after separate approval and registration is obtained); business management solution planning; technology development, technology consultation, technology services and technology transfer in the field of computer technology; labor dispatch.</p> <p>The business scope referred to in the preceding paragraph shall be such items as registered with the company registration authority.</p>	<p>Article 11 The business scope of the Company is: property services (only after obtaining a certificate of qualification issued by relevant administrative departments); housekeeping services; housing repair and maintenance related to property management, mechanical and electrical equipment of buildings, environment sanitation and landscaping design. Anti-theft alarm system, security TV monitoring system, building and apartment security electronic intercom system, access control system, patrol system engineering, design of parking management system engineering, on-site installation and maintenance (excluding civil engineering works); computer software and hardware on-site maintenance; real estate brokerage; property management information consultation, economic information consultation, business management consultation; wholesale, import and export of office supplies, sporting goods, textiles, daily necessities, clothing, footwear and hats, metal hardware and electrical products, and chemical products, and relevant ancillary business (not involving commodities subject to state-owned trade management, applications in accordance with the relevant state regulations to be made in relation to commodities subject to quota and license management and other commodities subject to management under special provisions). Advertising business (as for advertising operation subject to the approval and registration as required by the laws and the administrative regulations, it shall be carried out only after separate approval and registration is obtained); business management solution planning; technology development, technology consultation, technology services and technology transfer in the field of computer technology; <b><u>licensed business item:</u></b> labor dispatch.</p> <p>The business scope referred to in the preceding paragraph shall be such items as registered with the company registration authority.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
8	<b>Chapter 3 Shares and Registered Capital</b>	<b>Chapter 3 Shares and Registered Capital</b>
9	Article 12 The Company shall have ordinary shares at all times. With the approval from the company approval department authorized by the State Council, the Company may create other classes of shares when needed.	<b>Deleted</b>
10	Newly added	<b><u>Article 14 Unlisted shares issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited. The overseas listed shares issued by the Company shall be deposited with securities depository and clearing companies in Hong Kong.</u></b>
11	<p>Article 15 Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. Domestic investors mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>	<p>Article 15 Subject to the approval of the securities regulatory authorities of the State Council, <u>Where the Company may issue</u> <del>issues</del> shares to domestic investors and foreign investors, <u>it shall perform the procedures of registering or filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) in accordance with the laws.</u></p> <p>Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. Domestic investors mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
12	<p>Article 16 Shares that the Company issues to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas are called overseas listed foreign shares; while the foreign shares that have not been listed domestically or overseas are called non-listed foreign shares.</p> <p>H shares are foreign shares issued by the Company and listed on the Hong Kong Stock Exchange, that is, the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.</p> <p>Both holders of domestic shares and holders of foreign shares are ordinary shareholders and have the equal rights and obligations in any distribution through (including but not limited to) dividends or any other forms.</p> <p>Shareholders of non-listed shares of the Company may have their shares listed and traded on overseas stock exchanges upon the approval by the securities regulatory authorities of the State Council and overseas stock exchanges. The listing and trading of such shares on overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of the overseas stock exchanges. The listing and trading of such shares on the overseas stock exchanges are not subject to the resolution through voting at a shareholders' class meeting.</p>	<p>Article 16 Shares that the Company issues to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas are called overseas listed foreign shares; while the foreign shares that have not been listed domestically or overseas are called non-listed foreign shares. <b><u>Domestic shares and unlisted foreign shares approved by or filed with the CSRC may be converted into overseas listed shares and listed on overseas stock exchanges for trading. Such outstanding shares and overseas listed foreign shares are collectively referred to as overseas listed shares.</u></b></p> <p>H shares are <del>foreign shares</del> <b><u>overseas listed shares</u></b> issued by the Company and listed on <b><u>The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange")</u></b>, that is, the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.</p> <p>Both holders of domestic shares and holders of foreign shares are ordinary shareholders and have the equal rights and obligations in any distribution through (including but not limited to) dividends or any other forms.</p> <p>Shareholders of non-listed shares of the Company may have their shares listed and traded on overseas stock exchanges upon <del>the approval by the securities regulatory authorities of the State Council</del> <b><u>filing with the CSRC and approval by</u></b> overseas stock exchanges. The listing and trading of such shares on overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of the overseas stock exchanges. The listing and trading of such shares on the overseas stock exchanges are not subject to the resolution through voting at a shareholders' <del>class</del> <b><u>general</u></b> meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
13	Newly added	<u><b>Article 18 The total number of shares of the Company is 1,178,468,700, all of which are overseas listed ordinary shares (the H shares).</b></u>
14	Article 18 After the completion of the initial public offering of overseas listed foreign shares and the exercise of the over-allotment option, the Company's share capital structure is composed of 1,178,468,700 ordinary shares, including 720,378,000 domestic shares, 330,042,000 unlisted foreign shares and 128,048,700 H shares.	<b>Deleted</b>
15	<p>Article 19 The Board of Directors may implement and arrange separate offerings for the Company's plans to issue overseas listed foreign shares and domestic shares as approved by the securities regulatory authority under the State Council.</p> <p>The plans to separately issue overseas listed foreign shares and domestic shares by the Company pursuant to the preceding paragraph can be implemented separately within 15 months from the date of approval by the securities regulatory authority under the State Council.</p>	<b>Deleted</b>
16	Article 20 Where the number of the overseas listed foreign shares and domestic shares separately issued falls within the total number of shares specified in the issuance plans, such shares should be fully subscribed for on a one-off basis. If such shares cannot be fully subscribed for on a one-off basis under special circumstances, they may, subject to the approval by the securities regulatory authority under the State Council, be issued in separate tranches.	<b>Deleted</b>
17	Article 21 After the completion of issuing H shares and the exercise of the over-allotment option, the Company's registered capital is RMB1,178,468,700.	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
18	<p>Article 24 In the event of reduction of registered capital, the Company shall prepare a balance sheet and a property inventory.</p> <p>The Company shall notify its creditors within ten days from the date of the resolution in respect of registered capital reduction and publish an announcement in newspapers within thirty days from the date of the resolution. The creditors shall, within 30 days from receipt of notice or within 90 days from the date of the announcement if the creditors have not received the notice, have a right to require the Company to settle their debts or to offer corresponding guarantees for their settlement.</p> <p>The registered capital of the Company after such reduction shall not be lower than the statutory minimum amount.</p>	<p>Article <del>21</del><sup>4</sup> In the event of reduction of registered capital, the Company shall prepare a balance sheet and a property inventory.</p> <p>The Company shall notify its creditors within ten days from the date of the resolution in respect of registered capital reduction and publish an announcement in newspapers within thirty days from the date of the resolution. The creditors shall, within 30 days from receipt of notice or within <del>45</del><sup>90</sup> days from the date of the announcement if the creditors have not received the notice, have a right to require the Company to settle their debts or to offer corresponding guarantees for their settlement.</p> <p>The registered capital of the Company after such reduction shall not be lower than the statutory minimum amount.</p>
19	<p>Article 25 Under the following circumstances, the Company may, according to the requirements of the laws, administrative regulations, departmental rules and the Articles of Association and obtaining the approval from relevant national competent authorities, repurchase its outstanding shares in accordance with statutory procedures:</p> <p>(I) reducing the Company’s registered capital and cancelling shares;</p> <p>(II) merging with other companies which hold shares in the Company;</p> <p>(III) awarding shares as equity incentives;</p> <p>(IV) acquiring shares held by shareholders, who vote against any resolution proposed in any shareholders’ general meeting on the merger or division of the Company, upon their request;</p> <p>(V) repurchasing to preserve the Company’s value and shareholders’ interests;</p> <p>(VI) other circumstances as permitted by laws, administrative regulations, departmental rules, securities regulatory rules and competent authorities in the place(s) where the Company’s shares are listed.</p> <p>Except for the above-mentioned circumstances, the Company shall not engage in any activities trading its shares.</p>	<p>Article <del>22</del><sup>5</sup> <del>Under the following circumstances, the Company may, according to the requirements of the laws, administrative regulations, departmental rules and the Articles of Association and obtaining the approval from relevant national competent authorities, repurchase its outstanding shares in accordance with statutory procedures.</del> <b><u>The Company shall not acquire its shares, except that there is any of the following circumstances:</u></b></p> <p>(I) reducing the Company’s registered capital and cancelling shares;</p> <p>(II) merging with other companies which hold shares in the Company;</p> <p>(III) awarding shares as equity incentives;</p> <p>(IV) acquiring shares held by shareholders, who vote against any resolution proposed in any shareholders’ general meeting on the merger or division of the Company, upon their request;</p> <p>(V) repurchasing to preserve the Company’s value and shareholders’ interests;</p> <p><del>(VI) other circumstances as permitted by laws, administrative regulations, departmental rules, securities regulatory rules and competent authorities in the place(s) where the Company’s shares are listed.</del></p> <p>Except for the above-mentioned circumstances, the Company shall not engage in any activities trading its shares.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
20	Newly added	<p><u>Article 23 The Company may acquire its shares through public centralized trading or other methods as permitted by laws, administrative regulations and regulatory authorities.</u></p> <p><u>Where the Company acquires its shares under the circumstances set out in items (III) and (V) of Article 22 of the Articles of Association, the acquisition shall be conducted through public centralized trading.</u></p>
21	<p>Article 26 The Company may, under the circumstances that it observes laws and regulations, and relevant provisions of the competent securities authorities in the place(s) where the Company’s shares are listed, repurchase its shares in one of the following manners with the approval from relevant national competent authorities:</p> <p>(I) by making a pro rata general offer of repurchase to all its shareholders;</p> <p>(II) by repurchasing shares through public trading on a stock exchange;</p> <p>(III) by repurchasing shares through an off-market agreement;</p> <p>(IV) by other means as permitted by laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company’s shares are listed, normative documents and relevant competent authorities.</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
22	<p>Article 27 Where the Company repurchases its shares through an off-market agreement, it shall seek approval in a shareholders' general meeting in accordance with the Articles of Association. The Company may terminate or amend an agreement 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.</p> <p>The agreement for the share repurchase referred to in the preceding paragraphs includes (but not limited to) agreements assuming obligations of share repurchase and acquiring the rights of the shares repurchased.</p> <p>The Company shall not transfer an agreement for repurchasing its own shares or any of its rights thereunder.</p> <p>With regard to the redeemable shares that the Company has the right to repurchase, if they are not repurchased on the market or by way of tender, the prices of these shares shall not exceed certain maximum price; if they are repurchased by way of tender, the tenders shall be proposed to all shareholders in the same manner.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
23	<p>Article 28 After the shares are acquired by the Company pursuant to the requirements, 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 the registered capital.</p> <p>The purchase of the Company's shares for reasons specified in (I) and (II) of Article 25 of the Articles of Association shall be approved by resolution at a shareholders' general meeting. The purchase of the Company's shares for reasons specified in (III) and (V) of Article 25 of the Articles of Association shall be approved by a resolution of a Board meeting attended by more than two-thirds of the Directors as authorized by the shareholders' general meeting.</p> <p>Following the purchase of shares in accordance with Article 25 of the Articles of Association, such shares shall be cancelled within 10 days from the date of purchase in the case of (I) of Article 25 and transferred or cancelled within six months in the case of (II) or (IV) of Article 25, or in the event of a purchase of shares made pursuant to (III) or (V) of Article 25 of the Articles of Association, the total number of the Company's shares held by the Company shall not exceed ten percent of the total outstanding shares and shall be transferred or cancelled within three years of the purchase.</p> <p>The Company shall apply to the market supervision administration department for registration of changes in registered capital or shareholdings and make an announcement in accordance with the listing rules.</p> <p>Where the Company acquires its H shares pursuant to items (III) and (V) of Article 25 of the Articles of Association, the acquisition shall be conducted through public centralized trading.</p> <p>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed contain any other provisions in respect of relevant matters abovementioned concerning share repurchasing, such provisions shall prevail.</p>	<p><del>Article 248</del> After the shares are acquired by the Company pursuant to the requirements, 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 the registered capital.</p> <p>The purchase of the Company's shares for reasons specified in (I) and (II) of Article <del>25</del> 225 of the Articles of Association shall be approved by resolution at a shareholders' general meeting. The purchase of the Company's shares for reasons specified in (III) and (V) of Article <del>25</del> 225 of the Articles of Association shall be approved by a resolution of a Board meeting attended by more than two-thirds of the Directors as authorized by the shareholders' general meeting.</p> <p>Following the purchase of shares in accordance with Article <del>25</del> 225 of the Articles of Association, such shares shall be cancelled within 10 days from the date of purchase in the case of (I) of Article <del>25</del> 225 and transferred or cancelled within six months in the case of (II) or (IV) of Article <del>25</del> 225, or in the event of a purchase of shares made pursuant to (III) or (V) of Article <del>25</del> 225 of the Articles of Association, the total number of the Company's shares held by the Company shall not exceed ten percent of the total outstanding shares and shall be transferred or cancelled within three years of the purchase.</p> <p>The Company shall apply to the market supervision administration department for registration of changes in registered capital or <b>share capital</b> shareholdings and make an announcement in accordance with the listing rules.</p> <p><del>Where the Company acquires its H shares pursuant to items (III) and (V) of Article 25 of the Articles of Association, the acquisition shall be conducted through public centralized trading.</del></p> <p><del>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital.</del></p> <p>Where the laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed contain any other provisions in respect of relevant matters abovementioned concerning share repurchasing, such provisions shall prevail.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
24	<p>Article 29 Unless the Company is under liquidation, it shall comply with the following provisions in respect of the repurchase of its outstanding shares:</p> <p>(I) where the Company repurchases its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares;</p> <p>(II) where the Company repurchases its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares. The portion in excess of the nominal value shall be handled as follows:</p> <ol style="list-style-type: none"> <li>1. if the shares repurchased were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company;</li> <li>2. if the shares repurchased were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares, provided that the amount deducted from 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 repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase.</li> </ol>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<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 repurchase shares of the Company;</li> <li>2. modification of contract for repurchasing shares of the Company;</li> <li>3. release of its obligations under the repurchase contract.</li> </ol> <p>(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for the repurchase of shares at their nominal value shall be accounted for in the Company's capital common reserve account.</p> <p>Where the laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share repurchases, such provisions shall prevail.</p>	
25	<p>Article 30 Unless otherwise provided by the laws and administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory institutions in the place(s) where the Company's securities are listed, shares of the Company shall be freely transferable and shall also be free from all liens. The transfer of H shares requires registration with the share registrar in Hong Kong appointed by the Company.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
26	<p>Article 31 All fully paid H shares may be transferred freely in accordance with the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:</p> <p>(I) the instrument of transfer and any other documents related to or affecting the title of any H shares shall be registered, and if any payment shall be made for such registration, such payment shall not exceed the maximum amount stipulated by the Hong Kong Listing Rules from time to time;</p> <p>(II) the instrument of transfer only relates to the overseas listed foreign shares listed on the Hong Kong Stock Exchange;</p> <p>(III) the stamp duty required by the laws of Hong Kong for the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;</p> <p>(V) if the shares are to be transferred to joint holders, the number of joint shareholders registered shall not exceed four;</p> <p>(VI) the relevant shares are free from all liens of any company;</p> <p>(VII) no shares shall be transferred to a minor or a person of unsound mind or under other legal disability.</p> <p>If the Board of Directors refuses to register any transfer of shares, a notice of the rejection of registration of such transfer of shares shall be issued by the Company to the transferor and the transferee within two months upon the duly submission of transfer application.</p>	<p>Article <del>253</del><b>4</b> <u>Shares of the Company shall be freely transferable, and A</u> all fully paid H shares may be transferred freely in accordance with the Articles of Association. <del>However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:</del></p> <p><del>(I) the instrument of transfer and any other documents related to or affecting the title of any H shares shall be registered, and if any payment shall be made for such registration, such payment shall not exceed the maximum amount stipulated by the Hong Kong Listing Rules from time to time;</del></p> <p><del>(II) the instrument of transfer only relates to the overseas listed foreign shares listed on the Hong Kong Stock Exchange;</del></p> <p><del>(III) the stamp duty required by the laws of Hong Kong for the instrument of transfer has been paid;</del></p> <p><del>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;</del></p> <p><del>(V) if the shares are to be transferred to joint holders, the number of joint shareholders registered shall not exceed four;</del></p> <p><del>(VI) the relevant shares are free from all liens of any company;</del></p> <p><del>(VII) no shares shall be transferred to a minor or a person of unsound mind or under other legal disability.</del></p> <p><del>If the Board of Directors refuses to register any transfer of shares, a notice of the rejection of registration of such transfer of shares shall be issued by the Company to the transferor and the transferee within two months upon the duly submission of transfer application.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
27	<p>Article 32 Transfer of all overseas listed foreign shares listed in Hong Kong shall be executed with a written instrument of transfer in a usual or common form or any other form accepted by the Board of Directors (including the standard instrument of transfer or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). The instrument of transfer may be signed by hand or be affixed with the stamp of a company (where the transferor or transferee is a corporation). If the transferor or the transferee is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) or its nominee as defined by relevant regulations in effect from time to time in accordance with the laws of Hong Kong, the transfer form can be signed by hand or in printed form.</p> <p>All instruments of transfer shall be kept at the legal address of the Company or any other place designated by the Board of Directors from time to time.</p>	<p>Article <del>26</del><sup>32</sup> Transfer of all overseas listed <del>foreign</del> shares listed in Hong Kong shall be executed with a written instrument of transfer in a usual or common form or any other form accepted by the Board of Directors (including the standard instrument of transfer or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). The instrument of transfer may be signed by hand or be affixed with the stamp of a company (where the transferor or transferee is a corporation). If the transferor or the transferee is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) or its nominee as defined by relevant regulations in effect from time to time in accordance with the laws of Hong Kong, the transfer form can be signed by hand or in printed form.</p> <p>All instruments of transfer shall be kept at the legal address of the Company or any other place designated by the Board of Directors from time to time.</p>
28	<p align="center"><b>Chapter 7 Share Certificates and Register of Shareholders</b></p>	<p align="center"><b>Chapter 7 <u>Shareholders</u>Share Certificates and Register of Shareholders</b></p>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
29	<p>Article 38 Share certificates of the Company shall be in registered form.</p> <p>The following shall be specified in the Company's share certificates:</p> <p>(I) the name of the Company;</p> <p>(II) the date on which the Company was established;</p> <p>(III) the class and par value of the shares and the number of shares represented;</p> <p>(IV) the serial number of the share certificates;</p> <p>(V) other matters needed to be specified as required by the Company Law, the Special Regulations and the securities regulatory authorities of the place(s) where the Company's shares are listed;</p> <p>(VI) where the Company's equity capital includes shares that do not carry voting rights, the words "non-voting" must appear in the designation of such shares;</p> <p>(VII) where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".</p> <p>The overseas listed foreign shares issued by the Company may take the form of overseas depository receipt or other derivative forms of share certificate in accordance with laws and securities registration and depository practice of the place(s) where the Company' shares are listed.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
30	<p>Article 39 During the time the Company’s H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all related H shares documents include the statements stipulated below and shall instruct and procure its share registrar 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 submits 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 provisions under the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association.</p> <p>(II) The acquirer of shares agrees with the Company, each shareholder, Director, Supervisor, general manager and other senior management member of the Company, and the Company acting for itself and for each Director, Supervisor, general manager and other senior management member agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations stipulated by 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 referral 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 of shares authorizes the Company to enter into a contract on his behalf with each Director, general manager and other senior management member whereby such Directors, general manager and other senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>	<p>Article <del>39</del> During the time the Company’s H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all related H shares documents include the statements stipulated below and shall instruct and procure its share registrar 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 submits 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 provisions under the Company Law, <del>the Special Regulations</del> and other relevant laws, administrative regulations and the Articles of Association.</p> <p>(II) The acquirer of shares agrees with the Company, each shareholder, Director, Supervisor, general manager and other senior management member of the Company, and the Company acting for itself and for each Director, Supervisor, general manager and other senior management member agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations stipulated by 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 referral 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 of shares authorizes the Company to enter into a contract on his behalf with each Director, general manager and other senior management member whereby such Directors, general manager and other senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
31	<p>Article 40 The share certificates of the Company shall be signed by the Chairman of the Board. Where the signatures of senior management members of the Company are required by the stock exchange(s) where the Company's shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal to the share certificates shall be authorized by the Board. The signature of the Chairman of the Board or such senior management members of the Company on the share certificates may also be in printed form. In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities and the stock exchange(s) in the place(s) where the Company's shares are listed shall apply.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
32	<p>Article 41 The Company shall establish a register of shareholders in accordance with the proofs provided by securities registration institutions and shall register therein the following particulars, or register the following particulars in accordance with PRC laws and regulations, and relevant rules in the place(s) where the Company's shares are listed and of the Hong Kong Stock Exchange:</p> <p>(I) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p> <p>(IV) the serial number of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder is registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary. Subject to the Articles of Association and other applicable requirements, upon transfer of the Company's shares, the name (title) of the transferees of the shares shall be included in the register of shareholders as holders of such shares.</p> <p>The assignment and transfer of shares shall be registered in the register of shareholders.</p>	<p>Article <del>33</del><sup>41</sup> The Company shall establish a register of shareholders in accordance with the proofs provided by securities registration institutions. <b><u>The register of shareholders serves as sufficient evidence of the shareholders' shareholdings in the Company. Shareholders shall enjoy the rights and assume the obligations according to the class of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. The register of holders of overseas listed shares must be accessible to shareholders; however, the Company may close the register of holders of overseas listed shares on terms equivalent to section 632 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></b> and shall register therein the following particulars, or register the following particulars in accordance with PRC laws and regulations, and relevant rules in the place(s) where the Company's shares are listed and of the Hong Kong Stock Exchange:</p> <p><del>(I) the name (title), address (domicile), occupation or nature of each shareholder;</del></p> <p><del>(II) the class and number of shares held by each shareholder;</del></p> <p><del>(III) the amount paid or payable for the shares held by each shareholder;</del></p> <p><del>(IV) the serial number of the shares held by each shareholder;</del></p> <p><del>(V) the date on which each shareholder is registered as a shareholder;</del></p> <p><del>(VI) the date on which each shareholder ceases to be a shareholder.</del></p> <p><del>The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary. Subject to the Articles of Association and other applicable requirements, upon transfer of the Company's shares, the name (title) of the transferees of the shares shall be included in the register of shareholders as holders of such shares.</del></p> <p><del>The assignment and transfer of shares shall be registered in the register of shareholders.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
	<p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed as joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company shall not be required to register more than four persons as joint shareholders of any shares;</p> <p>(II) all joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p> <p>(III) where any one of the joint shareholders deceases, only the other surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the Board shall have the right, for the purpose of modifying the register of shareholders, to require the provision of documents for proof of the death of the relevant shareholder as it deems appropriate;</p> <p>(IV) for joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive such certificates of the relevant shares or receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of the relevant shares. Any joint shareholders may sign a form of proxy. If there are more than one joint shareholder present in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted as the sole vote representing the remaining joint shareholders. For this purpose, seniority of the shareholders shall be determined by the order in which the names of the joint shareholders of the relevant shares stand in the register of shareholders of the Company;</p> <p>(V) if any of the joint shareholders sends to the Company a receipt of any dividend, bonus or capital return payable to the said joint shareholders, the said receipt shall be deemed as a valid receipt sent by the said joint shareholders to the Company.</p>	<p><del>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed as joint holders of such shares and be subject to the following provisions:</del></p> <p><del>(I) the Company shall not be required to register more than four persons as joint shareholders of any shares;</del></p> <p><del>(II) all joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</del></p> <p><del>(III) where any one of the joint shareholders deceases, only the other surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the Board shall have the right, for the purpose of modifying the register of shareholders, to require the provision of documents for proof of the death of the relevant shareholder as it deems appropriate;</del></p> <p><del>(IV) for joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive such certificates of the relevant shares or receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of the relevant shares. Any joint shareholders may sign a form of proxy. If there are more than one joint shareholder present in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted as the sole vote representing the remaining joint shareholders. For this purpose, seniority of the shareholders shall be determined by the order in which the names of the joint shareholders of the relevant shares stand in the register of shareholders of the Company;</del></p> <p><del>(V) if any of the joint shareholders sends to the Company a receipt of any dividend, bonus or capital return payable to the said joint shareholders, the said receipt shall be deemed as a valid receipt sent by the said joint shareholders to the Company.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
33	<p>Article 42 The Company may keep overseas the register of holders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreements reached between the securities regulatory authorities of the State Council and the overseas competent securities regulatory authorities. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.</p>	<b>Deleted</b>
34	<p>Article 43 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(I) the register(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III) of this Article;</p> <p>(II) the register(s) of holders of overseas listed foreign shares kept in the place(s) of the overseas stock exchange(s) where the shares are listed;</p> <p>(III) the register(s) of shareholders kept in other places as the Board may decide and consider necessary for the purpose of listing of the Company's shares.</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
35	<p>Article 44 The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register of shareholders.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the place(s) where each part of the register of shareholders is kept.</p>	<b>Deleted</b>
36	<p>Article 45 Change of the register of shareholders arising from share transfer shall not be registered within thirty days before convening of a shareholders' general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends.</p> <p>Where relevant laws and regulations and the relevant rules of the securities regulatory authorities in the place(s) where the shares of the Company are listed and the Hong Kong Stock Exchange otherwise provide for the period for suspending the registration of the transfer of shares before convening of a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
37	<p>Article 46 Where the Company convenes a shareholders’ general meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholdings, the Board shall designate a certain date as date for ascertainment of shareholding, at the end of which the shareholders in the register shall be shareholders of the Company.</p>	<p>Article <del>346</del> Where the Company convenes a shareholders’ general meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of <del>shareholdings</del><u>shareholders’ identities, the Board or the convener of the shareholders’ general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date are entitled to the relevant rights and interests</u> <del>the Board shall designate a certain date as date for ascertainment of shareholding, at the end of which the shareholders in the register shall be shareholders of the Company.</del></p>
38	<p>Article 47 If any person objects to the register of shareholders and requests to have his/her name (title) recorded in or deleted from the register of shareholders, the said person may apply to the court with jurisdiction to correct the register of shareholders.</p>	<p><b>Deleted</b></p>
39	<p>Article 48 If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificate (hereinafter referred to as the “Original Share Certificate”), the said shareholder or person may apply to the Company to issue replacement share certificates in respect of the said shares (hereinafter referred to as the “Relevant Shares”).</p> <p>If a holder of domestic shares or a holder of unlisted foreign shares loses his/her share certificates and applies for their replacement, it may be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>If a holder of overseas listed foreign shares loses his/her share certificates and applies for their replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange, as well as other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.</p>	<p><b>Deleted</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>If a holder of H shares loses his/her share certificates and applies for their replacement, the issue of replacement share certificates to that holder shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the Relevant Shares.</p> <p>(II) No statement has been received by the Company from any person other than the applicant for having his/her name registered as a holder of the Relevant Shares before the Company makes a decision to issue the replacement share certificates.</p> <p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its intention to issue replacement share certificates, deliver a copy of the announcement to be published to the stock exchange where it is listed. The Company may publish the announcement upon receiving a reply from the stock exchange confirming that the announcement has been exhibited on the stock exchange. The announcement shall be exhibited on the stock exchange for a period of ninety days.</p> <p>In case an application to issue replacement share certificates has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered holder a copy of the announcement to be published.</p>	

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(V) If, upon expiration of the ninety-day period for announcement and exhibition referred to in item (III) and (IV) of this Article, the Company has not received from any person any objection to the issuance of replacement share certificates, the Company may issue replacement share certificates to the applicant according to his/her application.</p> <p>(VI) Where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the Original Share Certificate and enter the cancellation and replacement matters in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of an Original Share Certificate and the issuance 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 security is provided by the applicant therefor.</p>	
40	<p>Article 49 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name (title) of a bona fide purchaser who obtains the aforesaid replacement share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
41	<p>Article 50 The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificate or the issuance of a replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p> <p>If the Company issues warrants to bearer instrument holders, it shall not issue any new warrants to replace the lost original ones, unless the Company without any reasonable doubts confirms that the original warrants have been damaged.</p>	<b>Deleted</b>
42	<p align="center"><b>Chapter 8 Rights and Obligations of Shareholders</b></p> <p>Article 51 A shareholder of the Company is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders.</p> <p>A shareholder shall enjoy rights and undertake obligations in accordance with the class and amount of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>If the shareholder of the Company is a legal entity, the rights shall be enforced by its legal representative or a proxy of such legal representative.</p> <p>The Company shall not exercise any rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
43	<p>Article 52 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other means of profit distributions in proportion to their shareholdings;</p> <p>(II) the right to attend or appoint proxies to attend general meetings and to exercise the voting rights;</p> <p>(III) the right to supervise and manage the Company’s business activities, to present proposals or to raise enquiries;</p> <p>(IV) the right to transfer, gift or pledge the shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain a copy of the Articles of Association, subject to payment of cost;</li> <li>2. the right to inspect and copy, subject to payment of a reasonable charge:</li> </ol> <ol style="list-style-type: none"> <li>(1) the register of all classes of shareholders;</li> <li>(2) personal particulars of the Company’s Directors, Supervisors, general manager and other senior management members, including: <ol style="list-style-type: none"> <li>(a) present and former name and alias;</li> <li>(b) principal address (domicile);</li> <li>(c) nationality;</li> </ol> </li> </ol>	<p>Article <del>52</del> The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other means of profit distributions in proportion to their shareholdings;</p> <p>(II) <b><u>the right to request, convene, hold, attend or appoint proxies</u></b> <del>the right to attend or appoint proxies to attend</del> <b><u>shareholders’</u></b> general meetings and to exercise <del>the</del> <b><u>corresponding</u></b> voting rights <b><u>in accordance with the law</u></b>;</p> <p>(III) the right to supervise <del>and manage</del> the Company’s <b><u>operation</u></b> <del>business</del> activities, to present proposals or to raise enquiries;</p> <p>(IV) the right to transfer, gift or pledge the shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) <b><u>the right to inspect the Articles of Association, the register of shareholders, counterfoils of corporate bonds, minutes of shareholders’ general meetings, resolutions of Board meetings, resolutions of meetings of the Supervisory Committee, financial and accounting reports, etc.</u></b> <del>the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</del></p> <ol style="list-style-type: none"> <li>1. <del>the right to obtain a copy of the Articles of Association, subject to payment of cost;</del></li> <li>2. <del>the right to inspect and copy, subject to payment of a reasonable charge:</del></li> </ol> <ol style="list-style-type: none"> <li>(1) <del>the register of all classes of shareholders;</del></li> <li>(2) <del>personal particulars of the Company’s Directors, Supervisors, general manager and other senior management members, including:</del> <ol style="list-style-type: none"> <li>(a) <del>present and former name and alias;</del></li> <li>(b) <del>principal address (domicile);</del></li> <li>(c) <del>nationality;</del></li> </ol> </li> </ol>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
	<p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification documents and the numbers thereof.</p> <p>(3) reports showing the status of the Company's issued share capital;</p> <p>(4) reports showing the aggregate nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p> <p>(5) minutes of shareholders' general meetings (only available for inspection to shareholders);</p> <p>(6) copies of the Company's resolutions of shareholders' general meetings, Board meetings and meeting of Supervisory Committee;</p> <p>(7) the latest audited financial statements, and reports of Board of Directors, auditors and Supervisory Committee of the Company;</p> <p>(8) a copy of the latest annual inspection form that has been filed with the PRC Administration for Industry and Commerce or other competent authorities;</p> <p>3. Counterfoils of corporate bonds.</p> <p>Documents of item (1) and (5) mentioned above and any other applicable documents shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the shareholders to inspect free of charge (provided that minutes of general meetings are available for inspection by the shareholders only), and for the shareholders to make copies at reasonable cost. When a shareholder requests to inspect the relevant information mentioned in the preceding paragraphs or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity.</p>	<p><del>(d) primary and all other part-time occupations and duties;</del></p> <p><del>(e) identification documents and the numbers thereof.</del></p> <p><del>(3) reports showing the status of the Company's issued share capital;</del></p> <p><del>(4) reports showing the aggregate nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</del></p> <p><del>(5) minutes of shareholders' general meetings (only available for inspection to shareholders);</del></p> <p><del>(6) copies of the Company's resolutions of shareholders' general meetings, Board meetings and meeting of Supervisory Committee;</del></p> <p><del>(7) the latest audited financial statements, and reports of Board of Directors, auditors and Supervisory Committee of the Company;</del></p> <p><del>(8) a copy of the latest annual inspection form that has been filed with the PRC Administration for Industry and Commerce or other competent authorities;</del></p> <p><del>3. Counterfoils of corporate bonds.</del></p> <p><del>Documents of item (1) and (5) mentioned above and any other applicable documents shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the shareholders to inspect free of charge (provided that minutes of general meetings are available for inspection by the shareholders only), and for the shareholders to make copies at reasonable cost. When a shareholder requests to inspect the relevant information mentioned in the preceding paragraphs or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
	<p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</p> <p>(VII) with respect to shareholders who vote against any resolution adopted at the shareholders’ general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;</p> <p>(VIII) the right to initiate legal proceedings to the People’s Court against acts which are detrimental to the interests of the Company or infringe the lawful interests of shareholders, and to claim the relevant interests pursuant to the Company Law or other laws and administrative regulations;</p> <p>(IX) other rights under laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory institutions of the place(s) where the Company’s shares are listed and the Articles of Association.</p> <p>The Company shall not exercise any rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</p>	<p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</p> <p>(VII) with respect to shareholders who vote against any resolution adopted at the shareholders’ general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;</p> <p><del>(VIII) the right to initiate legal proceedings to the People’s Court against acts which are detrimental to the interests of the Company or infringe the lawful interests of shareholders, and to claim the relevant interests pursuant to the Company Law or other laws and administrative regulations;</del></p> <p><del>(VIII)</del> other rights under laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory institutions of the place(s) where the Company’s shares are listed and the Articles of Association.</p> <p>The Company shall not exercise any rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
44	Newly added	<p><u>Article 36 When a shareholder requests to inspect the relevant information mentioned in the preceding Article or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder’s request after verifying his/her identity.</u></p>
45	Newly added	<p><u>Article 37 If a resolution passed at the Company’s shareholders’ general meeting or Board meeting violates laws or administrative regulations, shareholders have the right to institute proceedings before a People’s Court to render the resolution invalid.</u></p> <p><u>If the procedures for convening, or the method of voting at, a shareholders’ general meeting or Board meeting violate laws, administrative regulations or the Articles of Association, or a resolution violates the Articles of Association, shareholders are entitled to institute proceedings before a People’s Court to rescind such resolution within sixty days from the date of the adoption of such resolution.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
46	<p>Article 53 The ordinary shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(II) to execute resolutions of the shareholders' general meeting and to preserve the legitimate interests of the Company;</p> <p>(III) to pay capital contribution for the shares subscribed for in the prescribed method of subscription;</p> <p>(IV) except as otherwise provided by laws and regulations, withdrawal of share capital shall not be permitted;</p> <p>(V) not to abuse shareholder's right to prejudice the interests of the Company or other shareholders; not to abuse the independent status of legal person of the Company and shareholder's limited liability to prejudice the interests of the creditors of the Company. Shareholders of the Company who abuse their shareholders' rights and thereby causing loss to the Company or other shareholders shall be liable for compensation according to the law. Where shareholders of the Company abuse the independent status of legal person of the Company 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>(VI) to undertake responsibilities for the Company within the scope of shares subscribed;</p> <p>(VII) to fulfill other obligations as stipulated by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed and the Articles of Association.</p> <p>Shareholders shall not be liable for further contribution to share capital other than the conditions agreed to as a subscriber of the shares at the time of subscription.</p>	<p>Article <del>3853</del> The ordinary shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws, administrative regulations and the Articles of Association;</p> <p><del>(II) to execute resolutions of the shareholders' general meeting and to preserve the legitimate interests of the Company;</del></p> <p><del>(III) to pay capital contribution for the shares subscribed for in the prescribed method of subscription;</del></p> <p><del>(IV) except as otherwise provided by laws and regulations, withdrawal of share capital shall not be permitted;</del></p> <p><del>(V) not to abuse shareholder's right to prejudice the interests of the Company or other shareholders; not to abuse the independent status of legal person of the Company and shareholder's limited liability to prejudice the interests of the creditors of the Company. Shareholders of the Company who abuse their shareholders' rights and thereby causing loss to the Company or other shareholders shall be liable for compensation according to the law. Where shareholders of the Company abuse the independent status of legal person of the Company 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;</del></p> <p><del>(VI) to undertake responsibilities for the Company within the scope of shares subscribed;</del></p> <p><del>(VII) to fulfill other obligations as stipulated by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed and the Articles of Association.</del></p> <p><del>Shareholders shall not be liable for further contribution to share capital other than the conditions agreed to as a subscriber of the shares at the time of subscription.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
47	<p>Article 55 Except for the obligations imposed by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed, the controlling shareholders, in exercising their right as shareholders, shall not exercise their voting right to make decisions in respect of the following matters in a manner prejudicial to the interests of all or some shareholders of the Company:</p> <p>(I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(II) to approve a Director or Supervisor (for his/her own benefit or for the benefit of another person) to deprive the Company of its assets in any manner, including but not limited to, any opportunity favorable to the Company;</p> <p>(III) to approve a Director or Supervisor (for his/her own benefit or for the benefit of another person) to deprive another shareholder of his/her individual interest, including (but not limited to) any allocation right and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting for approval in accordance with the Articles of Association.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
48	<p>Article 56 A “controlling shareholder” mentioned in the preceding paragraphs means a shareholder who satisfies any one of the following conditions:</p> <p>(I) any person acting alone or in concert with others who has the power to elect more than half of the Directors;</p> <p>(II) any person acting alone or in concert with others who has the power to exercise or control the exercise of thirty percent or more of the voting rights of the Company;</p> <p>(III) any person acting alone or in concert with others who holds thirty percent or more of the outstanding shares of the Company;</p> <p>(IV) any person acting alone or in concert with others who has actual control over the Company in any other manner.</p>	<p><b>Deleted</b></p>
49	<p>Article 64 Notice of a shareholders’ general meeting shall satisfy the following requirements:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date and time of the meeting; when a shareholders’ general meeting adopts online voting or voting via telecommunication, the time, voting procedure and matters to be reviewed shall also be indicated in the notice;</p> <p>(III) matters to be considered at the meeting;</p> <p>(IV) any information and explanations necessary to be made available to the shareholders for such 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 reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;</p>	<p>Article <del>4864</del> Notice of a shareholders’ general meeting shall satisfy the following requirements:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date and time of the meeting; when a shareholders’ general meeting adopts online voting or voting via telecommunication, the time, voting procedure and matters to be reviewed shall also be indicated in the notice;</p> <p>(III) matters to be considered at the meeting;</p> <p>(IV) any information and explanations necessary to be made available to the shareholders for such 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 reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(V) in the event that any of the Directors, Supervisors, general manager and other senior management members has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management member as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;</p> <p>(VI) the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) a prominent statement that all shareholders that are eligible for attending the meeting and voting thereof are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a member of the Company;</p> <p>(VIII) the time and venue for lodging a proxy form for voting at the meeting;</p> <p>(IX) the record date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the name and phone number of permanent contact person for the meeting;</p> <p>(XI) other requirements provided by laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company's shares are listed, and the Articles of Association.</p>	<p>(V) in the event that any of the Directors, Supervisors, general manager and other senior management members has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management member as a shareholder in a manner different from the manner they affect other shareholders <del>of the same class</del>, the difference shall be explained;</p> <p>(VI) the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) a prominent statement that all shareholders that are eligible for attending the meeting and voting thereof are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a member of the Company;</p> <p>(VIII) the time and venue for lodging a proxy form for voting at the meeting;</p> <p>(IX) the record date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the name and phone number of permanent contact person for the meeting;</p> <p>(XI) other requirements provided by laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company's shares are listed, and the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
50	<p data-bbox="325 244 823 676">Article 65 The notice of the shareholders' general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the shareholders' general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</p> <p data-bbox="325 725 823 1038">The announcement referred in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p> <p data-bbox="325 1087 823 1634">Under the circumstances that laws, regulations and requirements of securities regulatory rules in the place(s) where the Company's shares are listed are observed and relevant procedures are executed, for holders of H shares, the Company may also serve the notice of the shareholders' general meeting by publishing on the Company's website and websites designated by Hong Kong Stock Exchange, or in other manners as permitted under the Hong Kong Listing Rules and the Articles of Association, in replacement of serving on the holders of H shares by hand or postage prepaid mail.</p> <p data-bbox="325 1683 823 1910">Article 66 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p data-bbox="855 244 1353 676">Article <del>49</del>65 The notice of the shareholders' general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the shareholders' general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. <del>For holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</del></p> <p data-bbox="855 725 1353 1038"><del>The announcement referred in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</del></p> <p data-bbox="855 1087 1353 1634">Under the circumstances that laws, regulations and requirements of securities regulatory rules in the place(s) where the Company's shares are listed are observed and relevant procedures are executed, <del>for holders of H shares,</del> the Company may also serve the notice of the shareholders' general meeting by publishing on the Company's website and websites designated by Hong Kong Stock Exchange, or in other manners as permitted under the Hong Kong Listing Rules and the Articles of Association, in replacement of serving on the holders of H shares by hand or postage prepaid mail.</p> <p data-bbox="855 1683 1353 1910"><del>Article 66</del> The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
51	<p>Article 67 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his or her proxy to attend and vote on his or her behalf. Such proxy may, pursuant to the instructions of the shareholder(s), exercise (including but not limited to) the following rights:</p> <p>(I) the shareholder’s right to speak at the shareholders’ general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an authorized clearing house (or its proxy) as defined by relevant rules in Hong Kong made from time to time, such shareholder is entitled to appoint one or more persons or representatives of the Company it deems suitable to act as its proxy in any shareholders’ general meeting or shareholders’ class meeting and creditors’ meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of share certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.</p>	<p>Article <del>5067</del> <b><u>Shareholders shall have the right to speak and vote at shareholders’ general meetings, except where individual shareholders are required by the Hong Kong Listing Rules to abstain from voting on individual matters.</u></b> Any shareholder entitled to attend and vote at the <b><u>shareholders’</u></b> general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his or her proxy to attend and vote on his or her behalf. Such proxy may, pursuant to the instructions of the shareholder(s), exercise (including but not limited to) the following rights:</p> <p>(I) the shareholder’s right to speak at the shareholders’ general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an authorized clearing house (or its proxy) as defined by relevant rules in Hong Kong made from time to time, such shareholder is entitled to appoint one or more persons or representatives of the Company it deems suitable to act as its proxy in any shareholders’ general meeting <del>or shareholders’ class meeting and creditors’ meeting</del>, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of share certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
52	<p>Article 74 In accordance with relevant provisions of the securities regulatory authorities of the place(s) where the Company’s shares are listed, the chairman of the meeting shall decide in the principle of good faith to allow voting by a show of hands for proposals purely regarding procedural or administrative matters. Except for the situations abovementioned, any vote made by shareholders at a shareholders’ general meeting shall be conducted by polls.</p> <p>In the case of a poll, the Company shall appoint a scrutinizer for counting votes in accordance with the securities regulatory rules of the place(s) where the Company’s shares are listed and shall disclose relevant votes as required by laws, administrative regulations, relevant competent authority or securities regulatory rules of the place(s) where the Company’s shares are listed.</p>	<p>Article <del>57</del><sup>74</sup> In accordance with relevant provisions of the securities regulatory authorities of the place(s) where the Company’s shares are listed, the chairman of the meeting shall decide in the principle of good faith to allow voting by a show of hands for proposals purely regarding procedural or administrative matters. Except for the situations abovementioned, any vote made by shareholders at a shareholders’ general meeting shall be conducted by <b><u>registered poll</u></b><del>polls</del>.</p> <p>In the case of a poll, the Company shall appoint a scrutinizer for counting votes in accordance with the securities regulatory rules of the place(s) where the Company’s shares are listed and shall disclose relevant votes as required by laws, administrative regulations, relevant competent authority or securities regulatory rules of the place(s) where the Company’s shares are listed.</p>
53	<p>Article 75 If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to discuss other matters. The voting results shall still be deemed as resolutions passed at the said meeting.</p>	<p><b>Deleted</b></p>
54	<p>Article 76 When voting by a poll, shareholders (including their proxies) entitled to two or more votes need not cast all their votes in favor or against in the same way.</p> <p>The shareholders’ general meeting shall vote on all the proposed resolutions separately.</p>	<p>Article <del>58</del><sup>76</sup> <del>When voting by a poll, shareholders (including their proxies) entitled to two or more votes need not cast all their votes in favor or against in the same way.</del></p> <p>The shareholders’ general meeting shall vote on all the proposed resolutions separately.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
55	<p>Article 78 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(I) to determine the business policies and investment plans of the Company;</p> <p>(II) work reports of the Board and the Supervisory Committee;</p> <p>(III) profit distribution plan and loss recovery plan formulated by the Board;</p> <p>(IV) election and substitution of Directors and non-employee representative Supervisors, and to decide the dismissal of the members of the Board and Supervisory Committee and remuneration and payment methods thereof;</p> <p>(V) annual financial budget report, final accounts report, balance sheets, income statements and other financial statements of the Company;</p> <p>(VI) to review and approve the Company's annual report;</p> <p>(VII) to resolve on whether the Company shall hire, dismiss or not continue to hire an accounting firm;</p> <p>(VIII) to review the Company's employee incentive plans, while the relevant requirement of Article 79 on special resolutions shall be applied if the employee incentive plans involve any increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p> <p>(IX) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</p>	<p>Article <del>60</del><sup>78</sup> The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(I) to determine the business policies and investment plans of the Company;</p> <p>(II) <b><u>issuance of corporate bonds</u></b>;</p> <p><b><u>(III)</u></b> work reports of the Board and the Supervisory Committee;</p> <p><b><u>(IVH)</u></b> profit distribution plan and loss recovery plan formulated by the Board;</p> <p><b><u>(VIV)</u></b> election and substitution of Directors and non-employee representative Supervisors, and to decide the dismissal of the members of the Board and Supervisory Committee and remuneration and payment methods thereof;</p> <p><b><u>(VIV)</u></b> annual financial budget report; <b><u>and</u></b> final accounts report, <del>balance sheets, income statements and other financial statements</del> of the Company;</p> <p><b><u>(VIIIV)</u></b> to review and approve the Company's annual report;</p> <p><b><u>(VIIIIVH)</u></b> to resolve on whether the Company shall hire, dismiss or not continue to hire an accounting firm;</p> <p><b><u>(IXVH)</u></b> to review the Company's employee incentive plans, while the relevant requirement of Article <del>61</del><sup>79</sup> on special resolutions shall be applied if the employee incentive plans involve any increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p> <p><b><u>(XIX)</u></b> matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
56	<p>Article 79 The following matters shall be resolved by way of special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction of registered capital of the Company and issue of shares of any class, stock warrants or other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(IV) amendments to the Articles of Association of the Company and other constitutional documents;</p> <p>(V) the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;</p> <p>(VI) other matters as resolved by an ordinary resolution at shareholders' general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;</p> <p>(VII) matters requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</p>	<p>Article <del>61</del><sup>79</sup> The following matters shall be resolved by way of special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction of registered capital of the Company and issue of shares of any class, stock warrants or other similar securities;</p> <p><del>(II) issuance of corporate bonds;</del></p> <p><del>(III) division, merger, dissolution and liquidation (including voluntary winding up) or change in the corporate form of the Company;</del></p> <p><del>(IIIIV) amendments to the Articles of Association of the Company—and—other constitutional documents;</del></p> <p><del>(IVV) the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;</del></p> <p><del>(VI) other matters as resolved by an ordinary resolution at shareholders' general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;</del></p> <p><del>(VVH) matters requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</del></p> <p><b><u>The rights of class shareholders to be changed or abolished by the Company shall be passed by a special resolution of the relevant class shareholders at a separate general meeting before proceeding when the Company's share capital is divided into different classes of shares.</u></b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
57	<p>Article 80 The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may require convening an extraordinary shareholders' general meeting or shareholders' class meeting, and shall follow the procedures below:</p> <p>(I) The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may sign one or more written requests in the same format requesting the Board of Directors to convene an extraordinary shareholders' general meeting or a shareholders' class meeting and stating the matters to be considered at the meeting. The Board of Directors shall convene an extraordinary shareholders' general meeting or a shareholders' class meeting as soon as possible after receipt of the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.</p> <p>(II) If the Board of Directors fails to issue a notice of convening such meeting within 30 days after the receipt of the above written request, the Supervisory Committee and shareholder(s) who made such request may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</p> <p>Where the Supervisory Committee or shareholders convene and preside over a meeting by itself or themselves as the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred therefrom shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting Directors.</p>	<p>Article <del>62</del><sup>80</sup> <del>The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may require convening an extraordinary shareholders' general meeting or shareholders' class meeting, and shall follow the procedures below:</del></p> <p><del>(I) The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may sign one or more written requests in the same format requesting the Board of Directors to convene an extraordinary shareholders' general meeting or a shareholders' class meeting and stating the matters to be considered at the meeting.</del> <b><u>shall have the right to propose to</u></b> the Board of Directors to convene an extraordinary shareholders' general meeting <del>or a shareholders' class meeting and stating the matters to be considered at the meeting.</del> <b><u>shall make such a proposal in written form.</u></b></p> <p><del>(II) The Board of Directors shall convene an extraordinary shareholders' general meeting or a shareholders' class meeting as soon as possible after receipt of the aforesaid written request.</del> <b><u>give a written response as to whether or not it agrees to convene such extraordinary shareholders' general meeting within ten days after the receipt of written application in accordance with the requirements of the laws, administrative regulations and the Articles of Association</u></b> <del>The abovementioned shareholding shall be calculated as of the day on which the written request is made.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
		<p>(II) If the Board of Directors <del>does not agree to convene the extraordinary shareholders' general meeting or fails to make a response</del> fails to issue a notice of convening such meeting within 30 <del>ten</del> days after the receipt of the above written request, <u><b>the shareholder(s) individually or jointly holding ten percent or more of the shares of the Company shall have the right to propose to the Supervisory Committee to convene the extraordinary shareholders' general meeting. Such request shall be made in writing</b></u> the Supervisory Committee and shareholder(s) who made such request may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors. Where the Supervisory Committee or shareholders convene and preside over a meeting by itself or themselves as the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred therefrom shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting Directors. <u><b>If the Supervisory Committee agrees to convene the extraordinary shareholders' general meeting, a notice of such meeting shall be issued within five days after the receipt of the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.</b></u></p> <p>(III) If the Supervisory Committee fails to <u><b>issue a notice of the shareholders' general meeting within the specified period, it shall be deemed that the Supervisory Committee shall not convene and preside over the shareholders' general meeting, and the shareholder(s) individually or jointly holding ten percent or more of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</b></u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
58	Newly added	<p><u>Article 63 The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' general meeting. Such proposal shall be made in writing. The Board of Directors shall give a written response as to whether or not it agrees to convene such extraordinary shareholders' general meeting within ten days after the receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.</u></p> <p><u>If the Board of Directors agrees to convene the extraordinary shareholders' general meeting, a notice of convening the shareholders' general meeting shall be issued within five days after the resolution of the Board of Directors is made. Any changes to the original proposal in the notice shall be approved by the Supervisory Committee.</u></p> <p><u>If the Board of Directors does not agree to convene the extraordinary shareholders' general meeting or fails to make a response within ten days after the receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to fulfil its duties to convene a shareholders' general meeting. The Supervisory Committee may convene and preside over such meeting by itself.</u></p> <p><u>The expenses necessary for the shareholders' general meeting convened by the Supervisory Committee or shareholder(s) itself/themselves shall be borne by the Company.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
59	<p>Article 85 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The shareholders’ general meeting shall keep minutes of resolutions on matters discussed at the meeting. The chairman of the meeting and the attending Directors shall sign the minutes of such meetings. The minutes of the meetings together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.</p> <p>Article 86 Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.</p>	<p>Article <del>68</del>85 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The shareholders’ general meeting shall keep minutes of resolutions on matters discussed at the meeting. The chairman of the meeting and the attending Directors shall sign the minutes of such meetings. The minutes of the meetings together with the attendance records signed by the attending shareholders and proxy forms shall <del>be kept at the address of the Company</del> <b>be kept at the Company.</b></p> <p><del>Article 86</del> Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.</p>
60	<p>Article 86 Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.</p>	<p><b>Deleted</b></p>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
61	<p data-bbox="325 242 823 310">Chapter 10 Special Procedures for Voting by Class Shareholders</p> <p data-bbox="325 363 823 431">Article 87 Shareholders holding different classes of shares shall be class shareholders.</p> <p data-bbox="325 485 823 715">Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations, securities regulatory rules in the place(s) where the Company's shares are listed and the Articles of Association.</p> <p data-bbox="325 768 823 1074">In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. Where the share capital of the Company includes shares without voting rights, the words "non-voting" must appear in the designation of such shares.</p> <p data-bbox="325 1127 823 1357">Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
62	<p>Article 88 The Company shall not proceed to change or abrogate the rights of class shareholders unless such proposed change or abrogation has been approved by way of a special resolution at a shareholders' general meeting and by a separate shareholder meeting convened by the class shareholders so affected in accordance with Articles 90 to 93 hereof. The following circumstances shall be deemed as change or abrogation of the rights of a certain class shareholder:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease 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) to change all or part of the shares of such class into shares of another class, or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;</p> <p>(III) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of the said class;</p> <p>(IV) to reduce or cancel rights attached to the shares of the said class to preferentially receive dividends or to preferentially receive distributions of assets in liquidation of the Company;</p> <p>(V) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of the said class;</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(VI) to cancel or reduce rights to receive company payables in a particular currency attached to the shares of the said class;</p> <p>(VII) to create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of the said class;</p> <p>(VIII) to restrict or impose additional restrictions to the transfer or ownership of shares of the said class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of the said or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company in such a way to cause shareholders of different classes to undertake liabilities disproportionately during the restructuring;</p> <p>(XII) to amend or cancel provisions of this Chapter.</p>	

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
63	<p>Article 89 Shareholders of the affected class, whether or not with the rights to vote at shareholders’ general meetings originally, shall have the right to vote at shareholders’ class meetings in respect of matters referred to in items (II) to (VIII), (XI) and (XII) of the preceding Article, except that interested shareholders shall not vote at such shareholders’ class meetings.</p> <p>The term “interested shareholders” in the preceding paragraph shall mean:</p> <p>(I) in case of a buy-back of shares by the Company by way of a general offer to all shareholders in equal proportion or by way of open market transactions on a stock exchange in accordance with Article 26 of the Articles of Association, the controlling shareholder as defined in Article 56 of the Articles of Association shall be the “interested shareholder”;</p> <p>(II) in case of a buy-back of shares by the Company by an off-market agreement in accordance with Article 26 of the Articles of Association, shareholders related to such agreement shall be the “interested shareholders”;</p> <p>(III) in case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on other shareholders of that class or who have an interest different from that of other shareholders of that class shall be the “interested shareholders”.</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
64	Article 90 Resolutions of a shareholders' class meeting shall be passed only by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with the preceding Article.	<b>Deleted</b>
65	<p>Article 91 To hold a shareholders' class meeting, the Company shall send a notice in writing in accordance with requirements provided in the Articles of Associations on time limit for the notification about holding general meetings, and inform all registered shareholders of such class of the matters to review, the date, and venue of the meeting. Where the laws and regulations, rules of stock exchange in the place(s) where the Company's shares are listed, and other normative documents contain any other provisions in respect of relevant matters abovementioned, such provisions shall prevail.</p> <p>Where the listing rules of stock exchange in the place(s) where the Company's shares are listed contain any special provisions in respect of relevant matters abovementioned, such provisions shall prevail.</p>	<b>Deleted</b>
66	<p>Article 92 The notice of a shareholders' class meeting shall be sent to the shareholders entitled to vote at such meeting only.</p> <p>The procedure of a shareholders' class meeting shall, to the greatest extent possible, be identical with the procedure of a shareholders' general meeting. Provisions of the Articles of Association relevant to procedure for the holding of a shareholders' general meeting shall be applicable to a shareholders' class meeting.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
67	<p>Article 93 In addition to holders of other classes of shares, holders of domestic shares and unlisted foreign shares belong to the same class of shareholders. However, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>In the following circumstances, the special procedures for voting by class shareholders shall not apply:</p> <p>(I) with the approval by a special resolution at the shareholders' general meeting, the Company issues domestic shares or overseas-listed foreign shares alone or at the same time at each interval of twelve months and the number of the proposed domestic shares and overseas-listed foreign shares to be issued does not exceed twenty percent of the respective outstanding shares of such class;</p> <p>(II) the Company has made the plans to issue domestic shares or overseas-listed foreign shares at the time of incorporation and the implementation of such plan is completed within fifteen months from the date of approval by the securities regulatory authorities of the State Council;</p> <p>(III) with the approval of the securities regulatory authorities of the State Council, the holders of the domestic shares of the Company transfer their shares to overseas investors and such shares are listed and traded on overseas stock exchanges;</p> <p>(IV) to amend matters in the Articles of Association regarding the convening, holding and authorization of shareholders' class general meeting, in accordance with the amendment of the laws, regulations, rules and securities regulatory rules in the place(s) where the Company's shares are listed made from time to time.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
68	<p data-bbox="325 242 823 391">Article 104 The Company shall have independent non-executive Directors, who shall constitute more than one-third of and be not less than three members of the Board.</p> <p data-bbox="325 442 823 1115">The functions and powers of independent non-executive Directors and related matters shall be executed in accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company’s shares are listed, and the Articles of Association. The appointment of independent non-executive Directors shall comply with the independence requirements of Hong Kong Listing Rules. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of Directors in Chapter 11 of the Articles of Association shall apply to independent non-executive Directors.</p> <p data-bbox="325 1166 823 1391">At least one of the independent non-executive Directors of the Company shall be a financial or accounting professional and meet the requirements of Rule 3.10(2) of the Hong Kong Listing Rules (or as amended from time to time).</p> <p data-bbox="325 1442 823 1753">Independent non-executive Directors shall perform their duties honestly and faithfully, safeguard the Company’s interests and in particular, prevent encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.</p>	<p data-bbox="855 242 1353 391">Article <del>79</del><sup>104</sup> The Company shall have independent non-executive Directors, who shall constitute more than one-third of and be not less than three members of the Board.</p> <p data-bbox="855 442 1353 1115">The functions and powers of independent non-executive Directors and related matters shall be executed in accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company’s shares are listed, and the Articles of Association. The appointment of independent non-executive Directors shall comply with the independence requirements of Hong Kong Listing Rules. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of Directors in Chapter <del>13</del><sup>13</sup> of the Articles of Association shall apply to independent non-executive Directors.</p> <p data-bbox="855 1166 1353 1391">At least one of the independent non-executive Directors of the Company shall be a financial or accounting professional and meet the requirements of Rule 3.10(2) of the Hong Kong Listing Rules (or as amended from time to time).</p> <p data-bbox="855 1442 1353 1753">Independent non-executive Directors shall perform their duties honestly and faithfully, safeguard the Company’s interests and in particular, prevent encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
69	<p>Article 109 The Board of Directors shall not, without the approval of the shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of fixed assets to be disposed of and the value of fixed assets disposed of within 4 months before the proposed disposal exceeds thirty-three percent of the value of the fixed assets as shown in the balance sheet most recently considered by the shareholders' general meeting.</p> <p>The disposal of fixed assets referred to in this Article includes an act involving the transfer of interests in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of the transactions carried out by the Company in the disposal of fixed assets shall not be affected by a breach of the first paragraph of this Article.</p>	<p><b>Deleted</b></p>
70	<p>Article 113 The Board meeting can be held only when there are more than one half of the Directors (including entrusted Directors attending the meeting pursuant to Article 114 of the Articles of Association) attending the meeting.</p> <p>Every Director is entitled to one vote. Except otherwise provided in the Articles of Association, resolutions made by the Board must be passed by more than one half of all Directors. When the number of votes against and in favor are equal, the Chairman of the Board shall be entitled to an additional vote.</p> <p>Apart from certain exceptions specified in Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, a Director shall not vote on any resolution approving any contract or arrangement or any other proposed resolution of the Board in which he/she or any of his/her close associates (as defined in Hong Kong Listing Rules) is materially interested, or if a Director is connected to companies involved in a resolution of the Board meeting and has a material interest in a resolution or there are other circumstances stipulated by laws, such Director shall abstain from voting on the resolution and shall not exercise the voting rights on behalf of other Directors. When calculating the quorum of Directors present at the meeting, such Director shall not be counted.</p>	<p>Article <del>87</del><sup>113</sup> The Board meeting can be held only when there are more than one half of the Directors (including entrusted Directors attending the meeting pursuant to Article <del>89</del><sup>114</sup> of the Articles of Association) attending the meeting.</p> <p>Every Director is entitled to one vote. Except otherwise provided in the Articles of Association, resolutions made by the Board must be passed by more than one half of all Directors. When the number of votes against and in favor are equal, the Chairman of the Board shall be entitled to an additional vote.</p> <p>Apart from certain exceptions specified in Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, a Director shall not vote on any resolution approving any contract or arrangement or any other proposed resolution of the Board in which he/she or any of his/her close associates (as defined in Hong Kong Listing Rules) is materially interested, or if a Director is connected to companies involved in a resolution of the Board meeting and has a material interest in a resolution or there are other circumstances stipulated by laws, such Director shall abstain from voting on the resolution and shall not exercise the voting rights on behalf of other Directors. When calculating the quorum of Directors present at the meeting, such Director shall not be counted.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>Resolutions on related (connected) transactions of the Company made by the Board of Directors shall not come into force unless they are signed by the independent non-executive Directors. During the consideration of a related (connected) transaction by the Board of Directors of the Company, related (connected) Directors shall abstain from voting thereon and shall not exercise voting rights on behalf of other Directors. If the number of non-related (connected) Directors attending the meeting is less than three, the transaction shall be submitted to the Company's shareholders' general meeting for consideration. Such Board meeting may be held if more than half of the non-connected Directors are present and the resolutions shall be passed by more than half of the non-connected Directors in the event that the Directors abstain from voting. Related (connected) Directors shall include the Directors in any of the following circumstances: (I) the counterparties; (II) having direct or indirect control over the counterparties; (III) taking office at the counterparties, or at a legal person or any other organization which can directly or indirectly control the counterparties, or a legal person or any other organization which is under direct or indirect control of the counterparties; (IV) close family members of the counterparties or their direct or indirect controllers; (V) close family members of the Directors, Supervisors or senior management members of the counterparties or their direct or indirect controllers; (VI) persons whose independent business judgment may be affected for other reasons as identified by the Company; (VII) other circumstances where the Directors shall abstain due to the related (connected) relationship between the Directors and the matters involved in the proposal of the meeting as stipulated by the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) of the place(s) where the Company's shares are listed and the Articles of Association.</p>	<p>Resolutions on related (connected) transactions of the Company made by the Board of Directors shall not come into force unless they are signed by the independent non-executive Directors. During the consideration of a related (connected) transaction by the Board of Directors of the Company, related (connected) Directors shall abstain from voting thereon and shall not exercise voting rights on behalf of other Directors. If the number of non-related (connected) Directors attending the meeting is less than three, the transaction shall be submitted to the Company's shareholders' general meeting for consideration. Such Board meeting may be held if more than half of the non-connected Directors are present and the resolutions shall be passed by more than half of the non-connected Directors in the event that the Directors abstain from voting. Related (connected) Directors shall include the Directors in any of the following circumstances: (I) the counterparties; (II) having direct or indirect control over the counterparties; (III) taking office at the counterparties, or at a legal person or any other organization which can directly or indirectly control the counterparties, or a legal person or any other organization which is under direct or indirect control of the counterparties; (IV) close family members of the counterparties or their direct or indirect controllers; (V) close family members of the Directors, Supervisors or senior management members of the counterparties or their direct or indirect controllers; (VI) persons whose independent business judgment may be affected for other reasons as identified by the Company; (VII) other circumstances where the Directors shall abstain due to the related (connected) relationship between the Directors and the matters involved in the proposal of the meeting as stipulated by the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) of the place(s) where the Company's shares are listed and the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
71	Newly added	<p><u>Article 88 The manner of voting of the Board resolution shall be registered poll or other manners of voting as permitted by laws and regulations and the regulatory rules of the place(s) where the Company’s shares are listed.</u></p> <p><u>Upon approval by the convener or chairman, an extraordinary Board meeting may be convened and the resolutions may be adopted at the meeting via video, telephone or circulation of written resolutions, provided that directors are able to fully express their opinions and the meeting complies with the requirements of laws, regulations, and the securities regulatory rules in the place(s) where the Company’s shares are listed, and such resolutions shall be signed by the attending directors. Board meetings may also be convened on site and by other means simultaneously.</u></p>
72	<p>Article 114 The Directors shall attend a Board meeting in person. If a Director is unable to attend the meeting for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorization letter shall contain the scope of authorization and validity period, and shall be signed or sealed by the principal.</p> <p>The Director attending the meeting on behalf of another Director shall exercise the rights of Director within the scope of authorization. If a Director fails to attend a Board meeting or appoint a proxy to attend the meeting, such Director shall be deemed to have waived his/her right to vote at such meeting.</p>	<p>Article <del>89</del>114 The Directors shall attend a Board meeting in person. If a Director is unable to attend the meeting for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorization letter shall contain <b><u>the name of the proxy, the subject-matter of the agency,</u></b> the scope of authorization and validity period, and shall be signed or sealed by the principal.</p> <p>The Director attending the meeting on behalf of another Director shall exercise the rights of Director within the scope of authorization. If a Director fails to attend a Board meeting or appoint a proxy to attend the meeting, such Director shall be deemed to have waived his/her right to vote at such meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
73	<p>Article 115 The Board and any special committee thereof shall keep minutes of decisions on matters discussed at the meetings and record in detail the matters considered and the decisions reached at the meetings, including any concerns or objections raised by the Directors. After conclusion of a Board meeting, the first draft and final draft of the meeting minutes shall be sent to all the Directors successively within a reasonable period of time, with the first draft to be commented on by the Directors and the final draft as records.</p> <p>The Directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the meeting shall be kept as archives of the Company by a representative designated by the Board of Directors.</p> <p>Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations, securities regulatory rules of the place(s) where the Company’s shares are listed or the Articles of Association, and as a result of which the Company sustains serious losses, the Directors participating in the resolution are liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be relieved from that liability.</p> <p>The opinions of the independent non-executive Directors shall be set out in the resolutions of the Board of Directors.</p>	<p>Article <del>90</del><b>115</b> The Board and any special committee thereof shall keep minutes of decisions on matters discussed at the meetings and record in detail the matters considered and the decisions reached at the meetings, including any concerns or objections raised by the Directors. After conclusion of a Board meeting, the first draft and final draft of the meeting minutes shall be sent to all the Directors successively within a reasonable period of time, with the first draft to be commented on by the Directors and the final draft as records.</p> <p>The Directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the meeting shall be kept as archives of the Company <del>by a representative designated by the Board of Directors</del> <b>by the Company for a period of not less than ten years.</b></p> <p>Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations, securities regulatory rules of the place(s) where the Company’s shares are listed or the Articles of Association, and as a result of which the Company sustains serious losses, the Directors participating in the resolution are liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be relieved from that liability.</p> <p>The opinions of the independent non-executive Directors shall be set out in the resolutions of the Board of Directors.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
74	<p>Article 123 The Supervisory Committee consists of three members and one of them shall be the chairman of the Supervisory Committee. The term of office of a Supervisor shall be three years, renewable upon re-election and re-appointment.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p>Article <del>98</del><sup>123</sup> The Supervisory Committee consists of three members and one of them shall be the chairman of the Supervisory Committee. The term of office of a Supervisor shall be three years, renewable upon re-election and re-appointment.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be subject to the approval of <del>two-thirds or more</del> <b>more than half</b> of its members by voting.</p>
75	<p>Article 128 Meetings of Supervisory Committee shall not be held unless over two-thirds of Supervisors are present. Voting on meetings of the Supervisory Committee shall be conducted by open ballot, and each Supervisor shall have one vote. Supervisors shall attend the meetings of the Supervisory Committee in person. If a Supervisor is not able to attend the meeting for any reason, he/she may appoint in writing other Supervisors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the proxy.</p> <p>Resolutions of the Supervisory Committee shall be passed by the affirmative votes of two-thirds or more of the members of Supervisory Committee.</p>	<p><b>Article 103</b> <del>Article 128</del> Meetings of <del>Supervisory Committee</del> shall not be held unless over two-thirds of Supervisors are present. Voting on meetings of the Supervisory Committee shall be conducted by <b>registered poll</b><del>open</del> ballot, and each Supervisor shall have one vote. Supervisors shall attend the meetings of the Supervisory Committee in person. If a Supervisor is not able to attend the meeting for any reason, he/she may appoint in writing other Supervisors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the proxy.</p> <p>Resolutions of the Supervisory Committee shall be passed by the affirmative votes of <del>two-thirds</del> <b>one half</b> or more of the members of Supervisory Committee.</p>
76	<p>Article 132 Upon occurrence of any of the following events, the following persons may not serve as a Director, a Supervisor, the general manager, or other senior management member of the Company:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been sentenced to penalties due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socio-economic order, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p>	<p>Article <del>107</del><sup>32</sup> Upon occurrence of any of the following events, the following persons may not serve as a Director, a Supervisor, the general manager, or other senior management member of the Company:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been sentenced to penalties due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socio-economic order, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
	<p>(III) a person who is a former Director, factory manager or general manager of a company or enterprise which has entered into bankruptcy and liquidation due to poor management and who is personally liable for the bankruptcy and liquidation of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of such company or enterprise;</p> <p>(IV) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who is personally liable for such violation, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) a person who is liable for a relatively large amount of debts that are overdue;</p> <p>(VI) a person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;</p> <p>(VII) a person who, according to laws and administrative regulations, is not permitted to be the leader of an enterprise;</p> <p>(VIII) a person who is not a natural person;</p> <p>(IX) a person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves fraudulent or dishonest act, where less than 5 years have elapsed since the date of such conviction;</p> <p>(X) other persons stipulated in the listing rules of the stock exchange where the Company's shares are listed or the relevant laws and regulations of the place(s) where the Company's shares are listed.</p>	<p>(III) a person who is a former Director, factory manager or <del>general</del>-manager of a company or enterprise which has entered into bankruptcy and liquidation <del>due to poor management</del> and who is personally liable for the bankruptcy and liquidation of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of such company or enterprise;</p> <p>(IV) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law <b>and which was ordered to close down</b>, and who is personally liable for such violation, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) a person who is liable for a relatively large amount of debts that are overdue;</p> <p>(VI) <b>a person who is currently being prohibited from participating in securities market by the CSRC and such period has not elapsed;</b><del>a person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;</del></p> <p><del>(VII) a person who, according to laws and administrative regulations, is not permitted to be the leader of an enterprise;</del></p> <p><del>(VIII) a person who is not a natural person;</del></p> <p><del>(IX) a person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves fraudulent or dishonest act, where less than 5 years have elapsed since the date of such conviction;</del></p> <p><b>(VII<del>X</del>)</b> other persons stipulated in <b>laws, regulations</b>, the listing rules of the stock exchange where the Company's shares are listed or the relevant laws and regulations of the place(s) where the Company's shares are listed.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
77	<p>Article 136 Each of the Company’s Director, Supervisor, general manager and other senior management member shall perform his duties on the principle of good faith, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but not limited to) discharging the following obligations:</p> <p>(I) to act bona fide in the best interests of the Company;</p> <p>(II) to exercise his powers within his terms of reference and not to act ultra vires;</p> <p>(III) to exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a shareholders’ general meeting, not to delegate the exercise of his discretion to any other party;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise provided in the Articles of Association or with the informed consent of the shareholders given in a shareholders’ general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) not to use the Company’s property in any way for his own benefit without the informed consent of the shareholders given in a shareholders’ general meeting;</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(VII) not to abuse his powers to accept bribes or other unlawful income, not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p> <p>(VIII) not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a shareholders' general meeting;</p> <p>(IX) to comply with the Articles of Association, perform his duties faithfully and protect the Company's interests and not to exploit his position and power in the Company for his own benefit;</p> <p>(X) not to compete with the Company in any way without the informed consent of the shareholders given in a shareholders' general meeting;</p> <p>(XI) not to misappropriate the Company's funds or to lend the Company's funds to any other person, not to open any account in his own name or in any other name for the deposit of the Company's assets, not to use the Company's assets to provide guarantee(s) for the debt(s) of any shareholder of the Company or any other individuals;</p> <p>(XII) not to use his relationship with any related party to harm the interests of the Company;</p>	

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(XIII) not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders given at a shareholders' general meeting; not to use such information other than for the Company's benefit; however, disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. The law so requires;</li> <li>2. Public interest so requests;</li> <li>3. The interests of the relevant Director, Supervisor, general manager and other senior management member so require.</li> </ol> <p>Any gain arising from the breach of this Article by the persons mentioned in this Article shall belong to the Company. Such persons shall be liable for compensation for any loss of the Company arising therefrom.</p>	
78	<p>Article 139 Except for circumstances prescribed in Article 55 hereof, a Director, Supervisor, general manager and other senior management member of the Company may be relieved of liability for breach of a particular duty with the informed consent of the shareholders given in a shareholders' general meeting.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
79	<p>Article 140 In the event that any of the Directors, Supervisors, general manager and other senior management members of the Company is directly or indirectly materially interested in an existing or proposed contract, transaction or arrangement with the Company (including associations and circumstances where he/she or any of his/her close associates, as defined under Hong Kong Listing Rules, has substantial interests in the said contract, transaction or arrangement, other than employment contracts entered into between the Company and its Directors, Supervisors, general manager and other senior management members), he/she shall disclose the nature and extent of such interests to the Board of Directors at the earliest opportunity, whether or not the relevant issues are subject to the approval of the Board of Directors under normal circumstances.</p> <p>Unless the interested Director, Supervisor, general manager and other senior management member of the Company has disclosed his/her interests to the Board of Directors as required by the preceding paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested Director, Supervisor, general manager and other senior management member.</p> <p>A Director, Supervisor, the general manager and other senior management member of the Company are deemed to be interested in a contract, transaction or arrangement in which his/her Related Parties is interested.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
80	<p>Article 141 Where a Director, Supervisor, the general manager and other senior management member of the Company give the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the preceding Article of this Chapter, so far as the contents stated in such notice are concerned, provided that such notice shall have been given before the date on which the relevant contract, transaction or arrangement is taken into consideration by the Company for the first time.</p>	<b>Deleted</b>
81	<p>Article 142 The Company shall not in any manner pay taxes for its Directors, Supervisors, the general manager and other senior management members.</p>	<b>Deleted</b>
82	<p>Article 143 The Company shall not directly or indirectly make a loan to or provide any guarantee for a loan to a Director, Supervisor, general manager or other senior management member of the Company or its parent company or to the Related Parties thereof.</p> <p>The foregoing provision is not applicable in the following circumstances:</p> <p>(I) the provision by the Company of a loan or a guarantee for a loan to its subsidiaries;</p> <p>(II) the provision by the Company of a loan or a guarantee for a loan or any other funds to any of its Directors, Supervisors, the general manager and other senior management members pursuant to their employment contracts which were approved by the shareholders in a shareholders' general meeting for him/her to settle expenditures incurred for the purpose of the Company or in performing his/her duties and responsibilities to the Company;</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	(III) if the ordinary scope of business of the Company includes the provision of loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to any of its Directors, Supervisors, the general manager and other senior management members and their Related Parties, provided that the provision of loans or guarantees for loans is on normal commercial terms.	
83	Article 144 A loan made by the Company in breach of the preceding Article shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.	<b>Deleted</b>
84	<p>Article 145 A guarantee for a loan provided by the Company in breach of the first paragraph of Article 143 shall not be enforceable against the Company, unless:</p> <p>(I) the lender was not aware of the relevant circumstances when he/she provided a loan to the Related Parties of any of the Directors, Supervisors, general managers and other senior management members of the Company or of its parent company;</p> <p>(II) the collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<b>Deleted</b>
85	Article 146 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking of liability or provisions of property by the guarantor in order to guarantee the performance of the obligation by the obligor.	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
86	<p>Article 147 Where a Director, a Supervisor, the general manager and other senior management member of the Company are in breach of his/her obligations owed to the Company, the Company has, in addition to any rights and remedies provided for in the laws and administrative regulations, the right to take the following measures:</p> <p>(I) to require such Director, Supervisor, general manager and other senior management member involved to compensate for losses sustained by the Company as a result of such breach;</p> <p>(II) to rescind any contract or transaction that has been entered into by the Company with such Director, Supervisor, general manager and other senior management member involved, or with a third party (where such third party has known or should have known that such Director, Supervisor, general manager and other senior management member involved that represents the Company has breached his/her duties owed to the Company);</p> <p>(III) to require such Director, Supervisor, general manager and other senior management member involved to surrender profits obtained as a result of the breach of his/her obligations;</p> <p>(IV) to recover any monies received by such Director, Supervisor, general manager and other senior management member involved that should have been received by the Company, including (but not limited to) commissions;</p> <p>(V) to demand the return of interest earned or which may have been earned by such Director, Supervisor, general manager and other senior management member involved on the monies that should have been paid to the Company;</p> <p>(VI) to request for judgment through legal proceedings that the properties acquired by Directors, Supervisors, general manager and other senior management members through their breach of duties shall belong to the Company.</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
87	<p>Article 148 The Company shall enter into a contract in writing with every Director, Supervisor and senior management member containing at least the following provisions:</p> <p>(I) an undertaking by the Director, Supervisor or senior management member to the Company to observe the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers and the Code on Share Repurchases approved by the Securities and Futures Commission of Hong Kong (as amended from time to time) and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his/her office is capable of assignment;</p> <p>(II) an undertaking made by the Director, Supervisor or senior management member to the Company acting for each shareholder to observe and perform his/her due obligations to the shareholders in accordance with the Articles of Association;</p> <p>(III) an arbitration clause as provided in Article 191 of the Articles of Association.</p>	<b>Deleted</b>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
88	<p>Article 149 With prior approval given at a shareholders' general meeting, the Company shall enter into written contracts relating to emoluments with the Directors and Supervisors. The aforesaid emoluments include:</p> <p>(I) emoluments in respect to his/her service as Director, Supervisor or senior management member of the Company;</p> <p>(II) emoluments in respect to his/her service as Director, Supervisor or senior management member of any subsidiary of the Company;</p> <p>(III) emoluments in respect to the provision of other services in connection with the management of the Company and any of its subsidiaries;</p> <p>(IV) payment by way of compensation for loss of office or in connection with his/her retirement from office.</p> <p>No litigation shall be brought by the Directors or Supervisors against the Company for any benefit due to him/her in respect of the abovementioned matters except pursuant to the contracts mentioned above.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
89	<p>Article 150 The contracts entered into between the Company and its Directors or Supervisors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company’s Directors and Supervisors shall, subject to the prior approval of shareholders in a shareholders’ general meeting, have the right to receive compensation or other payment in respect to his/her loss of office or retirement. For the purposes of the foregoing, the Company is being acquired under any of the following circumstances:</p> <p>(I) tender offer of any person to all the shareholders;</p> <p>(II) tender offer of any person for the purpose to become a controlling shareholder. The definition of a controlling shareholder is the same as that in Article 56 of the Articles of Association.</p> <p>If the relevant Director or Supervisor does not comply with this Article, any monies so received by him/her shall go to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing such monies on a pro rata basis among those persons shall be borne by the relevant Director or Supervisor and shall not be paid out of such monies.</p>	<p><b>Deleted</b></p>
90	<p>Article 151 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations, departmental rules, normative documents and PRC accounting standards formulated by the competent financial authorities under the State Council.</p>	<p>Article <del>1135</del> The Company shall establish its financial and accounting system in accordance with the <b>Accounting Law of the People’s Republic of China and other</b> laws, administrative regulations, departmental rules, normative documents and PRC accounting standards formulated by the competent financial authorities under the State Council.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
91	<p>Article 152 The Company shall prepare a financial report at the end of each accounting year, and such financial report shall be audited by an accounting firm in compliance with laws. The financial report of the Company shall include the following financial and accounting statements and associated breakdowns:</p> <p>(I) balance sheet;</p> <p>(II) statement of profit or loss;</p> <p>(III) cash flow statement;</p> <p>(IV) notes to the financial and accounting statements;</p> <p>(V) statement of profit distribution.</p> <p>The accounting year of the Company is Gregorian calendar year, i.e. from January 1 to December 31 every year. The Company shall use Renminbi as the recording currency and the accounts shall be written in Chinese.</p>	<p>Article <del>114</del><sup>52</sup> The Company shall prepare a financial report at the end of each accounting year, and such financial report shall be audited by an accounting firm in compliance with laws. <b><u>The financial and accounting report of the Company shall be prepared in accordance with laws, administrative regulations, or the requirements stipulated by the financial department under the State Council.</u></b> <del>The financial report of the Company shall include the following financial and accounting statements and associated breakdowns:</del></p> <p><del>(I) balance sheet;</del></p> <p><del>(II) statement of profit or loss;</del></p> <p><del>(III) cash flow statement;</del></p> <p><del>(IV) notes to the financial and accounting statements;</del></p> <p><del>(V) statement of profit distribution.</del></p> <p>The accounting year of the Company is Gregorian calendar year, i.e. from January 1 to December 31 every year. The Company shall use Renminbi as the recording currency and the accounts shall be written in Chinese.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
92	<p>Article 154 The financial report of the Company shall be kept at the Company and shall be made available to the shareholders twenty days before the annual shareholders' general meeting is held. Each shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.</p> <p>The Company shall send the report mentioned above or the report of the Board of Directors together with the balance sheet (including all documents which are required to be attached to the balance sheet under the laws) and profit and loss statement, statement of income and expenditure or financial summary report to each holder of overseas listed foreign shares by prepaid mail at least twenty-one days before the convening of the annual shareholders' general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Under the circumstance that relevant procedures are observed, reports abovementioned can also be sent in the form of publishing on the website of HKEX in accordance with Hong Kong Listing Rules.</p>	<p>Article <del>116</del><sup>54</sup> The financial report of the Company shall be kept at the Company and shall be made available to the shareholders twenty days before the annual shareholders' general meeting is held. Each shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.</p> <p>The Company shall send the report mentioned above or the report of the Board of Directors together with the balance sheet (including all documents which are required to be attached to the balance sheet under the laws) and profit and loss statement, statement of income and expenditure or financial summary report to each holder of overseas listed <del>foreign</del> shares by prepaid mail at least twenty-one days before the convening of the annual shareholders' general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Under the circumstance that relevant procedures are observed, reports abovementioned can also be sent in the form of publishing on the website of HKEX in accordance with Hong Kong Listing Rules.</p>
93	<p>Article 155 The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, as well as the international accounting standards or those of the place(s) outside the PRC 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. The Company shall distribute the after-tax profits of the relevant accounting year as per the less of the after-tax profits in the aforesaid two financial statements.</p>	<p>Article <del>117</del><sup>55</sup> The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, as well as the international accounting standards or those of the place(s) outside the PRC where the Company's shares are listed. <del>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.</del> The Company shall distribute the after-tax profits of the relevant accounting year as per the less of the after-tax profits in the aforesaid two financial statements.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
94	<p>Article 162 The Company may distribute dividends in either of the following forms:</p> <p>(I) cash;</p> <p>(II) shares.</p> <p>Dividends on ordinary shares shall be denominated and declared in Renminbi. Dividends on domestic shares shall be paid in Renminbi. Dividends or other distributions on overseas listed foreign shares shall be paid in the currency of the place where the foreign shares are listed (or, if there is more than one such place, in the currency of the main place where those foreign shares are listed as determined by the Board of the Company).</p> <p>The foreign currency required for the payment of dividends and other monies by the Company to the holders of overseas listed foreign shares shall be obtained pursuant to relevant state regulations on foreign exchange.</p> <p>The Company shall withhold and pay taxes payable by the shareholders for their dividend income in accordance with relevant PRC tax laws.</p>	<p>Article <del>124</del><sup>62</sup> The Company may distribute dividends in either of the following forms:</p> <p>(I) cash;</p> <p>(II) shares.</p> <p>Dividends on ordinary shares shall be denominated and declared in Renminbi. Dividends on domestic shares shall be paid in Renminbi. Dividends or other distributions on <del>overseas listed</del> foreign shares shall be paid in the currency of the place where the foreign shares are listed (or, if there is more than one such place, in the currency of the main place where those foreign shares are listed as determined by the Board of the Company).</p> <p>The foreign currency required for the payment of dividends and other monies by the Company to the holders of overseas listed foreign shares shall be obtained pursuant to relevant state regulations on foreign exchange.</p> <p>The Company shall withhold and pay taxes payable by the shareholders for their dividend income in accordance with relevant PRC tax laws.</p>
95	<p>Article 166 The accounting firm appointed by the Company shall have the following rights:</p> <p>(I) the right to access at any time to the books, records or vouchers of the Company, and the right to require the Directors, general managers or other senior management members of the Company to provide relevant information and explanations;</p> <p>(II) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(III) the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have the right to receive, and to be heard at any shareholders' general meetings on any matter which relates to it as the accounting firm of the Company.</p>	<p><b>Deleted</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
96	<p>Article 167 If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. However, if there is another incumbent accounting firm while such vacancy still exists, such accounting firm shall continue to act.</p>	<b>Deleted</b>
97	<p>Article 168 The shareholders' general meeting may, by means of an ordinary resolution, remove any accounting firm prior to the expiration of its term of office, irrespective of the provisions in the contract between the accounting firm and the Company. If the accounting firm has the right to claim compensation against the Company for its removal, that right shall not be affected thereby.</p>	<b>Deleted</b>
98	<p>Article 170 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholders' general meeting and filed with the securities regulatory authorities of the State Council.</p> <p>Where a resolution at the shareholders' general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, or to reappoint an accounting firm that was appointed by the Board of Directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) Before the notice of shareholders' general meeting is given, a copy of the proposal on appointment or removal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p> <ol style="list-style-type: none"> <li>1. in any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations; and</li> <li>2. attach a copy of the representations to the notice and send it to every shareholder entitled to notice of shareholders' general meeting in the manner stipulated in the Articles of Association.</li> </ol> <p>(III) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (II) of the preceding paragraph, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.</p> <p>(IV) An accounting firm that is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> <li>1. the shareholders' general meeting at which its term of office would otherwise have expired;</li> <li>2. the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and</li> <li>3. the shareholders' general meeting that is convened as a result of its resignation.</li> </ol> <p>The accounting firm that is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
99	Newly added	<b><u>Article 128 The Company shall guarantee that the accounting evidence, accounting books, financial and accounting reports and other accounting information provided to the accounting firm it engages are true and complete and it shall not refuse or withhold any such information nor shall it provide any false information.</u></b>
100	<p>Article 171 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns from its office, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation that it considers should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) a statement of any such circumstances that should be explained.</p> <p>The Company shall, within 14 days of the receipt of the written notice referred to in the preceding paragraph, send a copy of the notice to the relevant competent authority. If the notice contains a statement under subparagraph (II) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every shareholder who is entitled to receive the financial report of the Company according to the address registered in the register of shareholders.</p>	<p>Article <del>130</del><sup>71</sup> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm <b>at least 15 days</b> in advance, and the latter has the right to state its opinions to the shareholders' general meeting <b><u>when the resolution to remove the accounting firm is to be voted on at the Company's shareholders' general meeting.</u></b> If the accounting firm resigns from its office, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p><del>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</del></p> <p><del>(I) a statement to the effect that there are no circumstances connected with its resignation that it considers should be brought to the attention of the shareholders or creditors of the Company; or</del></p> <p><del>(II) a statement of any such circumstances that should be explained.</del></p> <p><del>The Company shall, within 14 days of the receipt of the written notice referred to in the preceding paragraph, send a copy of the notice to the relevant competent authority. If the notice contains a statement under subparagraph (II) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every shareholder who is entitled to receive the financial report of the Company according to the address registered in the register of shareholders.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>If the accounting firm's notice of resignation contains a statement under sub-paragraph (II) of the second paragraph of this Article, the accounting firm may request the Board of Directors to convene an extraordinary shareholders' general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	<p><del>If the accounting firm's notice of resignation contains a statement under sub-paragraph (II) of the second paragraph of this Article, the accounting firm may request the Board of Directors to convene an extraordinary shareholders' general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</del></p>
101	<p>Article 172 In the event of the merger or division of the Company, the Company's Board of Directors shall put forward a proposal and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval formalities pursuant to the law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders.</p> <p>The aforesaid documents shall also be sent to each holder of overseas listed foreign shares by post. The address of the recipient shall be the registered address as shown in the register of shareholders.</p>	<p><b>Deleted</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
102	<p>Article 174 In the event of a division of the Company, its properties shall be divided up accordingly.</p> <p>In the event of a division of the Company, the parties to the division shall enter into a division agreement, and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date on which a resolution of the division is adopted and shall publish an announcement in a newspaper at least three times within 30 days from the date of such resolution.</p> <p>The entities after the division of the Company shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement pertaining to the payment of debts between the Company and its creditors prior to the division.</p>	<p>Article <del>132</del><sup>74</sup> In the event of a division of the Company, its properties shall be divided up accordingly.</p> <p>In the event of a division of the Company, the parties to the division shall enter into a division agreement, and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date on which a resolution of the division is adopted and shall publish an announcement in a newspaper <del>at least three times</del> within 30 days from the date of such resolution.</p> <p>The entities after the division of the Company shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement pertaining to the payment of debts between the Company and its creditors prior to the division.</p>
103	Newly added	<p><b><u>Article 135 Under the circumstances set out in item (VI) of Article 134 of the Articles of Association, the Company may survive through amendment of the Articles of Association.</u></b></p>
104	<p>Article 177 Where the Company is dissolved under the circumstances set out in items (II), (IV) and (V) of the preceding Article, the Company shall establish a liquidation committee within fifteen days, and the composition of the liquidation committee shall be determined by ordinary resolution at the shareholders' general meeting.</p> <p>Where the Company is dissolved under the circumstance set out in item (III) of the preceding Article, the People's Court shall, according to relevant laws, organize shareholders, relevant authorities and relevant professionals to form a liquidation committee to process the liquidation.</p>	<p>Article <del>136</del><sup>77</sup> Where the Company is dissolved under the circumstances set out in items <del>(I),(H)</del>, (IV) <del>and</del>, (V) <b>and (VI)</b> of the preceding Article, the Company shall establish a liquidation committee within fifteen days, and the composition of the liquidation committee shall be determined by ordinary resolution at the shareholders' general meeting.</p> <p>Where the Company is dissolved under the circumstance set out in item (III) of the preceding Article, the People's Court shall, according to relevant laws, organize shareholders, relevant authorities and relevant professionals to form a liquidation committee to process the liquidation.</p>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
105	<p>Article 178 Where the Board resolves to liquidate the Company for any reason other than bankruptcy, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the liquidation to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company shall be able to pay its debts in full within twelve months from the commencement of the liquidation.</p> <p>Upon the resolution for liquidation is passed at the shareholders' general meeting, all functions and powers of the Board of the Company shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation, and present a final report to the shareholders' general meeting upon completion of the liquidation.</p>	<b>Deleted</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
106	<p>Article 183 Following the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the PRC, and then submitted to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>Within 30 days of the date of confirmation by the shareholders' general meeting or the relevant competent authorities, the liquidation committee shall submit the aforesaid documents to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.</p>	<p>Article <del>141</del><sup>183</sup> Following the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report, <u>which is a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the PRC, and then submitted to the shareholders' general meeting or to a People's Court for confirmation, the relevant competent and shall report to the company registration</u> authorities for confirmation <del>Within 30 days of the date of confirmation by the shareholders' general meeting or the relevant competent authorities, the liquidation committee shall submit the aforesaid documents to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.</del></p>
107	Newly added	<p><u>Article 142 Members of the liquidation committee shall be faithful to their duties and fulfill the obligation of liquidation in accordance with the law.</u></p> <p><u>Members of the liquidation committee shall not abuse their powers to accept bribes or other unlawful income, nor expropriate the Company's property. Where a member of the liquidation committee causes losses to the Company or the creditors by reason of willful or gross misconduct, he/she shall be liable for compensation.</u></p>
108	Newly added	<p><u>Article 143 If the Company is declared bankrupt at law, it shall carry out bankruptcy and liquidation in accordance with the relevant laws on corporate bankruptcy.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
109	<p>Article 188 The notice of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by mail;</p> <p>(III) by fax or email;</p> <p>(IV) by announcement on the websites designated by the Company and Hong Kong Stock Exchange in accordance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(V) by announcement;</p> <p>(VI) by other means agreed in advance between the Company and the recipient or approved by the recipient upon receipt of the notice;</p> <p>(VII) by other means approved by the relevant competent authorities of the place(s) where the Company's shares are listed or specified in the Articles of Association.</p> <p>Save as otherwise specified in the context, the "announcement" as mentioned in the Articles of Association, in respect of the announcement sent to holders of domestic shares and holders of unlisted foreign shares or required to be sent in China pursuant to relevant regulations and the Articles of Association, refers to announcement published in the newspapers or websites in China as specified in the PRC laws and regulations or designated, approved or permitted by the securities regulatory authorities of the State Council; in respect of the announcement sent to holders of H Shares or required to be sent in Hong Kong pursuant to relevant regulations and the Articles of Association, the announcement shall be published in the newspapers and/or other designated media (including websites) as required in the relevant listing rules.</p>	<p>Article <del>148</del>88 The notice of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by mail;</p> <p>(III) by fax or email;</p> <p>(IV) by announcement on the websites designated by the Company and Hong Kong Stock Exchange in accordance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(V) by announcement;</p> <p>(VI) by other means agreed in advance between the Company and the recipient or approved by the recipient upon receipt of the notice;</p> <p>(VII) by other means approved by the relevant competent authorities of the place(s) where the Company's shares are listed or specified in the Articles of Association.</p> <p>Save as otherwise specified in the context, the "announcement" as mentioned in the Articles of Association, in respect of the announcement sent to holders of domestic shares and holders of unlisted foreign shares or required to be sent in China pursuant to relevant regulations and the Articles of Association, refers to announcement published in the newspapers or websites in China as specified in the PRC laws and regulations or designated, approved or permitted by the securities regulatory authorities of the State Council; in respect of the announcement sent to holders of H Shares or required to be sent in Hong Kong pursuant to relevant regulations and the Articles of Association, the announcement shall be published in the newspapers and/or other designated media (including websites) as required in the relevant listing rules.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
	<p>Unless otherwise specified in the Articles of Association, any notice sent by the Company to holders of H Shares by way of announcement shall, as required in the Hong Kong Listing Rules, be submitted in electronic form available for real-time publication to the Hong Kong Stock Exchange on the same day through the electronic registration system of the Hong Kong Stock Exchange for publication on the website of the Hong Kong Stock Exchange, or the announcement may be published in the newspapers (including advertisements in newspapers) as required by Hong Kong Listing Rules. The announcement shall at the same time be published on the Company's website. In addition, unless otherwise specified in the Articles of Association, the said notice shall be sent by personal delivery or prepaid mail to the registered addresses in the register of holders of overseas listed foreign shares, so that the shareholders are fully informed and have enough time to exercise their rights or act in accordance with the notice.</p> <p>The holders of overseas listed foreign shares of the Company may obtain in written form (by electronic means or by post) the corporate communications that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The holders of overseas listed foreign shares may, in a reasonable period, also notify the Company in writing in advance to revise the means of receiving the aforesaid information and the relevant version thereof according to proper procedures.</p> <p>Shareholders or Directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p>	<p>Unless otherwise specified in the Articles of Association, any notice sent by the Company to holders of H Shares by way of announcement shall, as required in the Hong Kong Listing Rules, be submitted in electronic form available for real-time publication to the Hong Kong Stock Exchange on the same day through the electronic registration system of the Hong Kong Stock Exchange for publication on the website of the Hong Kong Stock Exchange, or the announcement may be published in the newspapers (including advertisements in newspapers) as required by Hong Kong Listing Rules. The announcement shall at the same time be published on the Company's website. In addition, unless otherwise specified in the Articles of Association, the said notice shall be sent by personal delivery or prepaid mail to the registered addresses in the register of holders of overseas listed <del>foreign</del> shares, so that the shareholders are fully informed and have enough time to exercise their rights or act in accordance with the notice.</p> <p>The holders of overseas listed <del>foreign</del> shares of the Company may obtain in written form (by electronic means or by post) the corporate communications that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The holders of overseas listed <del>foreign</del> shares may, in a reasonable period, also notify the Company in writing in advance to revise the means of receiving the aforesaid information and the relevant version thereof according to proper procedures.</p> <p>Shareholders or Directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>Although the Company is required to provide and/or send written corporate communications to shareholders according to the preceding paragraph, as for the means by which the Company provides and/or sends corporate communications to shareholders according to the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent according to relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, it may send or provide corporate communications to shareholders of the Company by electronic means or via publication on the website of the Company. Corporate communications include but are not limited to circulars, annual reports (including annual financial reports), interim reports (including interim financial reports), Board of Directors' report (together with balance sheet and income statement), notice of shareholders' general meeting and other corporate communications specified in the Hong Kong Listing Rules.</p> <p>Any notice sent by the Company to holders of domestic shares and holders of unlisted foreign shares shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the notice is published, all holders of domestic shares and holders of unlisted foreign shares shall be deemed to have received the relevant notice.</p>	<p>Although the Company is required to provide and/or send written corporate communications to shareholders according to the preceding paragraph, as for the means by which the Company provides and/or sends corporate communications to shareholders according to the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent according to relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, it may send or provide corporate communications to shareholders of the Company by electronic means or via publication on the website of the Company. Corporate communications include but are not limited to circulars, annual reports (including annual financial reports), interim reports (including interim financial reports), Board of Directors' report (together with balance sheet and income statement), notice of shareholders' general meeting and other corporate communications specified in the Hong Kong Listing Rules.</p> <p><del>Any notice sent by the Company to holders of domestic shares and holders of unlisted foreign shares shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the notice is published, all holders of domestic shares and holders of unlisted foreign shares shall be deemed to have received the relevant notice.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
110	<p data-bbox="325 242 711 274">Chapter 22 Settlement of Disputes</p> <p data-bbox="325 321 823 389">Article 191 The Company is subject to the following rules on dispute settlement:</p> <p data-bbox="325 436 823 1278">(I) Whenever any disputes or claims of rights concerning the affairs of the Company arise between (1) the Company and its Directors or senior management members; and (2) holders of overseas-listed foreign shares and the Company, holders of overseas-listed foreign shares and the Company's Directors, Supervisors, the general manager or other senior management members, or holders of overseas-listed foreign shares and holders of domestic shares or holders of unlisted foreign shares, in respect to any rights or obligations under written contracts between the Company and its Directors, Supervisors or senior management members, the Articles of Association, the Company Law and other relevant laws, administrative regulations, and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p data-bbox="325 1325 823 1783">When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons who have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall, where such person is in the capacity of the Company or the Company's shareholders, Directors, Supervisors, the general manager or other senior management members, comply with the arbitration.</p> <p data-bbox="325 1830 823 1974">Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	<p data-bbox="855 242 943 274"><b>Deleted</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Proposed Amendments to the Articles</b>
	<p>(II) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules, or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the claimant has submitted the dispute or claim for arbitration, the other party must carry out arbitration in the arbitration institution selected by the claimant.</p> <p>If the claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may request that the arbitration take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any dispute or claim for rights referred to in sub-paragraph (I) above is settled by way of arbitration, the laws of the PRC (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p> <p>(V) The said arbitration agreement is reached between the Directors or senior management members and the Company, with the Company representing both itself and each shareholder;</p> <p>(VI) Any arbitration submitted shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publicize its award.</p>	

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Original Articles	Proposed Amendments to the Articles
111	Newly added	<u>Article 151 In the Articles of Association, a “controlling shareholder” refers to a shareholder who holds more than 50% of the total share capital of a joint stock company, or a shareholder who, despite its shareholding being less than 50% of the total share capital of a joint stock company, has sufficient voting rights carried on its shareholding to exert significant impact on the resolution of the shareholders’ general meeting.</u>
112	Newly added	<u>Article 152 A “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through investment relationship, agreement or other arrangement.</u>
113	Article 194 After approved by a resolution of the shareholders’ general meeting, the Articles of Association shall become effective from the date of listing of the Company’s publicly-traded H shares on the Hong Kong Stock Exchange.	<del>Article 158</del> <sup>94</sup> After approved by a resolution of the shareholders’ general meeting, <del>t</del> <u>The</u> Articles of Association shall become effective from the date of <b>approval by a resolution at the shareholders’ general meeting</b> <del>listing of the Company’s publicly-traded H shares on the Hong Kong Stock Exchange.</del>

*The English version is for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.*

Details of the proposed amendments to the Rules of Procedure for Shareholders' General Meetings are set out below:

No.	Original Articles	Proposed Amendments to the Articles
1	<p>Article 1 In order to promote the smooth convening of shareholders' general meetings, regulate the organization and conduct of shareholders' general meetings, improve the efficiency of discussion of shareholders' general meetings, protect the legitimate rights and interests of shareholders, guarantee the legally discharge of duties as well as the validity and legality of the procedure and resolutions, of shareholders' general meeting, these Rules are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Special Regulations of the State Council on Overseas Share Offering and Listing of Joint Stock 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 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 Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders' General Meetings (《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》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Articles of Association of Onewo Inc. (hereinafter referred to as the "Articles of Association") and other regulations.</p>	<p>Article 1 In order to promote the smooth convening of shareholders' general meetings, regulate the organization and conduct of shareholders' general meetings, improve the efficiency of discussion of shareholders' general meetings, protect the legitimate rights and interests of shareholders, guarantee the legally discharge of duties as well as the validity and legality of the procedure and resolutions, of shareholders' general meeting, these Rules are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), <del>the Special Regulations of the State Council on Overseas Share Offering and Listing of Joint Stock 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 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 Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders' General Meetings (《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》),</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the Articles of Association of Onewo Inc. (hereinafter referred to as the "Articles of Association") and other regulations.</p>

No.	Original Articles	Proposed Amendments to the Articles
2	<p>Article 4 The shareholders' general meetings consist of annual shareholders' general meetings and extraordinary shareholders' general meetings. The annual shareholders' general meeting shall be held once every year and within six months from the end of the previous accounting year. The extraordinary shareholders' general meeting shall be convened from time to time, and in the event that an extraordinary shareholders' general meeting should be convened under the circumstances stipulated in Article 100 of the Company Law and Article 61 of the Articles of Association, an extraordinary shareholders' general meeting shall be convened within two months. Where Hong Kong Listing Rules and the competent securities authorities in the place(s) where the Company's shares are listed contain other provisions, such provisions shall prevail.</p>	<p>Article 4 The shareholders' general meetings consist of annual shareholders' general meetings and extraordinary shareholders' general meetings. The annual shareholders' general meeting shall be held once every year and within six months from the end of the previous accounting year. The extraordinary shareholders' general meeting shall be convened from time to time, and in the event that an extraordinary shareholders' general meeting should be convened under the circumstances stipulated in Article 100 of the Company Law and Article <del>61</del><b>45</b> of the Articles of Association, an extraordinary shareholders' general meeting shall be convened within two months. Where Hong Kong Listing Rules and the competent securities authorities in the place(s) where the Company's shares are listed contain other provisions, such provisions shall prevail.</p>
3	<p>Article 6 The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may require convening an extraordinary shareholders' general meeting or shareholders' class meeting, and shall follow the procedures below:</p> <p>(I) The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may sign one or more written requests in the same format requesting the Board of Directors to convene an extraordinary shareholders' general meeting or a shareholders' class meeting and stating the matters to be considered at the meeting. The Board of Directors shall convene an extraordinary shareholders' general meeting or a shareholders' class meeting as soon as possible after receipt of the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.</p>	<p>Article 6 The <del>Supervisory Committee and</del> shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may require convening an extraordinary shareholders' general meeting <del>or shareholders' class meeting</del>, and shall follow the procedures below:</p> <p>(I) The <del>Supervisory Committee and</del> shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares <b><u>shall have the right to propose to</u></b> <del>may sign one or more written requests in the same format requesting the</del> Board of Directors to convene an extraordinary shareholders' general meeting <del>or a shareholders' class meeting and stating the matters to be considered at the meeting</del> <b><u>shall make such a proposal in written form.</u></b> The Board of Directors <b><u>shall give a written response as to whether or not it agrees to convene such extraordinary shareholders' general meeting within ten days</u></b> <del>shall convene an extraordinary shareholders' general meeting or a shareholders' class meeting as soon as possible after the</del> receipt of the aforesaid written request <b><u>application in accordance with the requirements of the laws, administrative regulations and the Articles of Association.</u></b> <del>The abovementioned shareholding shall be calculated as of the day on which the written request is made.</del></p>

No.	Original Articles	Proposed Amendments to the Articles
	<p>(II) If the Board of Directors fails to issue a notice of convening such meeting within 30 days after the receipt of the above written request, the Supervisory Committee and shareholder(s) who made such request may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</p> <p>Where the Supervisory Committee or shareholders convene and preside over a meeting by itself or themselves as the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred therefrom shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting Directors.</p>	<p><u>(II) If the Board of Directors does not agree to convene the extraordinary shareholders' general meeting or fails to make a response within ten days after the receipt of the above written request, the shareholder(s) individually or jointly holding ten percent or more of the shares of the Company shall have the right to propose to the Supervisory Committee to convene the extraordinary shareholders' general meeting. Such request shall be made in writing. If the Supervisory Committee agrees to convene the extraordinary shareholders' general meeting, a notice of such meeting shall be issued within five days after the receipt of the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.</u></p> <p><u>(III) If the Supervisory Committee fails to issue a notice of the shareholders' general meeting within the specified period, it shall be deemed that the Supervisory Committee shall not convene and preside over the shareholders' general meeting, and the shareholder(s) individually or jointly holding ten percent or more of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.</u><del>fails to issue a notice of convening such meeting within 30 days after the receipt of the above written request, the Supervisory Committee and shareholder(s) who made such request may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</del></p> <p><del>Where the Supervisory Committee or shareholders convene and preside over a meeting by itself or themselves as the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred therefrom shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting Directors.</del></p>

No.	Original Articles	Proposed Amendments to the Articles
4	Newly added	<p><u>Article 7 The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' general meeting. Such proposal shall be made in writing. The Board of Directors shall give a written response as to whether or not it agrees to convene such extraordinary shareholders' general meeting within ten days after the receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.</u></p> <p><u>If the Board of Directors agrees to convene the extraordinary shareholders' general meeting, a notice of convening the shareholders' general meeting shall be issued within five days after the resolution of the Board of Directors is made. Any changes to the original proposal in the notice shall be approved by the Supervisory Committee.</u></p> <p><u>If the Board of Directors does not agree to convene the extraordinary shareholders' general meeting or fails to make a response within ten days after the receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to fulfil its duties to convene a shareholders' general meeting. The Supervisory Committee may convene and preside over such meeting by itself.</u></p> <p><u>The expenses necessary for the shareholders' general meeting convened by the Supervisory Committee or shareholder(s) itself/themselves shall be borne by the Company.</u></p>

No.	Original Articles	Proposed Amendments to the Articles
5	<p>Article 10 Notice and supplemental notice of a shareholders' general meeting shall satisfy the following requirements:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) matters to be considered at the meeting;</p> <p>(IV) any information and explanations necessary to be made available to the shareholders for such 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 reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;</p> <p>(V) in the event that any of the Directors, Supervisors, general manager and other senior management members has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management member as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;</p> <p>(VI) the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) a prominent statement that all shareholders are entitled to attend the shareholders' general meeting, and to appoint a proxy in writing to attend and vote at the meeting, and that such proxy does not need to be a member of the Company;</p> <p>(VIII) the time and venue for lodging a proxy form for voting at the meeting;</p> <p>(IX) the record date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the name and phone number of permanent contact person for the meeting.</p>	<p>Article 10<del>1</del> Notice and supplemental notice of a shareholders' general meeting shall satisfy the following requirements:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) matters to be considered at the meeting;</p> <p>(IV) any information and explanations necessary to be made available to the shareholders for such 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 reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;</p> <p>(V) in the event that any of the Directors, Supervisors, general manager and other senior management members has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management member as a shareholder in a manner different from the manner they affect other shareholders <del>of the same class</del>, the difference shall be explained;</p> <p>(VI) the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) a prominent statement that all shareholders are entitled to attend the shareholders' general meeting, and to appoint a proxy in writing to attend and vote at the meeting, and that such proxy does not need to be a member of the Company;</p> <p>(VIII) the time and venue for lodging a proxy form for voting at the meeting;</p> <p>(IX) the record date of the shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the name and phone number of permanent contact person for the meeting.</p>

No.	Original Articles	Proposed Amendments to the Articles
6	<p>Article 11 The notice of the shareholders' general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the shareholders' general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</p> <p>Article 12 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>Article 11<del>2</del> The notice of the shareholders' general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the shareholders' general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. <del>For holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</del></p> <p><b><u>Under the circumstances that laws, regulations and requirements of securities regulatory rules in the place(s) where the Company's shares are listed are observed and relevant procedures are executed, the Company may also serve the notice of the shareholders' general meeting by publishing on the Company's website and websites designated by the Hong Kong Stock Exchange, or in other manners as permitted under the Hong Kong Listing Rules and the Articles of Association, in replacement of serving on the holders of H shares by hand or postage prepaid mail.</u></b></p> <p><del>Article 12</del> The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>
7	<p>Article 15 If a shareholders' general meeting is convened in the form of a physical meeting at the venue set up by the Company, a shareholder may attend the shareholders' general meeting in person and exercise the voting rights, and may also appoint other person to attend the meeting and exercise the voting rights within the scope of authority on his/her behalf pursuant to the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant laws. The Company may provide online or other means approved or required by relevant competent securities regulatory authorities for the convenience of participation of shareholders' general meetings by the shareholders. A shareholder who participates in a shareholders' general meeting by the aforesaid means shall be deemed as being present.</p>	<p>Article 15 <b><u>The shareholders' general meeting may be held separately in the form of a physical meeting or via means of communication or a combination of both.</u></b> If a shareholders' general meeting is convened in the form of a physical meeting at the venue set up by the Company, a shareholder may attend the shareholders' general meeting in person and exercise the voting rights, and may also appoint other person to attend the meeting and exercise the voting rights within the scope of authority on his/her behalf pursuant to the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant laws. The Company may provide online or other means <b><u>of communication</u></b> approved or required by relevant competent securities regulatory authorities for the convenience of participation of shareholders' general meetings by the shareholders. A shareholder who participates in a shareholders' general meeting by the aforesaid means shall be deemed as being present.</p>

No.	Original Articles	Proposed Amendments to the Articles
8	<p>Article 16 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his or her proxy to attend and vote on his or her behalf. Such proxy may, pursuant to the instructions of the shareholder(s), exercise (including but not limited to) the following rights:</p> <p>(I) the shareholder's right to speak at the shareholders' general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an authorized clearing house (or its proxy) as defined by relevant rules in Hong Kong made from time to time, such shareholder is entitled to appoint one or more persons or representatives of the Company it deems suitable to act as its proxy in any shareholders' general meeting or shareholders' class meeting and creditors' meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of share certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.</p>	<p>Article 16 <u>Shareholders shall have the right to speak and vote at shareholders' general meetings, except where individual shareholders are required by the Hong Kong Listing Rules to abstain from voting on individual matters.</u> Any shareholder entitled to attend and vote at the <u>shareholders'</u> general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his or her proxy to attend and vote on his or her behalf. Such proxy may, pursuant to the instructions of the shareholder(s), exercise (including but not limited to) the following rights:</p> <p>(I) the shareholder's right to speak at the shareholders' general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an authorized clearing house (or its proxy) as defined by relevant rules in Hong Kong made from time to time, such shareholder is entitled to appoint one or more persons or representatives of the Company it deems suitable to act as its proxy in any shareholders' general meeting <del>or shareholders' class meeting</del> and creditors' meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of share certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.</p>

**APPENDIX II                      PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR SHAREHOLDERS’  
GENERAL MEETINGS**

No.	Original Articles	Proposed Amendments to the Articles
	The appointment of a proxy shall be in writing and signed by the appointing shareholder or his/her attorney duly appointed in writing; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or made by its Director or person duly authorized signing forms of appointing representatives.	The appointment of a proxy shall be in writing and signed by the appointing shareholder or his/her attorney duly appointed in writing; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or made by its Director or person duly authorized signing forms of appointing representatives.
9	Article 24 The convenor and the scrutineer engaged by the Company shall verify the legitimacy of the qualifications of shareholders based on the register of members, and record the names of shareholders and the number of voting shares held by them. Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.	Article 24 The convenor and the scrutineer engaged by the Company shall verify the legitimacy of the qualifications of shareholders based on the register of members, and record the names of shareholders and the number of voting shares held by them. Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting <b><u>or via means of communication</u></b> , as well as the total number of voting shares held by them.
10	<p>Article 27 The shareholders’ general meeting shall be conducted, and its agenda shall be arranged, according to the following procedures on an item-by-item basis:</p> <p>(I) to recommend or confirm the chairman of the meeting (if necessary);</p> <p>(II) the chairman of the meeting announces the commencement of the meeting;</p> <p>(III) the secretary to the board of directors reports the list of the key attendees;</p> <p>(IV) the chairman of the meeting announces the rules of the meeting;</p> <p>1. the convening of the meeting;</p> <p>2. meeting agenda;</p> <p>3. the read out (or briefing) and review methods of proposals at the meeting;</p>	<p>Article 27 The shareholders’ general meeting shall be conducted, and its agenda shall be arranged, according to the following procedures on an item-by-item basis:</p> <p>(I) to recommend or confirm the chairman of the meeting (if necessary);</p> <p>(II) the chairman of the meeting announces the commencement of the meeting;</p> <p>(III) the secretary to the board of directors reports the list of the key attendees;</p> <p>(IV) the chairman of the meeting announces the rules of the meeting;</p> <p>1. the convening of the meeting;</p> <p>2. meeting agenda;</p> <p>3. the read out (or briefing) and review methods of proposals at the meeting;</p>

No.	Original Articles	Proposed Amendments to the Articles
	<p>4. the voting method of the meeting;</p> <p>5. other matters.</p> <p>(V) to review the proposals of the meeting;</p> <p>(VI) the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them and their respective percentages of the total number of shares of the Company;</p> <p>(VII) to elect two shareholder representatives and/or scrutineers engaged by the Company to be responsible for vote counting and scrutinizing (by a show of hands, approved by more than half of all shareholders or their proxies attending the meeting; if failing to elect, two shareholders holding the largest number of voting shares among the attending shareholders and having no connection (relation) with matters discussed at the meeting or their proxies shall be the scrutineers);</p> <p>(VIII) to vote on all proposals separately;</p> <p>(IX) Shareholder representatives, supervisor representatives and/or scrutineers engaged by the Company shall jointly collect votes and count the number of votes;</p> <p>(X) the chairman of the meeting announces details of the voting and results of the voting on each proposal, as well as whether each proposal is passed or not and forms the resolutions of the shareholders' general meeting;</p> <p>(XI) the chairman of the meeting announces the closure of the shareholders' general meeting.</p> <p>The chairman of the meeting may adjust the aforesaid procedures and agenda of the meeting according to the specific circumstances and requirements, provided that the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and other relevant applicable laws are not violated.</p>	<p>4. the voting method of the meeting;</p> <p>5. other matters.</p> <p>(V) to review the proposals of the meeting;</p> <p>(VI) the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting <u>or via means of communication</u> as well as the total number of voting shares held by them and their respective percentages of the total number of shares of the Company;</p> <p>(VII) to elect two shareholder representatives and/or scrutineers engaged by the Company to be responsible for vote counting and scrutinizing (by a show of hands, approved by more than half of all shareholders or their proxies attending the meeting; if failing to elect, two shareholders holding the largest number of voting shares among the attending shareholders and having no connection (relation) with matters discussed at the meeting or their proxies shall be the scrutineers);</p> <p>(VIII) to vote on all proposals separately;</p> <p>(IX) Shareholder representatives, supervisor representatives and/or scrutineers engaged by the Company shall jointly collect votes and count the number of votes;</p> <p>(X) the chairman of the meeting announces details of the voting and results of the voting on each proposal, as well as whether each proposal is passed or not and forms the resolutions of the shareholders' general meeting;</p> <p>(XI) the chairman of the meeting announces the closure of the shareholders' general meeting.</p> <p>The chairman of the meeting may adjust the aforesaid procedures and agenda of the meeting according to the specific circumstances and requirements, provided that the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and other relevant applicable laws are not violated.</p>

No.	Original Articles	Proposed Amendments to the Articles
11	<p>Article 30 The chairman of the meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them shall be based on the registration of the meeting.</p>	<p>Article 30 The chairman of the meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting <b>or via means of communication</b> as well as the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting <b>or via means of communication</b> as well as the total number of voting shares held by them shall be based on the registration of the meeting.</p>
12	<p>Article 33 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(I) to determine the business policies and investment plans of the Company;</p> <p>(II) work reports of the Board and the Supervisory Committee;</p> <p>(III) profit distribution plan and loss recovery plan formulated by the Board;</p> <p>(IV) election and substitution of Directors and non-employee representative Supervisors, and to decide the dismissal of the members of the Board and Supervisory Committee and remuneration and payment methods thereof;</p> <p>(V) annual financial budget report, final accounts report, balance sheets, income statements and other financial statements of the Company;</p> <p>(VI) to review and approve the Company's annual report;</p> <p>(VII) to resolve on whether the Company shall hire, dismiss or not continue to hire an accounting firm;</p> <p>(VIII) to review the Company's employee incentive plans, while the relevant requirement of Article 79 on special resolutions shall be applied if the employee incentive plans involve any increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p>	<p>Article 33 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:</p> <p>(I) to determine the business policies and investment plans of the Company;</p> <p><b>(II) issuance of corporate bonds;</b></p> <p><del>(III)</del> work reports of the Board and the Supervisory Committee;</p> <p><del>(IV)</del> profit distribution plan and loss recovery plan formulated by the Board;</p> <p><del>(V)</del> election and substitution of Directors and non-employee representative Supervisors, and to decide the dismissal of the members of the Board and Supervisory Committee and remuneration and payment methods thereof;</p> <p><del>(VI)</del> annual financial budget report, <b>and</b> final accounts report, <del>balance sheets, income statements and other financial statements</del> of the Company;</p> <p><del>(VII)</del> to review and approve the Company's annual report;</p> <p><del>(VIII)</del> to resolve on whether the Company shall hire, dismiss or not continue to hire an accounting firm;</p> <p><del>(IX)</del> to review the Company's employee incentive plans, while the relevant requirement of Article <del>79</del><b>34</b> on special resolutions shall be applied if the employee incentive plans involve any increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p>

No.	Original Articles	Proposed Amendments to the Articles
	(IX) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.	<del>(IX)</del> matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.
13	<p>Article 34 The following matters shall be resolved by way of special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(IV) amendments to the Articles of Association of the Company and other constitutional documents;</p> <p>(V) the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;</p> <p>(VI) other matters as resolved by an ordinary resolution at shareholders' general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;</p> <p>(VII) matters requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</p>	<p>Article 34 The following matters shall be resolved by way of special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;</p> <p><del>(II) issuance of corporate bonds;</del></p> <p><del>(III)</del>—division, merger, dissolution, <b>and liquidation (including voluntary winding up)</b><del>or change in the corporate form of the Company;</del></p> <p><del>(IIIIV)</del> amendments to the Articles of Association of the Company—<del>and other constitutional documents;</del></p> <p><del>(IVV)</del> the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;</p> <p><del>(VI) other matters as resolved by an ordinary resolution at shareholders' general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;</del></p> <p><del>(VII)</del> matters requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.</p>

No.	Original Articles	Proposed Amendments to the Articles
14	<p>Article 41 Before voting takes place on a proposal at a shareholders' general meeting, two shareholder representatives and/or scrutineers engaged by the Company shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder is connected (related) to a matter to be considered, the relevant shareholder and his/her proxy(ies) shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, representatives of shareholders and supervisors and/or scrutineers engaged by the Company shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>In accordance with securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, the chairman of the meeting shall decide in the principle of good faith to allow voting by a show of hands for proposals purely regarding procedural or administrative matters. Except for the specific matters referred in this Rules of Procedure, any vote made by shareholders at a shareholders' general meeting shall be conducted by polls.</p> <p>In the case of a poll, the Company shall appoint a scrutinizer for counting votes in accordance with the relevant securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and shall disclose relevant votes as required by laws, administrative regulations, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant competent authority.</p>	<p>Article 41 Before voting takes place on a proposal at a shareholders' general meeting, two shareholder representatives and/or scrutineers engaged by the Company shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder is connected (related) to a matter to be considered, the relevant shareholder and his/her proxy(ies) shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, representatives of shareholders and supervisors and/or scrutineers engaged by the Company shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>In accordance with securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, the chairman of the meeting shall decide in the principle of good faith to allow voting by a show of hands for proposals purely regarding procedural or administrative matters. Except for the specific matters referred in this Rules of Procedure, any vote made by shareholders at a shareholders' general meeting shall be conducted by <b><u>registered polls</u></b>.</p> <p>In the case of a poll, the Company shall appoint a scrutinizer for counting votes in accordance with the relevant securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and shall disclose relevant votes as required by laws, administrative regulations, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and relevant competent authority.</p> <p><b><u>The shareholders' general meeting shall vote on all the proposed resolutions separately.</u></b></p>

No.	Original Articles	Proposed Amendments to the Articles
15	<p>Article 42 If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to discuss other matters. The voting results shall still be deemed as resolutions passed at the said meeting.</p>	<b>Deleted</b>
16	<p>Article 43 When voting by a poll, shareholders (including their proxies) entitled to two or more votes need not cast all their votes in favor or against in the same way.</p> <p>The shareholders' general meeting shall vote on all the proposed resolutions separately.</p>	<b>Deleted</b>
17	<p>Article 47 If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The shareholders' general meeting shall keep minutes of resolutions on matters discussed at the meeting. The chairman of the meeting and the attending Directors shall sign the minutes of such meetings. The minutes of the meetings together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.</p> <p>Article 48 Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.</p>	<p>Article <del>47</del><u>5</u> If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The shareholders' general meeting shall keep minutes of resolutions on matters discussed at the meeting. The chairman of the meeting and the attending Directors shall sign the minutes of such meetings. The minutes of the meetings together with the attendance records signed by the attending shareholders and proxy forms shall be kept at <del>the address of</del> the Company.</p> <p><del>Article 48</del> Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.</p>

No.	Original Articles	Proposed Amendments to the Articles
18	Article 53 After approved by the shareholders' general meeting of the Company, these Rules shall become effective from the date of listing of the Company's publicly-traded overseas listed foreign shares ("H Shares") on The Stock Exchange of Hong Kong Limited.	Article <del>503</del> After <del>approved by the shareholders' general meeting of the Company,</del> <del>These</del> Rules shall become effective from the date of <u>approval by the shareholders' general meeting of the Company</u> listing of the Company's publicly-traded overseas listed foreign shares ("H Shares") on The Stock Exchange of Hong Kong Limited.

## APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

*The English version is for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.*

Details of the proposed amendments to the Rules of Procedure for the Board of Directors are set out below:

No.	Original Articles	Proposed Amendments to the Articles
1	<p>Article 1 In order to further clarify the terms of reference of the Board of Directors of Onewo Inc. (hereinafter referred to as the “Company”), standardize the internal organization and operating procedures of the Board of Directors, ensure the work efficiency and scientific decision-making of the Board of Directors and give full play to the role of the Board of Directors as a business decision-making center, these Rules are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), 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 Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Hong Kong Companies Ordinance (香港《公司條例》), the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders’ General Meetings (《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》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Articles of Association of Onewo Inc. (《萬物雲空間科技服務股份有限公司章程》) (hereinafter referred to as the “Articles of Association”) and other relevant laws and regulations.</p>	<p>Article 1 In order to further clarify the terms of reference of the Board of Directors of Onewo Inc. (hereinafter referred to as the “Company”), standardize the internal organization and operating procedures of the Board of Directors, ensure the work efficiency and scientific decision-making of the Board of Directors and give full play to the role of the Board of Directors as a business decision-making center, these Rules are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), <del>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 Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》),</del> the Hong Kong Companies Ordinance (香港《公司條例》), <del>the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders’ General Meetings (《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》),</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Articles of Association of Onewo Inc. (《萬物雲空間科技服務股份有限公司章程》) (hereinafter referred to as the “Articles of Association”) and other relevant laws and regulations.</p>

No.	Original Articles	Proposed Amendments to the Articles
2	<p>Article 7 The Directors shall discharge the following obligations:</p> <p>(I) The Directors shall comply with the laws, regulations, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and the provisions of the Articles of Association, perform their duties faithfully and protect the Company's interests, and they shall act in the best interests of the Company and the Shareholders, and shall fulfill the following duties of loyalty and diligence when their own interests conflict with the interests of the Company and the Shareholders: .....</p> <p>(II) The Directors shall comply with the following work disciplines: .....</p> <p>(III) No director shall act on behalf of the Company or the Board of Directors in his/her personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a Director is acting in his/her personal capacity, but may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such Director shall state that his/her actions are not on behalf of the Company in advance.</p> <p>(IV) In the event that a director as an individual or other enterprise in which he/she serves is, directly or indirectly, related (connected) with an existing or proposed contract, transaction or arrangement of the Company (other than employment contracts), he/she shall disclose the nature and extent of such relation (connection) to the Board of Directors at the earliest opportunity, whether or not the relevant issues are subject to the approval of the Board of Directors under normal circumstances.</p>	<p>Article 7 The Directors shall discharge the following obligations:</p> <p>(I) The Directors shall comply with the laws, regulations, securities regulatory rules (including but not limited to the Hong Kong Listing Rules) and the provisions of the Articles of Association, perform their duties faithfully and protect the Company's interests, and they shall act in the best interests of the Company and the Shareholders, and shall fulfill the following duties of loyalty and diligence when their own interests conflict with the interests of the Company and the Shareholders: .....</p> <p>(II) The Directors shall comply with the following work disciplines: .....</p> <p>(III) No director shall act on behalf of the Company or the Board of Directors in his/her personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a Director is acting in his/her personal capacity, but may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such Director shall state that his/her actions are not on behalf of the Company in advance.</p> <p><del>(IV) In the event that a director as an individual or other enterprise in which he/she serves is, directly or indirectly, related (connected) with an existing or proposed contract, transaction or arrangement of the Company (other than employment contracts), he/she shall disclose the nature and extent of such relation (connection) to the Board of Directors at the earliest opportunity, whether or not the relevant issues are subject to the approval of the Board of Directors under normal circumstances.</del></p>

**APPENDIX III                      PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR THE BOARD OF DIRECTORS**

No.	Original Articles	Proposed Amendments to the Articles
	<p>Unless the related (connected) directors have made disclosure to the Board of Directors in accordance with the preceding paragraph and relevant matters have been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except when the other party is a third person acting in good faith.</p> <p>When the Board of Directors votes on the matters set forth in this Article, such related (connected) directors shall not participate in the voting, but may provide the Board of Directors with the necessary explanations in connection with the foregoing matters.</p>	<p><del>Unless the related (connected) directors have made disclosure to the Board of Directors in accordance with the preceding paragraph and relevant matters have been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except when the other party is a third person acting in good faith.</del></p> <p><del>When the Board of Directors votes on the matters set forth in this Article, such related (connected) directors shall not participate in the voting, but may provide the Board of Directors with the necessary explanations in connection with the foregoing matters.</del></p>
3	<p>Article 8 Where a Director of the Company gives the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the Rule, so far as the contents stated in such notice are concerned, provided that such notice shall have been given before the date on which entering into of the relevant contract, transaction or arrangement is taken into consideration by the Company for the first time.</p>	<p><b>Deleted</b></p>

**APPENDIX III                      PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR THE BOARD OF DIRECTORS**

No.	Original Articles	Proposed Amendments to the Articles
4	<p>Article 18 When disposing of fixed assets, the Board of Directors shall not, without the approval of the shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of fixed assets to be disposed of and the value of fixed assets disposed of within 4 months before the proposed disposal exceeds thirty-three percent of the value of the fixed assets as shown in the balance sheet most recently considered by the shareholders' general meeting.</p> <p>The disposal of fixed assets referred to in this Article includes an act involving the transfer of interests in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of the transactions carried out by the Company in the disposal of fixed assets shall not be affected by a breach of the first paragraph of this Article.</p>	<p><b>Deleted</b></p>
5	<p>Article 38 The Board meetings shall generally be held on site. Whenever it is necessary, the Board meetings may be convened through video, telephone, fax or email upon the consent of the convener (the presider) and the proposer provided that the Directors can fully express their opinions. The Board meetings may also be convened on site and by other means simultaneously.</p>	<p>Article 38 <b><u>The resolutions of the Board of Directors shall be voted by way of registered poll or other voting methods as permitted by the laws, regulations and the regulatory rules in the place(s) where the Company's shares are listed.</u></b></p> <p>The Board meetings shall generally be held on site. Whenever it is necessary, the Board meetings may be convened <b><u>and the resolutions may be adopted at the meeting through video, telephone, fax, email or circulation of written resolutions</u></b> upon the consent of the convener (the presider) and the proposer provided that the Directors can fully express their opinions <b><u>and the meeting complies with the requirements of laws, regulations and the securities regulatory rules in the place(s) where the Company's shares are listed.</u></b> The Board meetings may also be convened on site and by other means simultaneously.</p>

No.	Original Articles	Proposed Amendments to the Articles
6	<p>Article 39 The Board meeting can be held only when there are more than one half of the Directors (including entrusted Directors attending the meeting pursuant to the Article) attending the meeting.</p> <p>The Directors shall attend a Board meeting in person. If a Director is unable to attend the meeting for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorization letter shall contain the scope of authorization.</p> <p>The Director attending the meeting on behalf of another Director shall exercise the rights of Director within the scope of authorization. If a Director fails to attend a Board meeting or appoint a proxy to attend the meeting, such Director shall be deemed to have waived his/her right to vote at such meeting.</p>	<p>Article 39 The Board meeting can be held only when there are more than one half of the Directors (including entrusted Directors attending the meeting pursuant to the Article) attending the meeting.</p> <p>The Directors shall attend a Board meeting in person. If a Director is unable to attend the meeting for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorization letter shall contain <b><u>the name of the proxy, the subject-matter of the agency, the scope of authorization and validity period, and shall be signed or sealed by the principal.</u></b></p> <p>The Director attending the meeting on behalf of another Director shall exercise the rights of Director within the scope of authorization. If a Director fails to attend a Board meeting or appoint a proxy to attend the meeting, such Director shall be deemed to have waived his/her right to vote at such meeting.</p>

No.	Original Articles	Proposed Amendments to the Articles
7	<p>Article 46 The representative designated by the Board of Directors shall prepare the minutes to record the agenda and contents of the meeting in detail, including any concerns or objections raised by the Directors. After conclusion of a Board meeting, the first draft and final draft of the meeting minutes shall be sent to all the Directors successively within a reasonable period of time, with the first draft to be commented on by the Directors and the final draft as records. The meeting minutes shall be signed by the person presiding over the Board meeting.</p> <p>The Directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the meeting of the Board of Directors shall be kept as archives of the Company by a representative designated by the Board of Directors to serve as important evidence for clarifying the responsibilities of Directors in the future.</p> <p>Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Articles of Association, and as a result of which the Company sustains serious losses, the Directors participating in the resolution are liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be relieved from that liability.</p> <p>The opinions of the independent non-executive Directors shall be set out in the resolutions of the Board of Directors.</p>	<p>Article 46 The representative designated by the Board of Directors shall prepare the minutes to record the agenda and contents of the meeting in detail, including any concerns or objections raised by the Directors. After conclusion of a Board meeting, the first draft and final draft of the meeting minutes shall be sent to all the Directors successively within a reasonable period of time, with the first draft to be commented on by the Directors and the final draft as records. The meeting minutes shall be signed by the person presiding over the Board meeting.</p> <p>The Directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the meeting of the Board of Directors shall be kept as archives of the Company by <b><u>the Company</u></b> <del>a representative designated by the Board of Directors</del> <b><u>for a period of not less than ten years</u></b> to serve as important evidence for clarifying the responsibilities of Directors in the future.</p> <p>Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Articles of Association, and as a result of which the Company sustains serious losses, the Directors participating in the resolution are liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be relieved from that liability.</p> <p>The opinions of the independent non-executive Directors shall be set out in the resolutions of the Board of Directors.</p>

**APPENDIX III                      PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR THE BOARD OF DIRECTORS**

No.	Original Articles	Proposed Amendments to the Articles
8	Article 57 After approved by the shareholders' general meeting of the Company, these Rules shall become effective from the date of listing of the Company's publicly-traded overseas listed foreign shares (H Shares) on The Stock Exchange of Hong Kong Limited.	Article 57 After <del>approved by the shareholders' general meeting of the Company,</del> <u>These Rules shall become effective from the date of <b>approval by the shareholders' general meeting of the Company</b></u> listing of the Company's publicly-traded overseas listed foreign shares (H Shares) on The Stock Exchange of Hong Kong Limited.

*The English version is for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.*

Details of the proposed amendments to the Rules of Procedure for the Supervisory Committee are set out below:

No.	Original Articles	Proposed Amendments to the Articles
1	<p>Article 2 The Supervisory Committee consists of three members and one of them shall be the chairman of the Supervisory Committee. The term of office of a Supervisor shall be three years, renewable upon re-election and re-appointment. The appointment and dismissal of the chairman of the Supervisory Committee shall be subject to the approval of two-thirds or more of its members by voting.</p> <p>Members of the Supervisory Committee consist of two shareholder representative Supervisors and one employee representative Supervisor. The shareholder representative Supervisors shall be elected and dismissed by the shareholders' general meeting, while the employee representative Supervisor shall be democratically elected and dismissed by the employees of the Company. Employee representative Supervisor shall not be less than one-third of the total number of Supervisors.</p>	<p>Article 2 The Supervisory Committee consists of three members and one of them shall be the chairman of the Supervisory Committee. The term of office of a Supervisor shall be three years, renewable upon re-election and re-appointment. The appointment and dismissal of the chairman of the Supervisory Committee shall be subject to the approval of <del>two-thirds or more</del> <b>more than half</b> of its members by voting.</p> <p>Members of the Supervisory Committee consist of two shareholder representative Supervisors and one employee representative Supervisor. The shareholder representative Supervisors shall be elected and dismissed by the shareholders' general meeting, while the employee representative Supervisor shall be democratically elected and dismissed by the employees of the Company. Employee representative Supervisor shall not be less than one-third of the total number of Supervisors.</p>
2	<p>Article 10 Meetings of the Supervisory Committee shall not be held unless over two-thirds of the members of the Supervisory Committee are present. Supervisors shall attend the meetings of the Supervisory Committee in person. If a Supervisor is not able to attend the meeting for any reason, he/she may appoint in writing other Supervisors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the proxy.</p> <p>The secretary to the Board of Directors shall attend the meetings of the Supervisory Committee.</p>	<p>Article 10 <del>Meetings of the Supervisory Committee shall not be held unless over two-thirds of the members of the Supervisory Committee are present.</del> Supervisors shall attend the meetings of the Supervisory Committee in person. If a Supervisor is not able to attend the meeting for any reason, he/she may appoint in writing other Supervisors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the proxy.</p> <p>The secretary to the Board of Directors shall attend the meetings of the Supervisory Committee.</p>

No.	Original Articles	Proposed Amendments to the Articles
3	<p>Article 12 Resolutions at meetings of the Supervisory Committee shall be made by way of voting with one vote for each Supervisor by registered poll and in writing or otherwise.</p> <p>A Supervisor may cast an affirmative, a negative or an abstention vote. Each attending Supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each Supervisor who fails to choose any of the above or has chosen two or more of the above to vote again. Refusal to do so shall be regarded as having abstained from voting. Any Supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Supervisory Committee shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p>Article 12 Resolutions at meetings of the Supervisory Committee shall be made by way of voting with one vote for each Supervisor by registered poll and in writing or otherwise.</p> <p>A Supervisor may cast an affirmative, a negative or an abstention vote. Each attending Supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each Supervisor who fails to choose any of the above or has chosen two or more of the above to vote again. Refusal to do so shall be regarded as having abstained from voting. Any Supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Supervisory Committee shall be subject to the approval of <del>two-thirds or more</del> <b>than one half</b> of its members by voting.</p>
4	<p>Article 21 After approved by a resolution of the shareholders' general meeting of the Company, these Rules shall become effective from the date of listing of the Company's publicly-traded overseas listed foreign shares (H Shares) on The Stock Exchange of Hong Kong Limited.</p>	<p>Article 21 <del>After approved by a resolution of the shareholders' general meeting of the Company,</del> <b>These Rules shall become effective from the date of <u>approval by a resolution at the shareholders' general meeting of the Company</u></b> listing of the Company's publicly-traded overseas listed foreign shares (H Shares) on The Stock Exchange of Hong Kong Limited.</p>

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## APPENDIX V TIMETABLE OF THE PROPOSED SCRIP DIVIDEND SCHEME

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*The following is a summary of events in relation to the Scrip Dividend Scheme in the form of a timetable:*

Final cum-dividend date	December 13, 2023
Ex-dividend date	December 14, 2023
Latest time to lodge transfer documents for registration with the H Share registrar	4:30 p.m. on December 15, 2023
Closure of register of members of H Shares of the Company for the purpose of determining the H Shareholders' entitlement to the 2023 Interim Dividend	From December 18, 2023 to December 22, 2023 (both dates inclusive)
Record Date	December 22, 2023
Latest time for return of the election form to the H Share registrar	4:30 p.m. on January 15, 2024
Dispatch of dividend warrants and/or definitive certificates for new H Shares by ordinary post at the risk of recipients	January 31, 2024
Expected first day of dealings in new H Shares	February 1, 2024 (subject to the proper receipt of definitive certificates for the new H Shares by the Eligible H Shareholders)

*Notes:*

1. The expected timetable is for indication only and may subject to change. Should there be any change, the Company will make a further announcement in due course with respect to such change.
2. If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal or post-super typhoon "extreme conditions" are in force in Hong Kong at or at any time prior to 4:30 p.m. on January 15, 2024, the deadline for return of the election form will be extended.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Onewo Inc.

### 萬物雲空間科技服務股份有限公司

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

**(Stock Code: 2602)**

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Onewo Inc. (the “Company”) will be held at Conference Hall, 1st Floor, Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Friday, December 8, 2023, for the purpose of considering and, if thought fit, passing the following resolutions of the Company (with or without amendments).

Unless otherwise defined, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated November 21, 2023 (the “Circular”).

#### Ordinary Resolution

1. To consider and approve the proposed profit distribution plan for the half year of 2023 of the Company.

#### Special Resolutions

2. To consider and approve the proposed Scrip Dividend Scheme in relation to profit distribution for the half year of 2023 of the Company.
3. To consider and approve the Proposed Amendments to the Articles of Association of the Company.
4. To consider and approve the proposed amendments to the Rules of Procedure for Shareholders' General Meetings of the Company.
5. To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors of the Company.
6. To consider and approve the proposed amendments to the Rules of Procedure for the Supervisory Committee of the Company.

By order of the Board

**Onewo Inc.**

**Zhu Baoquan**

*Chairman, executive Director and general manager*

Shenzhen, the PRC, November 21, 2023

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhu Baoquan as Chairman and executive Director; Mr. He Shuhua as executive Director; Mr. Wang Wenjin, Mr. Zhang Xu, Mr. Sun Jia, Mr. Zhou Qi and Mr. Yao Jinbo as non-executive Directors; Ms. Law Elizabeth, Mr. Chen Yuyu, Mr. Shen Haipeng and Mr. Song Yunfeng as independent non-executive Directors.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Unless the context otherwise requires, the terms used herein shall have the same meanings as those defined in the circular of the Company dated November 21, 2023.
2. In order to determine the list of Shareholders of the Company who are entitled to attend the EGM, the register of members of H Shares of the Company has been closed from Wednesday, November 8, 2023 to Friday, December 8, 2023 (both dates inclusive), during which period no transfer of H Shares of the Company will be effected. For unregistered holders of H Shares of the Company who intend to attend the EGM, the share certificates and the share transfer documents must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration, at or before 4:30 p.m. on Tuesday, November 7, 2023. Shareholders whose names appear on the H Shares register of members of the Company on Friday, December 8, 2023 shall be entitled to attend and vote at the EGM.
3. Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. The appointed proxy need not be a Shareholder of the Company, provided that the proxy shall be present in person at the EGM to represent the relevant Shareholder.

A Shareholder shall appoint a proxy in written form, and the power of attorney shall be signed by the Shareholder or by a representative authorized by the Shareholder in writing. If the Shareholder is a corporation, the power of attorney shall be affixed with the seal of the corporation or signed by its director or duly authorized representative. If the power of attorney is signed by a representative of the Shareholder, the power of attorney authorizing the signature or other authorization documents must be notarized.

In order to be valid, this proxy form together with the notarized power of attorney or other authorization document (if any) should be lodged with H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the scheduled time for holding of the EGM (i.e. before 10:00 a.m. on Thursday, December 7, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes at the time.

4. Any vote made by Shareholders at the EGM shall be conducted by polls pursuant to the requirements of the Articles of Association and the Listing Rules. Therefore, the votes on resolutions in the notice of the EGM will be conducted by polls.
5. Shareholders or their proxies attending the EGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
6. For details of the resolutions, please refer to the circular of the Company dated November 21, 2023.
7. If the attending Shareholder is a corporation, its legal representative shall produce his/her identity card, valid certificates evidencing his/her capacity as legal representative and the Share certificate; if a proxy is appointed to attend the meeting, such proxy shall produce his/her identity card and written letter of attorney legally issued by the relevant Shareholder.